

### August 24, 2023

The Manager,	The Manager,	
Listing Department,	Listing Department,	
BSE Limited,	National Stock Exchange of India Limited	
Phiroze Jeejeebhoy Towers,	Exchange Plaza, 5th Floor, Plot No. C/1,	
Dalal Street,	G Block, Bandra-Kurla Complex,	
Mumbai- 400 001	Bandra-East,	
	Mumbai- 400 051	
Scrip Code: 532953	Symbol: VGUARD	

Dear Sir/Madam,

## Sub: Proceedings of 27th Annual General Meeting

Pursuant to Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of 27<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Thursday, August 24, 2023, at 11 a.m, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

We request you to kindly take the above information on record and treat this as compliance with SEBI Listing Regulations.

Thanking You,

Yours Sincerely,

#### For V-Guard Industries Limited

VIKAS Digitally signed by VIKAS KUMAR TAK Date: 2023.08.24 17:11:04 +05'30'

Vikas Kumar Tak Company Secretary & Compliance Officer Membership No. FCS 6618

**Encl: As above** 



Proceedings of 27<sup>th</sup> Annual General Meeting of V-Guard Industries Limited held on Thursday, August 24, 2023 at 11:00 a.m. through Video Conferencing/Other Audio Visual Means

The following persons were present through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

a)	Mr. Cherian N Punnoose	Independent Director and Chairman of the Board and
		Chairman of Audit Committee and Stakeholders'
		Relationship Committee
b)	Mr. Mithun K Chittilappilly	Managing Director and Member
c)	Mr. Ramachandran V	Director & COO and Member
d)	Mr. Antony Sebastian K	Executive Director and Member
e)	Mr. C J George	Independent Director
f)	Mr. George Muthoot Jacob	Independent Director
g)	Prof. Biju Varkkey	Independent Director and Chairman of Nomination and
		Remuneration Committee
h)	Mr. Ishwar Subramanian	Independent Director
i)	Mr. Sudarshan Kasturi	Chief Financial Officer
j)	Mr. Vikas Kumar Tak	Company Secretary

Mr. Amit Kumar Agrawal, Partner, M/s Price Waterhouse Chartered Accountants LLP, Statutory Auditors, Mr. Keyul M. Dedhia, M/s Keyul M. Dedhia & Associates, Secretarial Auditors and Mr. M D Selvaraj, Scrutinizer for the 27<sup>th</sup> AGM were also present through VC/OAVM.

Attendance: 66 Members holding 16,28,71,689 equity shares which constitutes 37.57% of the paid-up equity share capital of the Company were present through VC/OAVM.

The Company Secretary briefed the members that the 27<sup>th</sup> AGM was convened through Video conferencing as per the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. VC/OAVM facility for conducting the AGM and remote evoting as well as e-voting at the time of AGM is provided by the Central Depository Services (India) Limited.

He said that remote e-voting facility began on Monday, August 21, 2023 at 9.00 a.m. and ended on Wednesday, August 23, 2023 at 5.00 p.m. Voting module was kept open during the time of the AGM to enable those members who had not exercised their voting rights through remote e-voting.

He informed that all Statutory Registers and other documents related to the Ordinary and Special Businesses were made available for inspection. The Secretarial Auditors of the Company had issued certificate on compliance of provisions relating to Employee Stock Option Scheme.

He then mentioned that total eight shareholder has registered as speaker shareholder to raise questions during the AGM and questions raised during the time of the AGM through chat box facility shall be replied.



Thereafter, Mr. Cherian N Punnose, Chairman, occupied the Chair. He announced that the requisite quorum was present and thereafter called the meeting to Order.

He welcomed all the Shareholders, Directors, and all other attendees. He called the names of the Directors individually and the Directors introduced themselves and said that Mr. Ullas K Kamath and Ms Radha Unni Independent Directors of the company could not attend the meeting due to pre-occupation.

Thereafter, he extended a warm welcome to the Statutory Auditors, Secretarial Auditors and Scrutinizer appointed for scrutinizing remote e-voting as well as voting during the AGM.

The Chairman thereafter commenced the formal agenda of the AGM and with the consent of the members, the Notice of AGM and Auditors' Report were taken as read.

He invited the Managing Director to brief the performance highlights of the Financial Year 2022-23. The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2022-23. He explained in detail various business initiatives which were commenced during the year under review, new products launched, CSR activities carried out etc.

Thereafter, the Chairman requested the Company Secretary to brief the Ordinary and Special Businesses which were to be transacted during the AGM.

#### **Ordinary Business:**

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors and the Board of Directors thereon.
- 2. To declare dividend of ₹ 1.30/- per equity share for the Financial Year 2022-23.
- 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 ratify the remuneration payable to Cost Auditor
- 5. To consider appointment of Mr. Ishwar Subramanian (DIN: 01473535) as Non-Executive Independent Director of the Company
- 6. To consider appointment of Mr. Antony Sebastian K (DIN: 01628332) as Executive Non-Independent Director of the Company
- 7. Payment of emoluments to Mr. Kochouseph Chittilappilly, Chairman Emeritus, for providing advisory services
- 8. To Grant of options to employees of subsidiary company(ies) under the Employee Stock Option Scheme, 2013
- 9. To create further number of options for grant under the existing Employee Stock Option Scheme of the Company



The Chaiman informed that total eight shareholders have registered themselves as speaker and Four shareholders were present in the meeting and they were given the opportunity to speak and ask questions from the management. Thereafter, Managing Director and Director &COO answered to the queries raised by the speaker shareholders.

