



V-Guard Industries Limited

CIN: L31200KL1996PLC010010

Registered Office: 42/962, Vennala High School Road,
Vennala, Kochi - 682028; E-mail: mail@vguard.in;
Web: www.vguard.in; Phone: 0484-3005000

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of V-Guard Industries Limited will be held on Tuesday, July 31, 2018, at 4.30 p.m., at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam - 682025, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.
2. To declare a final dividend of Rs. 0.70 (70 paise) per equity share of Re.1/- each for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Mr. Ramachandran V (DIN: 06576300), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. To re-appoint Mr. Mithun K Chittilappilly as Managing Director for a period of three years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules)

(including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide resolutions dated March 23, 2018, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Mithun K Chittilappilly (DIN: 00027610), as Managing Director of the Company, whose office shall be liable to retire by rotation, for a period of three years with effect from April 01, 2018, on the following terms and conditions and remuneration which was recommended by the members of the Nomination and Remuneration Committee in their meeting held on March 23, 2018.

Salary:

Rs. 8,00,000/- per month, with a power to the Board or any Committee thereof to give an annual increase upto 50% of the last drawn salary and also to alter or modify other terms and conditions of appointment including the remuneration payable subject to the limit specified herein above.

Commission:

Not exceeding 1.25% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act.

Perquisites:

Perquisites shall be allowed in addition to salary and commission and they shall be restricted to the following:

CATEGORY 'A'

(1) Housing:

The Company shall provide rent free furnished residential accommodation, with free gas,

electricity and water as per Company's policy. In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance up to a limit of 10% of his monthly salary and reimbursement of expenses incurred towards gas, electricity, water and salary of two servants. The Company shall also provide allowance towards furnishing upto one month salary per annum.

(2) Medical Reimbursement:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month salary in a year.

(3) Leave Travel Concession:

For self and family, once in a year incurred in accordance with the rules of the Company.

(4) Club Fees:

Fees of Club subject to a maximum of two clubs. This will not include admission and life membership fee.

(5) Personal Accident Insurance:

Premium not to exceed 5% of Annual Salary.

Explanation: "Family" means the spouse, the dependent children and dependent parents of the Managing Director.

(6) Gratuity:

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

(7) Encashment of Leave:

Unavailed leave can be encashed as per the rules of the Company.

(8) Contribution to Provident Fund:

Contribution to provident fund, superannuation fund or annuity fund as per the rules of the Company.

CATEGORY 'B'

(9) Provision of Car with driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in any financial year, during the currency of the tenure of Mr. Mithun K Chittilappilly as Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Mithun K Chittilappilly shall be governed by Section II of part II of Schedule V of the Act, or any modifications thereto and the same shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors are hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

5. To ratify the remuneration payable to Cost Auditors.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), M/s. RA & Co., Cost Accountants, Mumbai, (Firm Registration No.: 000242) who were re-appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019, be paid remuneration of Rs. 3,30,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized severally to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To continue the Directorship of Mr. A K Nair, Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company, be and is hereby accorded to continue the directorship of Mr. A K Nair (DIN: 00009148), as Non-Executive Independent Director, who will attain the age of 75 (Seventy Five) years on August 27, 2018, till the expiry of his present term of office, on the existing terms and conditions, as mentioned in the letter of appointment dated July 29, 2014, issued to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Sd/-

JAYASREE K

Company Secretary

(Membership No.: A15900)

Place : Kochi

Date : July 03, 2018

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY SECOND ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED ALONG WITH THIS NOTICE.**
2. **A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

4. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members and proxies who desire to attend the Annual General Meeting of the Company are requested to bring the attendance slip duly filled in and signed and hand over the same at the registration counter at the venue of the Annual General Meeting. Members who have opted physical copy are requested to bring their copies of the Notice and Annual Report.
6. The relative Statement setting out material facts pursuant to Section 102 of the Act, in respect of the Special Businesses under item nos. 4, 5 & 6 is annexed hereto. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, brief resume and functional expertise of the Directors seeking appointment / re-appointment is furnished below along with the details of listed Companies in which they hold Directorship and the details of membership or chairmanship of sub-committees of Board.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act will be available for inspection by the members at the Annual General Meeting. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act will also be available for inspection by the members at the Annual General Meeting.
8. All documents referred to in the Notice will be available for inspection at the Company’s Registered Office between 11:00 am to 1:00 pm upto the date of Annual General Meeting on all days (except Saturdays, Sundays and public holidays). Members may also note that the Notice and Annual Report of the Company for the Financial Year 2017-18 are available on Company’s website at www.vguard.in.
9. The Register of Members and Share Transfer Books of the Company will remain closed from July 25, 2018 to July 31, 2018 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.
10. The dividend, as recommended by the Board, if approved at the Annual General Meeting, will be paid after July 31, 2018 but within the

- statutory limit of 30 days to those Members or their mandates whose names are registered in the Company's Register of Members:
- a. As Beneficial Owners as at the end of business hours on July 24, 2018 as per the lists to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form, and
 - b. As Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company or its Registrar & Transfer Agent ("RTA") viz. Link Intime India Private Limited having their address at Surya, 35, 2nd Floor, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, on or before July 24, 2018.
11. Members holding shares in dematerialized form may, kindly note that their address and bank account details, as furnished by their depositories to the Company, shall be printed on the Dividend Warrants, as per applicable regulations of the depositories. Members who wish to change their address/bank account details are requested to advise their Depository Participants about such change on or before July 22, 2018.
 12. Members are requested to notify immediately any change of address:
 - a. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
 - b. to the Company or its RTA, in respect of the shares held in physical form together with a proof of address of any of the documents viz., Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
 13. Members who continue to hold shares in physical form, are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in demat form through NSDL or CDSL.
 14. Members who wish to seek/desire any further information/clarification on the audited financial statements are requested to send their queries at least 48 hours in advance of the date of the meeting to the Registered Office, by quoting the folio no./ client ID.
 15. The Notice of the Annual General Meeting along with the Annual Report for Financial Year 2017-18, is being sent by electronic mode to those members, whose e-mail ids are registered with the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.
 16. Members holding shares in physical form and not opted for NECS facility earlier, for receipt of Dividend are requested to fill up the NECS mandate form available in the website of the Company (<https://www.vguard.in/investor-relations/corporate-governance>) and forward the same to RTA latest by July 22, 2018 to avail the NECS facility. The members who have already availed the NECS facility may intimate RTA of any change in the Bank account details already furnished latest by July 22, 2018.
 17. Members who are holding shares in physical form and opts dividend warrant are also requested to intimate their Savings Account/Current Account No. and the name of the Bank & Branch with which such account is held or of any change in the information already furnished to the RTA latest by July 22, 2018 to enable the printing of the said details on the Dividend Warrant to avoid the incidence of fraudulent encashment of dividend warrants.
 18. Members who have not encashed their dividend warrants / Demand Drafts may, write to the Company, for claiming the same, by following the prescribed procedures, which is made available at <https://www.vguard.in/investor-relations/unpaid-dividend>.
 19. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF)**
Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the IEPF established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. Members who have not encashed the dividend warrant(s) for the Financial Year 2010-11 and for consecutive 7 years from the Financial Year 2010-11, so

far, are requested to make their claim to the Secretarial Department of the Company, at the Registered Office or the office of the RTA on or before August 22, 2018, failing which the unpaid / unclaimed amount for the Financial Year 2010-11 and all the shares in respect of which dividend has unclaimed or unpaid shall be transferred to IEPF at an appropriate date. It may also be noted that unpaid / unclaimed dividend for the Financial Year 2009-10 has been transferred by the Company to the IEPF established by the Central Government. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

The Members/Claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund of dividend by making an application to IEPF Authority in Form IEPF - 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules. Detailed instructions on making an application to IEPF Authority for claiming the shares or refund of dividend amount is given in the website of the Company, www.vguard.in.

20. Nomination Facility

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

21. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by RTA. The facility for voting, through ballot paper / any other means, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper / any other means. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.

22. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's RTA / their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

23. The route map showing directions to reach the venue of the Annual General Meeting is annexed herewith.

24. The instructions for Shareholders to vote electronically are as under:

- A. Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.

