

August 24, 2023

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, 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 27th 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

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

Encl: As above

Proceedings of 27th 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 27th 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 27th 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 e-voting 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 Chairman 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

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

August 26, 2023

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, 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 27th 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 27th 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

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

Encl: As above



**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.



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 Companies (Management and Administration) Rules, 2014 (as amended). 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.



- 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 24th 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:



MDS & Associates LLP

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 31st 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.



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
Total Voting	1	73

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



MDS & Associates LLP

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 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
- *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. 3 may be considered as passed with requisite majority.



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

- 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.



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
Total Voting	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

- 4 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.



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
Total Voting	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.



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
Total Voting	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.



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
Total Voting	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.



MDS & Associates LLP

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
Total Voting	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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**For MDS & Associates LLP
Company Secretaries**

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SELVARAJ

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DORAISWAMI SELVARAJ
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	
ISIN	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

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	9
Disclosure of notes on voting results	

Resolution(1)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			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.						
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	
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		241137552	100	241137552	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0	
	Total	241137552	241137552	100	241137552	0	100	0	
Public-Institutions	E-Voting		135776829	97.0578	135776829	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	139892709	0	0	0	0	0	0	
	Total	139892709	135776829	97.0578	135776829	0	100	0	
	E-Voting	52497964	19787630	37.6922	19783107	4523	99.9771	0.0229	

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

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

Resolution(2)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			Declaration of dividend of Rs. 1.30 per equity share for the financial year 2022-23						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	241137552	241137552	100	241137552	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	241137552	241137552	100	241137552	0	100	0	
Public- Institutions	E-Voting	139892709	135813438	97.084	135813438	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	139892709	135813438	97.084	135813438	0	100	0	
Public- Non Institutions	E-Voting	52497964	19800247	37.7162	19799801	446	99.9977	0.0023	
	Poll		3315	0.0063	3315	0	100	0	

	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	52497964	19803562	37.7225	19803116	446	99.9977
Total		433528225	396754552	91.5176	396754106	446	99.9999
		Whether resolution is Pass or Not.					
		Yes					
		Textual Information(1)					
		0					
		0.0023					
		0.0001					

Text Block	
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(3)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			Re-appointment of Mr. Ramachandran V (DIN: 06576300) as a Director on retirement by rotation						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	241137552	241137552	100	241137552	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	241137552	241137552	100	241137552	0	100	0	
Public- Institutions	E-Voting	139892709	135776826	97.0578	135715469	61357	99.9548	0.0452	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	139892709	135776826	97.0578	135715469	61357	99.9548	0.0452	
Public- Non Institutions	E-Voting	52497964	19787647	37.6922	19780620	7027	99.9645	0.0355	
	Poll		3315	0.0063	3315	0	100	0	

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

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

Resolution(4)														
Resolution required: (Ordinary / Special)			Ordinary											
Whether promoter/promoter group are interested in the agenda/resolution?			No											
Description of resolution considered			Ratification of remuneration payable to M/s. BBS & Associates (FRN: 00273), Cost Auditors for the financial year ending March 31, 2024											
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						
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100						
									241137552	100	241137552	0	100	0
									0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0						
Public- Institutions	E-Voting	241137552	241137552	100	241137552	0	100	0						
									135776829	97.0578	135776829	0	100	0
									0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0						
Public- Non Institutions	E-Voting	139892709	135776829	97.0578	135776829	0	100	0						
									19787630	37.6922	19780681	6949	99.9649	0.0351
									3315	0.0063	3315	0	100	0

Text Block	
Textual Information(1)	3 shareholders holding 49,226 equity shares have abstained from voting through remote e-voting facility 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 required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					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				
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	
Promoter and Promoter Group		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		241137552	100	241137552	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0	
	Total	241137552	241137552	100	241137552	0	100	0	
Public- Institutions	E-Voting		135776829	97.0578	135776829	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	139892709	0	0	0	0	0	0	
	Total	139892709	135776829	97.0578	135776829	0	100	0	
	E-Voting	52497964	19787440	37.6918	19777876	9564	99.9517	0.0483	
	Poll		3315	0.0063	3315	0	100	0	

	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	52497964	19790755	37.6981	19781191	9564	99.9517
Total		433528225	396705136	91.5062	396695572	9564	99.9976
		Whether resolution is Pass or Not.					
		Yes					
		Textual Information(1)					

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

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

Resolution(6)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			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						
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	
Promoter and Promoter Group		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		241137552	100	241137552	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0	
	Total	241137552	241137552	100	241137552	0	100	0	
Public- Institutions	E-Voting		135776826	97.0578	135722467	54359	99.96	0.04	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	139892709	0	0	0	0	0	0	
	Total	139892709	135776826	97.0578	135722467	54359	99.96	0.04	
	E-Voting	52497964	19800230	37.7162	19789298	10932	99.9448	0.0552	
	Poll		3315	0.0063	3315	0	100	0	

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

Text Block	
Textual Information(1)	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
	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)									
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			Yes						
Description of resolution considered			Approval for payment of emoluments to Mr. Kochoseph Chittilappilly, Chairman Emeritus, for providing advisory services for a period of five years with effect from April 1, 2023						
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	
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	241137552	0	0	0	0	0	0	
	Total	241137552	0	0	0	0	0	0	
Public- Institutions	E-Voting		135776829	97.0578	119751701	16025128	88.1975	11.8025	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)	139892709	0	0	0	0	0	0	
	Total	139892709	135776829	97.0578	119751701	16025128	88.1975	11.8025	
Public- Non Institutions	E-Voting	52497964	19800230	37.7162	19792932	7298	99.9631	0.0369	
	Poll		3315	0.0063	3315	0	100	0	

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

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

Resolution(8)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Approval to grant options to employees of subsidiary company(ies) under the Employee Stock Option Scheme, 2013 (ESOS 2013)					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	241137552	241137552	100	241137552	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	241137552	241137552	100	241137552	0	100	0
Public- Institutions	E-Voting	139892709	135776826	97.0578	82486117	53290709	60.7512	39.2488
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	139892709	135776826	97.0578	82486117	53290709	60.7512	39.2488
Public- Non Institutions	E-Voting	52497964	19787647	37.6922	19778662	8985	99.9546	0.0454
	Poll		3315	0.0063	3315	0	100	0

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

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

Resolution(9)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Approval to create further number of options for grant under the existing Employee Stock Option Scheme, 2013 (ESOS 2013)					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	241137552	241137552	100	241137552	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	241137552	241137552	100	241137552	0	100	0	
Public- Institutions	E-Voting	139892709	135776826	97.0578	82486117	53290709	60.7512	39.2488	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	139892709	135776826	97.0578	82486117	53290709	60.7512	39.2488	
Public- Non Institutions	E-Voting	52497964	19787457	37.6919	19777319	10138	99.9488	0.0512	
	Poll		3315	0.0063	3315	0	100	0	

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

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

VIKAS
KUMAR
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