The Managing Director informed that one question was received through the chat box and Managing Director and CFO answered to the question. The Chairman requested Mr. Ramachandran V, Director to propose vote of thanks. Thereafter, Mr. Ramachandran V, Director and Chief Operating Officer, proposed a formal vote of thanks to the Chairman, other Directors, Shareholders and Others who attended the AGM and all others who extended support in successful conduct of the meeting.

After completion of all deliberations, the voting module was extended for another 15 minutes to enable the members to cast their votes. The Chairman informed that the result of the voting along with Scrutinizer report would be placed on the website of the Company and Exchanges.

The e-voting option was disabled at 12.12 p.m.

#### For V-Guard Industries Limited

VIKAS Digitally signed by VIKAS KUMAR TAK Date: 2023.08.24 17:02:36 +05'30'

Vikas Kumar Tak Company Secretary & Compliance Officer Membership No. FCS 6618



### August 26, 2023

The Manager,	The Manager,
Listing Department,	Listing Department,
BSE Limited,	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers, Dalal Street,	Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1,
Mumbai- 400 001	G Block, Bandra-Kurla Complex, Bandra-East,
	Mumbai- 400 051
Scrip Code: 532953	Symbol: VGUARD

Dear Sir / Madam,

Sub: Declaration of voting results as per Regulation 30, Part A of Schedule – III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - reg.

Pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, results of voting through remote e-voting and e-voting at the 27<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Thursday, August 24, 2023, at 11.00 a.m., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). in the format prescribed in Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Also please find enclosed the Consolidated Report of the Scrutinizer containing the details of Agenda wise results of both the remote e-voting conducted during the period from August 21, 2023 to August 23, 2023 and e-voting conducted during the time of AGM, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014. As per the Scrutinizer's Report, which has been countersigned by the Managing Director of the Company, all the Resolutions for the Agenda items set out in the Notice dated May 30, 2023, of the 27<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report has been uploaded on the Company's website.

You are requested to take the aforesaid documents on record.

Thanking you,

For V-Guard Industries Limited

VIKAS Digitally signed by VIKAS KUMAR TAK Date: 2023.08.26 07:48-54 +05:30\*

Vikas Kumar Tak Company Secretary & Compliance Officer Membership No. FCS 6618

**Encl: As above** 

V-GUARD INDUSTRIES LTD.
Regd, Office: 42/962,
Vennala High School Road,
Vennala, Kochi – 682 028,
CIN: L31200KL1996PLC010010

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## COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING AT THE ANNUAL GENERAL MEETING

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015]

To
The Chairman,
27th Annual General Meeting of the Equity Shareholders of
M/s. V-GUARD INDUSTRIES LIMITED
(CIN: L31200KL1996PLC010010)
Held on Thursday, 24th August 2023, at 11:00 AM (IST)
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 27th Annual General Meeting of M/s. V-GUARD INDUSTRIES LIMITED held on 24th August 2023

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of M/s. V-GUARD INDUSTRIES LIMITED ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 27th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 27th Annual General Meeting of the Company held on Thursday, 24th August, 2023 at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.

Report of Scrutinizer on remote e-voting & e-voting by members of V-Guard Industries Ltd at the 27th AGM held on 24-08-2023

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## Company Secretaries

Continuation Sheet...

## Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means on the resolution(s) as set out in the Notice convening the 27th Annual General Meeting dated 30th May 2023.

## Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 27th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 9 in the Notice convening the 27th Annual General Meeting of the Company dated 30th May 2023, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC / OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not applicable for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

Further, in addition to the above, I submit my report as under:

- a. Before sending the Notice convening the 27th Annual General Meeting (AGM), the Company has published an advertisement in Business Standard (English) and Deepika (Malayalam) on 25th July, 2023 informing the shareholders that the said AGM would be held through VC / OAVM facility along with such other information in accordance with the relevant MCA Circulars.
- b. The Notice dated 30th May 2023 convening the 27th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 27th Annual General Meeting of the Company, were sent through electronic mail to the members, who had registered their email ID with the Company / Depositories, on 29th July, 2023 in accordance with the said MCA Circulars and SEBI Circulars. Further, the Company has published an advertisement in Business Standard (English) and Deepika (Malayalam) on 31st July, 2023 informing the completion of the despatch of the said Notice along with such other information pursuant to the provisions of Rule 20(4) of the Company has also placed the Notice of the 27th Annual General Meeting on its website.
- c. The Company has availed the e-voting services offered by CDSL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.

## **Company Secretaries**

Continuation Sheet...

- d. The remote e-voting period commenced on Monday, August 21, 2023 at 9:00 A.M (IST) and ended on Wednesday, August 23, 2023 at 5:00 P.M (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., August 17, 2023 were entitled to vote on the resolutions set out in the Notice of the 27th Annual General Meeting. The remote e-voting module of CDSL was disabled on Wednesday, 23rd August 2023 at 5:00 PM (IST).
- e. Upon the commencement of the 27th Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 27th Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- f. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 24<sup>th</sup> August 2023 at 12:38 PM (IST) in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- g. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of CDSL.
- h. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- i. Based on the reports generated from the e-voting portal of CDSL, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.9 of the Notice convening the 27th Annual General Meeting as under:



## Company Secretaries

Continuation Sheet...

## **Ordinary Business**

## Resolution No: 1

### Ordinary resolution

Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31<sup>st</sup> March 2023, together with the reports of the Board of Directors and the Auditors thereon.