2. Click on "Login" tab, available under 'Shareholders' section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

- a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID

- b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID

- c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (the password should contain minimum 8 characters, at least one special character, one numeric, one alphabet and one capital letter), by following the instructions given below;

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Attendance Slip indicated in the Sequence No./Default PAN Field.
DOB / DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with Depository Participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
or	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or Folio. Shareholders holding shares in physical form who has not registered the Dividend Bank details with the Company shall enter Event No. + Folio number in the Dividend Bank Details field.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, one numeric, one alphabet and one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided

that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour / Against" for voting.

Cast your vote by selecting appropriate option i.e., Favour /Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour /Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour /Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e., Favour /Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

C. General Guidelines for shareholders:

- Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of

the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular "Event No."
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or call at 022- 49186000.

D. Other Instructions

- a. The e-voting period commences on Saturday, July 28, 2018 (9.00 a.m. IST) and ends on Monday, July 30, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on July 24, 2018 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- b. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the meeting through ballot paper/ any other means.
- c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may follow the aforesaid instructions to obtain the login ID and password.
- d. Mr. M D Selvaraj (Membership No. F960), FCS, MDS & Associates, Company Secretaries, Coimbatore, has been appointed as the scrutinizer to scrutinize both the remote e-voting process and voting through ballot

paper or any other means during the Annual General Meeting, in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than one day of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

- e. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vguard.in and on the website of LIPL <https://instavote.linkintime.co.in/Result/Resultpage> immediately after the result is declared. The Company shall simultaneously forward the results to BSE Ltd ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the Special Businesses

As required by Section 102 of the Act, the following statement sets out all material facts relating to the businesses mentioned under Item nos. 4, 5 & 6 of the accompanying Notice dated July 03, 2018.

Item No. 4

Mr. Mithun K Chittilappilly was re-appointed as a Managing Director of the Company for a period of three years from April 01, 2015. His term of office as Managing Director expired on March 31, 2018. As the Managing Director of the Company, since April 2012, he has been actively involved, in the overall management of the operations of the Company and putting up appropriate systems and processes for bringing in improvement in each of the functions of the Company. Under his leadership, the Company was able to achieve remarkable growth from Non-South markets and able to roll out various new products to the portfolio. He has played a critical role in Company unveiling a new brand identity and logo and transforming the Company into technology-driven smart organization with smart products.

Considering the active role played by him in the growth trajectory of the Company, the Nomination and Remuneration Committee, at its meeting held on March 23, 2018, recommended the re-appointment of Mr. Mithun K Chittilappilly (DIN: 00027610), as Managing

Director, for a term of three years effective from April 01, 2018, whose office shall be liable to retire by rotation. The Board of Directors in their meeting held on March 23, 2018, approved the re-appointment, subject to the approval of the members in the ensuing Annual General Meeting.

Detailed resume of Mr. Mithun K Chittilappilly, along with disclosures required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India, is given in the Annexure accompanying this Notice.

Other than Mr. Mithun K Chittilappilly, Mr. Kochouseph Chittilappilly, Mrs. Joshna Johnson Thomas and their relatives, no other Director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the Ordinary Resolution set out in item no. 4 of the accompanying Notice.

The Board seeks the consent of members of the Company for passing the resolution as set out in item no. 4 of the Notice for re-appointment of Mr. Mithun K Chittilappilly, as Managing Director of the Company for a period of three years.

Item No. 5

The Board on recommendation of the Audit Committee, has approved the re-appointment of M/s. RA & Co., Cost Accountants, Mumbai, (Firm Registration No.000242) as the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2019. The Board has also approved payment of Rs.3,30,000/- as audit fee payable to the Cost Auditors plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with The Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors need to be ratified by the shareholders of the Company.

A certificate issued by M/s. RA & Co., Cost Accountants, regarding their eligibility for re-appointment as Cost Auditors will be available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the venue of the Meeting.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditor for the Financial Year 2018-19 as set out in item no. 5 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested,

financially or otherwise, in the resolution set out in the item no. 5 of the accompanying Notice.