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	423	39,66,97,488	100.00
E-Voting at AGM	3	3,315	100.00
Total Voting	426	39,67,00,803	100.00

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	7	4,523	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	7	4,523	Negligible

### **INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
Total Voting	1	73

> 3 shareholders holding 49,226 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.



**Company Secretaries** 

Continuation Sheet...

**Ordinary Business** 

Resolution No: 2

Ordinary resolution

Declaration of dividend of Rs. 1.30 per equity share for the financial year 2022-23

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	427	39,67,50,791	100.00
E-Voting at AGM	3	3,315	100.00
Total Voting	430	39,67,54,106	100.00

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	6	446	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	6	446	Negligible

### **INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
<b>Total Voting</b>	1	73

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



## Company Secretaries

Continuation Sheet...

## **Ordinary Business**

### Resolution No: 3

## Ordinary resolution

Re-appointment of Mr. Ramachandran V (DIN: 06576300) as a Director on retirement by rotation.

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	414	39,66,33,641	99.98
E-Voting at AGM	3	3,315	100.00
Total Voting	417	39,66,36,956	99.98

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	21*	68,384	0.02
E-Voting at AGM	0	0	0.00
Total Voting	21*	68,384	0.02

### **INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes
Remote E-Voting	0	0
E-Voting at AGM	1	73
Total Voting	1	73

2 shareholders holding 49,209 equity shares have abstained from voting through remote e-voting facility

➤ \*3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility

\*1 shureholder holding 3,21,000 equity shures have partially voted in favour for 3,15,703 equity shares and partially voted against for 5,297 equity shares

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.

## **Company Secretaries**

Continuation Sheet...

## **Special Business**

### Resolution No: 4

### Ordinary resolution

Ratification of remuneration payable to M/s. BBS & Associates (FRN: 00273), Cost Auditors for the financial year ending March 31, 2024

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	414	39,66,95,062	100.00
E-Voting at AGM	3	3,315	100.00
Total Voting	417	39,66,98,377	100.00

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	16	6,949	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	16	6,949	Negligible

#### **INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
Total Voting	1	73

<sup>&</sup>gt; 3 shareholders holding 49,226 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority.



## Company Secretaries

Continuation Sheet...

## **Special Business**

### Resolution No: 5

## Special resolution

Appointment of Mr. Ishwar Subramanian (DIN: 01473535) as Non-Executive Independent Director of the Company for a period of 5 years with effect from May 30, 2023

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	410	39,66,92,257	100.00
E-Voting at AGM	3	3,315	100.00
<b>Total Voting</b>	413	39,66,95,572	100.00

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	19	9,564	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	19	9,564	Negligible

### **INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
Total Voting	1	73

<sup>➤ 4</sup> shureholders holding 49,416 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.

## **Company Secretaries**

Continuation Sheet...

## **Special Business**

### Resolution No: 6

### Ordinary resolution

Appointment of Mr. Antony Sebastian K (DIN: 01628332) as Executive Non-Independent Director of the Company for a period of 4 years with effect from May 30, 2023 till May 29, 2027.

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	408	39,66,49,317	99.98
E-Voting at AGM	3	3,315	100.00
<b>Total Voting</b>	411	39,66,52,632	99.98

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	27*	65,291	0.02
E-Voting at AGM	0	0	0.00
Total Voting	27*	65,291	0.02

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
Total Voting	1	73

- 2 shareholders holding 36,626 equity shares have abstained from voting through remote e-voting facility
- > \*3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility
- > \*1 shareholder holding 3,21,000 equity shares have partially voted in favour for 3,15,703 equity shares and partially voted against for 5,297 equity shares

Note: Thus, the Ordinary Resolution as given in Item No. 6 may be considered as passed with requisite majority.

## Company Secretaries

Continuation Sheet...

### **Special Business**

### Resolution No: 7

### Ordinary resolution

Approval for payment of emoluments to Mr. Kochouseph Chittilappilly, Chairman Emeritus, for providing advisory services for a period of five years with effect from April 1, 2023.

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	349	13,95,44,633	89.70
E-Voting at AGM	3	3,315	100.00
Total Voting	352	13,95,47,948	89.70

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	77	1,60,32,426	10.30
E-Voting at AGM	0	0	0.00
Total Voting	77	1,60,32,426	10.30

### **INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
<b>Total Voting</b>	1	73

2 shareholders holding 36,626 equity shares have abstained from voting through remote e-voting facility

> 7 shareholders belonging to Promoter / Promoter group holding 24,11,37,552 equity shares have abstained from voting through remote e-voting facility

\*2 shareholders holding 9,00,819 equity shares have partially voted in favour for 94,032 equity shares and partially voted against for 8,06,787 equity shares

Note: Thus, the Ordinary Resolution as given in Item No. 7 may be considered as passed with requisite majority.

**Company Secretaries** 

Continuation Sheet...

## **Special Business**

### **Resolution No: 8**

## Special resolution

Approval to grant options to employees of subsidiary company(ies) under the Employee Stock Option Scheme, 2013 (ESOS 2013).

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	333	34,34,02,331	86.56
E-Voting at AGM	3	3,315	100.00
<b>Total Voting</b>	336	34,34,05,646	86.56

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	101*	5,32,99,694	13.44
E-Voting at AGM	0	0	0.00
Total Voting	101*	5,32,99,694	13.44

#### **INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
Total Voting	1	73

> 2 shareholders holding 49,209 equity shares have abstained from voting through remote e-voting facility

> \*3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 8 may be considered as passed with requisite majority.

Company Secretaries

Continuation Sheet...

**Special Business** 

Resolution No: 9

Special resolution

Approval to create further number of options for grant under the existing Employee Stock Option Scheme, 2013 (ESOS 2013).

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	331	34,34,00,988	86.56
E-Voting at AGM	3	3,315	100.00
Total Voting	334	34,34,04,303	86.56

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	102*	5,33,00,847	13.44
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	102*	5,33,00,847	13.44

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	1	73
Total Voting	1	73

➤ 3 shareholders holding 49,399 equity shares have abstained from voting through remote e-voting facility

➤ \*3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 9 may be considered as passed with requisite majority.

Yours faithfully

Based on the Scrutinizer's Report, the Resolution Nos.1 to 9 have been duly passed with requisite majority

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by MITHUN
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Date: 2023.08.25
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Digitally signed
by MITHUN
KOCHOUSEPH
CHITTILAPPILLY
Date: 2023.08.25

For MDS & Associates LLP Company Secretaries

MUTHUSWAMY DORAISWAMI SELVARAJ

Digitally signed by MUTHUSWAM' DORAISWAMI SELVARAU Date: 2023.08.25 14:55:59 +05'30'

M D Selvaraj Managing Partner FCS No: 960 / CP No: 411 Peer Review No: 3030/2023 UDIN: F000960E000862535



Date: 25.08.2023

General information about company	
Scrip code	532953
NSE Symbol	VGUARD
MSEI Symbol	
NISI	INE951101027
Name of the company	V-GUARD INDUSTRIES LTD
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-08-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:57 AM

Scrutinizer Details	
Name of the Scrutinizer	M D SELVARAJ
Firms Name	MDS & ASSOCIATES
Qualification	CS
Membership Number	960
Date of Board Meeting in which appointed	30-05-2023
Date of Issuance of Report to the company	25-08-2023

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Voting results	
Record date	17-08-2023
Total number of shareholders on record date	118811
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	61
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution required: (Ordinary / Special)  Whether promoter/promoter group are interested in the agenda/resolution?  Description of resolution considered	ed: (Ordinar r/promoter g	y / Special) group are inter		;				
Whether promoter/p agenda/resolution? Description of resolu	romoter g	group are inter		Ordinary				
Description of resolu	ution cons	sidered	rested in the	No				
	ode of oting			Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31st March 2023, together with the reports of the Board of Directors and the Auditors thereon.	dited standalon nancial year en ectors and the	e and conse ded 31st Ma Auditors the	Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31st March 2023, together with the reports of the Board of Directors and the Auditors thereon.	atements of the with the reports
Category Mc		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = (4)/(2)]*100	(7)= $[(5)/(2)]*100$
E-Voting	ting		241137552	100	241137552	0	100	0
Promoter Poll			0	0	0	0	0	0
and Posta Promoter (if Group appli	Postal Ballot (if applicable)	74113/337	0	0	0	0	0	0
Total		241137552	241137552	100	241137552	0	100	0
E-Voting	ting		135776829	97.0578	135776829	0	100	0
Poll			0	0	0	0	0	0
Public- Posta Institutions (if appli	Postal Ballot (if applicable)	139892/09	0	0	0	0	0	0
Total		139892709	135776829	97.0578	135776829	0	100	0
Public- Non E-Voting	ting	52497964	19787630	37.6922	19783107	4523	99.9771	0.0229

Poll		3315	0.0063	3315	0	100	0
Postal Ballot (if applicable)		0	0	0	0	0	0
Total	52497964	7964   19790945   37.6985	37.6985	19786422	4523	99.9771	0.0229
Total	Total 433528225 396705326 91.5062	396705326	91.5062	396700803 4523		6866.66	0.0011
			Whether	Whether resolution is Pass or Not. Yes	ass or Not.	Yes	
			Disclos	ure of notes on	resolution	Disclosure of notes on resolution   Textual Information(1)	n(1)