Item No. 6

The Shareholders of the Company at the 18th Annual General Meeting held on July 29, 2014, had passed an Ordinary Resolution for appointment of Mr. A K Nair, as Non-Executive Independent Director of the Company, for a period of five years effective from July 29, 2014.

Mr. A K Nair, Non-Executive Independent Director, will attain the age of 75 years, on August 27, 2018. Pursuant to the provisions of Regulation 17A of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, ("Listing Regulations") approval of the members by way of a special resolution is required, effective from April 01, 2019, for appointment of a person who has attained the age of 75, as Non-Executive Director and to continue the existing tenure of a Non-Executive Director of a Company.

Mr. A K Nair, is on the Board of the Company in the Non-Executive Independent category since 2009 and has been contributing immensely to the Board deliberations and the Company is benefitted out of his vast experience in various fields of Management.

Considering the amendment made to the Listing Regulations, the Board at its meeting held on May 30, 2018, basis recommendation of the Nomination and Remuneration Committee, proposed seeking consent of the members by way of special resolution for continuation of office of directorship of Mr. A K Nair, in the Non-Executive Independent category, for the remaining period of current tenure of appointment from the date of attaining the age of 75 years.

A detailed resume of Mr. A K Nair is given in the Annexure accompanying this Notice.

The Board recommends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval by the Members.

Except Mr. A K Nair, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution No. 6.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : July 03, 2018

Sd/-
JAYASREE K
Company Secretary
(Membership No.: A15900)

Details of Directors seeking re-appointment at the ensuing Annual General Meeting in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meeting issued by Institute of Company Secretaries of India.

Particulars	Mr. Ramachandran V	Mr. Mithun K Chittilappilly	*Mr. A K Nair
Date of birth & Age	27.10.1963 55 years	02.09.1980 37 years	27.08.1943 74 years
DIN & Nationality	06576300 Indian	00027610 Indian	00009148 Indian
Date of first appointment to the Board	01.06.2013	01.04.2003	27.05.2009
Qualification	Bachelor of Science Masters in Management Studies (Marketing)	Graduate in Commerce and MBA (Finance & Marketing)	BSC (Mechanical Engineering) MBA
Experience in specific functional areas	Having more than twenty five years of cross functional experience in Hindustan Unilever and L G Electronics. He was occupying the position of Director-Marketing and Strategy, of the Company from June 01, 2013 to May 31, 2016 and was heading sales and marketing activities of the Company. He was re-appointed as Director and Chief Operating Officer of the Company, effective from June 01, 2016.	He is in the Board of the Company for more than 14 years and has headed various strategic initiatives and lead the Organization to the next level by implementing various transformational activities in the functional areas of Supply Chain Management, Sales & Marketing and Customer Services. He has been instrumental in the Company going Digital and unveiling a new brand identity. He has taken an active role in increasing the manufacturing footprint of the Company in major products.	Having more than fifty years of experience in senior managerial positions in various industries, including as Managing Director of Kerala State Industrial Development Corporation Limited and Nitta Gelatin India Limited. He is occupying the position of Independent Director of the Company since 2009.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.	Mr. Kochouseph Chittilappilly, Chairman, is his father and Mrs. Joshna Johnson Thomas, Director is his spouse.	Not related to any Director or Key Managerial Personnel of the Company.
Directorship held in other listed Companies	Nil	Nil	Nitta Gelatin India Ltd.
Memberships in the Committees of Board of other listed Companies.	Nil	Nil	Nitta Gelation India Ltd Stakeholder Relationship Committee - Chairman Audit Committee - Member