	Text Block
	3 shareholders holding 49,226 equity shares have abstained from voting through remote e-voting facility
Textual Information(1)	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Promoter and Postal Ballot   Category   Promoter and Postal Ballot   Category   Catego					Resolution(2)				
Postal Ballot   Postal Ballo	Resolution req	uired: (Ordinary	y / Special)		Ordinary				
gory         Mode of voting signars and solution considered a shares beld voting solution shares beld voting shares held voting shares held voting stares held voting stares held voting stares held shares and voting shares held share	Whether prom agenda/resolut	oter/promoter g ion?	roup are intere	ested in the	No				
gory voting         Mode of voting voting         No. of votes polled on voting against voting         No. of votes polled on votes polled on votes polled on voting against voting         No. of votes polled on votes polled on votes polled on votes against voting         No. of votes polled on votes polled on votes against polled on votes again	Description of	resolution cons	idered		Declaration of div 23	ridend of Rs. 1.	30 per equi	ty share for the fin	ancial year 2022-
Factoring         (1)         (2)         (3)= (4)         (4)         (5)         (6)= (6)= (4)/(2)]*100           let and let and let and let applicable)         40         241137552         100         241137552         0         100         0           let and let applicable)         4011         41137552         100         0         0         0         0         0           let applicable)         421137552         241137552         100         241137552         0         100         0         0           let applicable)         421137552         100         241137552         0         100         0	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
ter and Postal Ballot (if applicable)  Foundations (if applicable)  Fortal Ballot (if applica			(1)	(2)	(3)= (2)/(1)]*100	(4)	(5)	(6) = (4)/(2)]*100	(7)= (5)/(2)]*100
ter and fight of city o		E-Voting		241137552	100	241137552	0	100	0
ter (if applicable)	D. 5 at 5	Poll	1	0	0	0	0	0	0
Total         241137552         241137552         100         241137552         0         100           E-Voting         E-Voting         135813438         97.084         135813438         0         100           Postal Ballot (if applicable)         139892709         0         0         0         0         0           Total         139892709         135813438         97.084         135813438         0         100           E-Voting         52497964         19800247         37.7162         19799801         446         99.9977           Poll         Abil         3315         0.0063         3315         0         100	Promoter and Group	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0
E-Voting         135813438         97.084         135813438         0         100           Poll         139892709         0         0         0         0         0         0           Indeplicable)         139892709         135813438         97.084         135813438         0         100         0           Total         139892709         135813438         97.084         135813438         0         100         0           E-Voting         52497964         19800247         37.7162         19799801         446         99.9977           Poll         3315         0.0063         3315         0         100		Total	241137552	241137552	100	241137552	0	100	0
Poll Postal Ballot (if applicable)         139892709         Character (if applicable)         Character		E-Voting		135813438	97.084	135813438	0	100	0
Postal Ballot (if applicable)         Postal Ballot (if applicable)         0         0         0         0         0           Total         139892709         135813438         97.084         135813438         0         100           E-Voting         52497964         19800247         37.7162         19799801         446         99.9977           Poll         3315         0.0063         3315         0         100		Poll		0	0	0	0	0	0
Total         139892709         135813438         97.084         135813438         0         100           E-Voting         52497964         19800247         37.7162         19799801         446         99.9977           Poll         3315         0.0063         3315         0         100	Public- Institutions	Postal Ballot (if applicable)	139892/09	0	0	0	0	0	0
E-Voting 52497964 19800247 37.7162 19799801 446 99.9977 Poll 3315 0.0063 3315 0 100		Total	139892709	135813438	97.084	135813438	0	100	0
Poll 3315 0.0063 3315 0 100	Public- Non	E-Voting	52497964	19800247	37.7162	10866161	446	<i>LL</i> 66'66	0.0023
	Institutions	Poll		3315	0.0063	3315	0	100	0

0	0.0023	0.0001		on(1)
0	7266.66	6666666	Yes	Disclosure of notes on resolution   Textual Information(1)
0			ass or Not.	resolution
0	19803116 446	396754106 446	Whether resolution is Pass or Not. Yes	ure of notes on
0	37.7225	91.5176	Whether	Disclos
0	52497964   19803562   37.7225	396754552		
	52497964	Total 433528225 396754552 91.5176		
Postal Ballot (if applicable)	Total	Total		

	Text Block
	Invalid Votes
Textual Information(1)	
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

				Resolution(3)				
Resolution req	Resolution required: (Ordinary / Special)	y / Special)		Ordinary				
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	roup are intere	sted in the	No				
Description of	Description of resolution considered	idered		Re-appointment of Miretirement by rotation	of Mr. Ramacha tion	ndran V (D	Re-appointment of Mr. Ramachandran V (DIN: 06576300) as a Director on retirement by rotation	a Director on
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= (2)/(1)]*100	(4)	(5)	(6) = (4)/(2)]*100	(7)= $[(5)/(2)]*100$
	E-Voting		241137552	100	241137552	0	100	0
Duo moton ond	Poll		0	0	0	0	0	0
Promoter and Group	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0
	Total	241137552	241137552	100	241137552	0	100	0
	E-Voting		135776826	97.0578	135715469	61357	99.9548	0.0452
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	139892/09	0	0	0	0	0	0
	Total	139892709	135776826	97.0578	135715469	61357	99.9548	0.0452
Public- Non	E-Voting	52497964	19787647	37.6922	19780620	7027	99,9645	0.0355
Institutions	Poll		3315	0.0063	3315	0	100	0

0	0.0355	0.0172		ion(1)
0	99.9645	8786'66	Yes	Disclosure of notes on resolution Textual Information(1)
0	7027	68384	ass or Not.	resolution
0	19783935 7027	396636956 68384 99.9828	Whether resolution is Pass or Not. Yes	ure of notes on
0	37.6985	91.5062	Whether	Disclose
0	52497964 19790962 37.6985	396705340		
	52497964	Total 433528225 396705340 91.5062		
Postal Ballot (if applicable)	Total	Total		

	Text Block
	2 shareholders holding 49,209 equity shares have abstained from voting through remote e-voting facility
	3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility
	1 shareholder holding 3,21,000 equity shares have partially voted in favour for 3,15,703 equity shares and partially voted against for 5,297 equity shares
Textual Information(1)	
	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Whether promoter/promoter group are interested in the agenda/resolution considered   No. of votes   No. of vo					Resolution(4)				
Postal Ballot   Postal Ballot   Postal Ballot	Resolution red	uired: (Ordinary	y / Special)		Ordinary				
gory         Mode of voting applicable of voting applicable)         No. of votes and polled on voting against and polled ashares held applicable)         No. of votes and polled on votes against against against and polled on votes and polled on votes and polled ashares         No. of votes against agai	Whether prom agenda/resolut	oter/promoter g ion?	roup are intere	sted in the	No				
gory voting         Mode of voting voting         No. of votes polled on votes polled on shares         % of votes polled on shares         % of votes polled on shares         No. of votes pol	Description of	resolution cons	idered		Ratification of rer Cost Auditors for	nuneration pay the financial ye	able to M/s	. BBS & Associate March 31, 2024	s (FRN: 00273),
Fer and postal Ballot of the postal b	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
ter and Postal Ballot (if applicable)  Non Be-Votings (if applicable)  Fortal Ballot (if appl			(1)	(2)	(3)= (2)/(1)]*100	(4)	(5)	(6) = (4)/(2)]*100	(7)= $[(5)/(2)]*100$
ter and formation of ter and formations are applicable)         4 1137552 applicable of ter applicable of te		E-Voting		241137552	100	241137552	0	100	0
ter (if applicable)	D. 5 4 5 4 5 4 5 4 5 4 5 4 5 4 5 4 5 4 5	Poll	1	0	0	0	0	0	0
Total         241137552         241137552         100         241137552         0         100           Poll         Postal Ballot applicable)         135776829         97.0578         135776829         0         100           Non         E-Voting         52497964         135776829         97.0578         135776829         0         100           Non         E-Voting         52497964         19787630         37.6922         19780681         6949         99.9649           Poll         Poll         3315         0.0063         3315         0         100	Promoter and Promoter Group	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0
Poll         135776829         97.0578         135776829         0         100           Postal Ballot (if applicable)         Postal Ballot (if applicable)         0<		Total	241137552	241137552	100	241137552	0	100	0
ons (if Abplicable)         139892709 (if Abplicable)         0         0         0         0         0           Non         E-Voting         52497964         19787630         37.6922         19780681         6949         99.9649           Poll         Abl         3315         0.0063         3315         0         0         100		E-Voting		135776829	97.0578	135776829	0	100	0
ons         (if         0         0         0         0         0         0           Applicable)         Total         139892709         135776829         97.0578         135776829         0         100           Non         E-Voting         52497964         19787630         37.6922         19780681         6949         99.9649           ons         Poll         3315         0.0063         3315         0         100		Poll		0	0	0	0	0	0
Total         139892709         135776829         97.0578         135776829         0         100           E-Voting         52497964         19787630         37.6922         19780681         6949         99.9649           Poll         3315         0.0063         3315         0         100	Public- Institutions	Postal Ballot (if applicable)	139892/09	0	0	0	0	0	0
E-Voting 52497964 19787630 37.6922 19780681 6949 99.9649 Poll 3315 0.0063 3315 0 100		Total	139892709	135776829	97.0578	135776829	0	100	0
Poll 3315 0.0063 3315 0 100	Public- Non	E-Voting	52497964	19787630	37.6922	19780681	6949	99,9649	0.0351
	Institutions	Poll		3315	0.0063	3315	0	100	0

0	0.0351	0.0018		on(1)
0	99.9649	2866.66	Yes	Disclosure of notes on resolution   Textual Information(1)
0			ass or Not.	resolution
0	19783996 6949	396698377 6949	Whether resolution is Pass or Not. Yes	ure of notes on
0	37.6985	91.5062	Whether	Disclos
0	52497964   19790945   37.6985	396705326		
	52497964	Total 433528225 396705326 91.5062		
Postal Ballot (if applicable)	Total	Total		

	Text Block
	3 shareholders holding 49,226 equity shares have abstained from voting through remote e-voting facility
Textual Information(1)	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

				Resolution(5)				
Resolution requ	Resolution required: (Ordinary / Special)	y / Special)		Special				
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	roup are inter	ested in the	No				
Description of	Description of resolution considered	idered		Appointment of N Independent Direc May 30, 2023	1r. Ishwar Subr. ctor of the Com	amanian (D pany for a p	Appointment of Mr. Ishwar Subramanian (DIN: 01473535) as Non-Executive Independent Director of the Company for a period of 5 years with effect from May 30, 2023	Non-Executive ith effect from
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = (2)/(1)]*100	(4)	(5)	(6) = ((4)/(2)]*100	(7)= $[(5)/(2)]*100$
	E-Voting		241137552	100	241137552	0	100	0
Dromotor and	Poll	0	0	0	0	0	0	0
Promoter Group	Postal Ballot (if applicable)	24113/332	0	0	0	0	0	0
	Total	241137552	241137552	100	241137552	0	100	0
	E-Voting		135776829	8750.78	135776829	0	100	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	139892/09	0	0	0	0	0	0
	Total	139892709	135776829	97.0578	135776829	0	100	0
Public- Non	E-Voting	52497964	19787440	37.6918	19777876	9564	99.9517	0.0483
Suoinnisui	Poll		3315	0.0063	3315	0	100	0

0	0.0483	0.0024		ion(1)
0	7156.66	9266.66	Yes	Disclosure of notes on resolution   Textual Information(1)
0			ass or Not.	resolution
0	19781191 9564	396695572 9564	Whether resolution is Pass or Not. Yes	ure of notes on
0	37.6981	91.5062	Whether	Disclos
0	52497964 19790755 37.6981	396705136		
	52497964	Total 433528225 396705136 91.5062		
Postal Ballot (if applicable)	Total	Total		

	Text Block
	4 shareholders holding 49,416 equity shares have abstained from voting through remote e-voting facility
Textual Information(1)	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

				Resolution(6)				
Resolution red	Resolution required: (Ordinary / Special)	y / Special)		Ordinary				
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	group are inter	ested in the	oN				
Description of	Description of resolution considered	sidered		Appointment of Mr. Antony Seb Independent Director of the Con May 30, 2023 till May 29, 2027	lr. Antony Seba tor of the Comp May 29, 2027	stian K (DI pany for a p	Appointment of Mr. Antony Sebastian K (DIN: 01628332) as Executive Non-Independent Director of the Company for a period of 4 years with effect from May 30, 2023 till May 29, 2027	xecutive Non- ith effect from
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=\\[(2)/(1)]*100$	(4)	(5)	(6) = ((4)/(2)]*100	(7)= $[(5)/(2)]*100$
	E-Voting		241137552	100	241137552	0	100	0
Duo moton ond	Poll		0	0	0	0	0	0
Promoter and Group	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0
	Total	241137552	241137552	100	241137552	0	100	0
	E-Voting		135776826	97.0578	135722467	54359	96.66	0.04
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	139892/09	0	0	0	0	0	0
	Total	139892709	135776826	97.0578	135722467	54359	96.66	0.04
Public- Non	E-Voting	52497964	19800230	37.7162	19789298	10932	99.9448	0.0552
Institutions	Poll		3315	0.0063	3315	0	100	0