Particulars	Mr. Ramachandran V	Mr. Mithun K Chittilappilly	*Mr. A K Nair
Membership and Chairmanship in the Committees of the Board of the Company.	Risk Management Committee - Member	CSR Committee - Member Stakeholders' Relationship & Share Transfer Committee - Member Audit Committee - Member Risk Management Committee - Chairman	Audit committee - Member Nomination and Remuneration Committee - Member
No. of shares held in the Company.	9,44,811	7,15,51,452	0
Number of meetings of the Board attended during the Financial Year 2017-18.	05	05	04
Terms and conditions of re-appointment along with details of remuneration sought to be paid.	He was re-appointed as a Whole-time Director of the Company effective from June 01, 2016, for a period of four years under the designation Director and Chief Operating Officer and is heading all the functions of the Company and leading several new initiatives in the Company. As per the terms of re-appointment, he is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.	He has been re-appointed as the Managing Director of the Company for a period of three years effective from April 01, 2018 by the Board of Directors in their meeting held on March 23, 2018, subject to the approval of members of the Company in the ensuing Annual General Meeting. As per the terms of re-appointment, he is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013.	He was appointed as the Independent Director of the Company for a period of five years effective from July 29, 2014. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on May 30, 2018, proposed seeking approval of the members, for continuation of office of directorship of Mr. A K Nair, in the Non-Executive Independent category, who will attain the age of 75 years on August 27, 2018, , till the expiry of present term of appointment.
Details of last drawn remuneration	During the Financial Year 2017-18, an aggregate amount of Rs. 915.19 lakhs was paid as salary and other perquisites and 8,40,000 nos. of options were vested under ESOS 2013.	During the Financial Year 2017-18, an aggregate amount of Rs. 256.54 lakhs was paid as salary, commission and other perquisites.	During the Financial Year 2017-18, an aggregate amount of Rs. 1.65 Lakhs was paid towards the fee for attending Board/ Committee Meetings

* The detailed profile of the Director is shown above, considering the resolution proposed under agenda item No. 6 of the AGM notice.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : July 03, 2018

Sd/-
JAYASREE K
Company Secretary
(Membership No.: A15900)



V-GUARD INDUSTRIES LIMITED

CIN: L31200KL1996PLC010010

Registered Office: 42/962, Vennala High School Road, Vennala P.O., Kochi - 682 028, Kerala, India

Tel : 0484 - 3005000; E-mail id: mail@vguard.in; website: www.vguard.in

FORM NO. MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No. / Client ID :	
DP ID :	

I/We, being the member(s) holding shares of the above named Company, hereby appoint:

1. Name :
Address :
E-mail ID :
Signature :

or failing him/her

2. Name :
Address :
E-mail ID :
Signature :

or failing him/her

3. Name :
Address :
E-mail ID :
Signature :



as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Tuesday, July 31, 2018, at 4.30 p.m., at Hotel "The Renai Cochin", Palarivattom P.O, Kochi-682025 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution Number	Resolutions
Ordinary Business	
1	Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018.
2	To declare final dividend of Rs.0.70 (70 paise) per equity share for the Financial Year 2017-18.
3	Re-appointment of Mr. Ramachandran V, Director, who retires by rotation and offers himself for re-appointment.
Special Business	
4	Re-appointment of Mr. Mithun K Chittilappilly as Managing Director for a period of three years effective from April 01, 2018.
5	Ratification of payment of Rs. 3,30,000/- as remuneration excluding taxes and reimbursement of out of pocket expenses to M/s. RA & Co., Cost Accountants, Mumbai, (Firm Registration No.000242), the Cost Auditors of the Company for the Financial Year 2018-19.
6	To continue the directorship of Mr. A K Nair, Non-Executive Independent Director.

Signed this day of2018.