				1
0	0.0552	0.0165		on(1)
0	99.9448	99.9835	Yes	Disclosure of notes on resolution   Textual Information(1)
0	10932	65291	ass or Not.	resolution
0	19792613   10932   99.9448	396652632 65291 99.9835	Whether resolution is Pass or Not. Yes	ure of notes on
0	37.7225	1605.16	Whether	Disclos
0	52497964   19803545   37.7225	396717923		
	52497964	Total 433528225 396717923 91.5091		
Postal Ballot (if applicable)	Total	Total		

	Text Block
	2 shareholders holding 36,626 equity shares have abstained from voting through remote e-voting facility
	3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility
	1 shareholder holding 3,21,000 equity shares have partially voted in favour for 3,15,703 equity shares and partially voted against for 5,297 equity shares
Textual Information(1)	
	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

				Resolution(7)	(7)			
Resolution req	Resolution required: (Ordinary / Special)	ry / Special)		Ordinary				
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	group are inter	rested in the	Yes				
Description of	Description of resolution considered	sidered		Approval for payment of emol Chairman Emeritus, for provid with effect from April 1, 2023	ment of emolur us, for providin April 1, 2023	nents to Mr. k g advisory ser	Approval for payment of emoluments to Mr. Kochouseph Chittilappilly, Chairman Emeritus, for providing advisory services for a period of five years with effect from April 1, 2023	appilly, of five years
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes — in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=\\[(2)/(1)]*100$	(4)	(5)	(6) = (4)/(2)]*100	(7)= $[(5)/(2)]*100$
	E-Voting		0	0	0	0	0	0
Promoter	Poll		0	0	0	0	0	0
and Promoter Group	Postal Ballot (if applicable)	24113/332	0	0	0	0	0	0
	Total	241137552	0	0	0	0	0	0
	E-Voting		135776829	97.0578	119751701	16025128	88.1975	11.8025
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	139892709	0	0	0	0	0	0
	Total	139892709	135776829	97.0578	119751701	16025128	88.1975	11.8025
Public- Non	E-Voting	52497964	19800230	37.7162	19792932	7298	99.9631	0.0369
Institutions	Poll		3315	0.0063	3315	0	100	0

0	0.0369	10.3049		ion(1)
0	1896'66	1569'68	Yes	Disclosure of notes on resolution   Textual Information(1)
0	7298	16032426	Pass or Not.	on resolution
0	19796247 7298	139547948   16032426   89.6951	Whether resolution is Pass or Not. Yes	sure of notes
0	37.7225	35.887	Whethe	Discle
0	52497964   19803545   37.7225	155580374		
	52497964	Total   433528225   155580374   35.887		
Postal Ballot (if applicable)	Total	Total		

	Text Block
	2 shareholders holding 36,626 equity shares have abstained from voting through remote e-voting facility
	7 shareholders belonging to Promoter / Promoter group holding 24,11,37,552 equity shares have abstained from voting through remote e-voting facility
	2 shareholders holding 9,00,819 equity shares have partially voted in favour for 94,032 equity shares and partially voted against for 8,06,787 equity shares
Textual Information(1)	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Special   Whether promoter/p					Resolution(8)	8)			
Postal Ballot   Postal Ballo	Resolution req	luired: (Ordina	ry / Special)		Special				
gory         Approval to grant options to employees of subsidiary company(it pmployee Stock Option Scheme, 2013 (ESOS 2013)           gory         Mode of voting         No. of votes sheld about voting         No. of votes sheld about shares         No. of votes against a	Whether prom agenda/resolut	oter/promoter { ion?	group are inter	ested in the	No				
gory voting ions         Mode of voting voting ions         No. of votes applied on shares beld voting shares beld voting as a shares beld as a share beld as	Description of	resolution con	sidered		Approval to grant Employee Stock (	t options to em Option Scheme	ployees of sul	bsidiary company( \$ 2013)	ies) under the
Fer and lear	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
et and let applicable)         E-Voting         241137552         100         241137552         100         100           ter and let applicable)         Postal Ballot applicable)         41137552         241137552         100         241137552         0         100           total         241137552         241137552         100         241137552         0         100           loss applicable)         401         135776826         97.0578         82486117         53290709         60.7512           loss applicable)         400         135776826         97.0578         82486117         53290709         60.7512           loss applicable)         13892709         135776826         97.0578         82486117         53290709         60.7512           loss applicable)         400         13776826         97.0578         82486117         53290709         60.7512           loss applicable)         54460         100         100         100         100			(1)	(2)	(3) = (2)/(1)]*100	(4)	(5)	(6) = (4)/(2)]*100	(7)= (5)/(2)]*100
et and lot (if applicable)         et al (if applicable)		E-Voting		241137552	100	241137552	0	100	0
Let and Light (if applicable)         Postal Ballot (if applicable)         241137552         0<	Description	Poll		0	0	0	0	0	0
Total         241137552         241137552         100         241137552         0         100           E-Voting         4	Promoter and Group	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0
E-Voting         E-Voting         135776826         97.0578         82486117         53290709         60.7512           Poll         139892709         0         0         0         0         0           (if applicable)         139892709         135776826         97.0578         82486117         53290709         60.7512           1         E-Voting         52497964         19787647         37.6922         19778662         8985         99.9546           Poll         Poll         3315         0.0063         3315         0         100		Total	241137552	241137552	100	241137552	0	100	0
Poll Postal Ballot (if applicable)         139892709 (if applicable)         One of applicable)         One of applicable         On		E-Voting		135776826	97.0578	82486117	53290709	60.7512	39.2488
Ostal Ballot (if applicable)         139892/09         0         0         0         0         0           Total         139892709         135776826         97.0578         82486117         53290709         60.7512           1         E-Voting         52497964         19787647         37.6922         19778662         8985         99.9546           Poll         3315         0.0063         3315         0         100		Poll		0	0	0	0	0	0
Total         139892709         135776826         97.0578         82486117         53290709         60.7512           1         E-Voting         52497964         19787647         37.6922         19778662         8985         99.9546           Poll         3315         0.0063         3315         0         100	Public- Institutions	Postal Ballot (if	139892709	0	0	0	0	0	0
1 E-Voting 52497964 19787647 37.6922 19778662 8985 99.9546 Poll 3315 0.0063 3315 0		application)  Total	139892709	135776826	97.0578	82486117	53290709	60.7512	39.2488
Poll 3315 0.0063 3315 0 100	Public- Non	E-Voting	52497964	19787647	37.6922	19778662	8985	99.9546	0.0454
	Institutions	Poll		3315	0.0063	3315	0	100	0