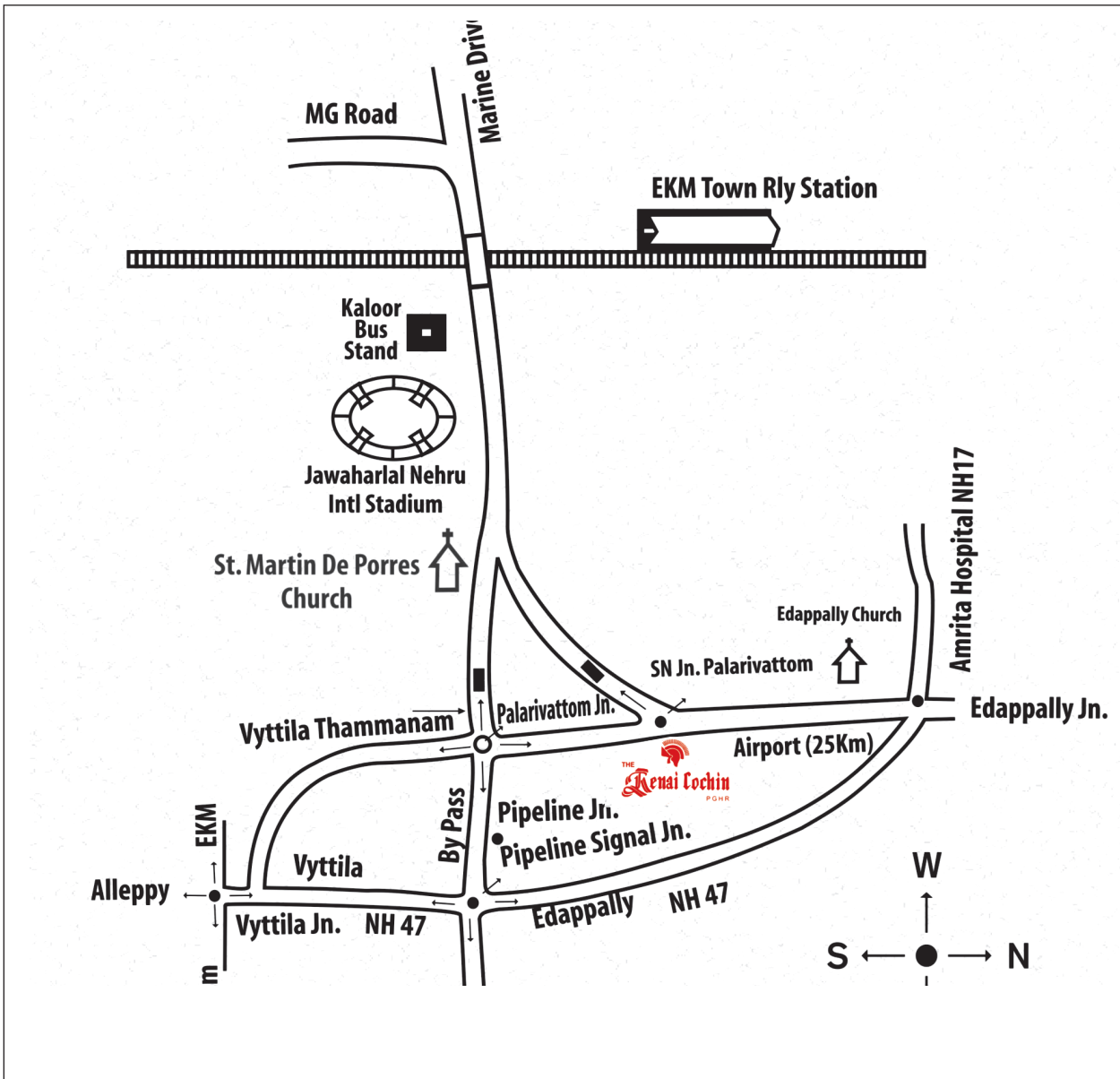
Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp not less than Re.1/-
--

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF THE AGM VENUE





V-GUARD INDUSTRIES LIMITED

CIN: L31200KL1996PLC010010

Registered Office: 42/962, Vennala High School Road, Vennala P.O., Kochi - 682 028, Kerala, India

Tel : 0484 - 3005000; E-mail id: mail@vguard.in; website: www.vguard.in

ATTENDANCE SLIP

TWENTY SECOND ANNUAL GENERAL MEETING - JULY 31, 2018

Registered Folio No./ DP ID & Client ID	
Name and address of the Member(s)	
No. of shares	

I hereby record my presence at the Twenty Second Annual General Meeting of the Company at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam-682025 on Tuesday, July 31, 2018.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Members who are attending the meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.

ELECTRONIC VOTING PARTICULARS

EVENT No.	User ID	*Default PAN/ Sequence No.
180077		

*Those who have not registered their PAN No. may use Default PAN.

Notes:

1. Please read the instructions printed under the Notes to the Notice of Twenty Second Annual General Meeting to be held on Tuesday, July 31, 2018, at 4.30 p.m.
2. The remote e-voting period starts from Saturday, July 28, 2018 (9.00 a.m. IST) and ends on Monday, July 30, 2018 (5.00 p.m. IST).