0
0
0
0
0
Postal Ballot (if applicable)

	Text Block
	2 shareholders holding 49,209 equity shares have abstained from voting through remote e-voting facility
	3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility
Textual Information(1)	
	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

tion of resolution considered  tion of resolution considered  tion of resolution considered  Mode of No. of No. of votes  voting shares held polled  Postal Ballot (if applicable)  E-Voting (if applicable)  Postal Ballot (if applicable)  Postal Ballot (if applicable)  Postal Ballot (if applicable)  Total (if applicable)	Special) Special	I			
tion of resolution considered  Mode of No. of No. of votes shares held polled polled  E-Voting	e interested in the				
ory Mode of No. of No. of votes shares held polled polled polled circ and Postal Ballot (if applicable)		Approval to create further number of options for grant under the existing Employee Stock Option Scheme, 2013 (ESOS 2013)	umber of options eme, 2013 (ESO)	for grant under the S 2013)	e existing
rand Postal Ballot (if applicable)  Ons (if applicable)  Postal Ballot Bostal Ballot (if applicable)  Dostal Ballot (if applicable)  Found (if applicable)  Total 139892709 (if applicable)  Total 139892709 (135776826 9)  Total 139892709 (15776826 9)	No. of votes polled	% of Votes polled on No. of votes outstanding – in favour shares	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Poll         241137552           ar and fiff         241137552           applicable)         241137552           Total         241137552           E-Voting         241137552           Poll         0           Postal Ballot (if applicable)         139892709           Total         139892709           Total         139892709           Total         139892709		(3)=	(5)	(6) = (4)/(2) * 100	(7)= (5)/(2)]*100
rand Postal Ballot (if applicable)  Total 241137552 0  Total 241137552 241137552  E-Voting 139892709  Postal Ballot (if applicable) 139892709 135776826  Total 139892709 135776826		241137552	2 0	100	0
Postal Ballot (if applicable)  Total 241137552 0  Total 241137552 241137552  E-Voting 139892709  Postal Ballot (if applicable) 139892709 135776826  Total 139892709 135776826	0	0	0	0	0
Total         241137552         241137552           E-Voting         135776826           Poll         0           Postal Ballot (if applicable)         0           Total         139892709           Total         139892709	0	0	0	0	0
E-Voting  Poll  Ons (if applicable)  Total 139892709 135776826	7552 241137552	241137552	2 0	100	0
ons (if applicable)  Total Poll  139892709  0  0  139892709  139892709  135776826	135776826 97.0578	82486117	53290709	60.7512	39.2488
ons (if applicable)  Total 139892709  139892709  139892709  135776826	0	0	0	0	0
139892709 135776826	0	0	0	0	0
	9892709 135776826 97.0578	82486117	53290709	60.7512	39.2488
1 E-Voting 52497964 19787457		9 19777319	10138	99.9488	0.0512
Institutions Poll 3315 0.006	3315 0.0063	3315	0	100	0

0	0.0512	13.4359		ion(1)
0	99.9488	86.5641	Yes	Disclosure of notes on resolution   Textual Information(1)
0	10138	53300847	Pass or Not.	on resolution
0	19780634	343404303 53300847 86.5641	Whether resolution is Pass or Not. Yes	sure of notes
0	37.6982		Whethe	Disclo
0	52497964   19790772   37.6982	396705150		
	52497964	Total 433528225 396705150 91.5062		
Postal Ballot (if applicable)	Total	Total		

	Text Block
	3 shareholders holding 49,399 equity shares have abstained from voting through remote e-voting facility
	3 shareholders holding 4,91,868 equity shares have partially voted in favour for 4,42,803 equity shares and partially voted against for 49,062 equity shares and further, partially abstained for 3 equity shares from voting through remote e-voting facility
Textual Information(1)	Invalid Votes
	Public-Non Institutions - 73

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

