

August 13, 2020

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 Madam / Sir,

Sub: Proceedings of 24th Annual General Meeting (“AGM”) as per Regulation 30, Part A of Schedule – III – reg.

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 24th Annual General Meeting (AGM) of the Company, held on Wednesday, August 12, 2020, at 3.30 p.m., through Video Conferencing / Other Audio Visual Means (OAVM).

You are requested to take the aforesaid document on record.

Thanking you,

For V-Guard Industries Limited


Jayasree K
Company Secretary

Encl: as stated



V-GUARD INDUSTRIES LTD.

Regd. office 42/962,
Vennala High School Road,
Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010

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E mail@vguard.in
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Proceedings of the 24th Annual General Meeting (AGM) of V-Guard Industries Ltd., held on Wednesday, August 12, 2020, at 3.30 p.m. through Video Conferencing / Other Audio Visual Means.

Present:

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

- | | |
|----------------------------------|---|
| a) Mr. Kochouseph Chittilappilly | - Chairman Emeritus and member |
| b) Mr. Cherian N Punnoose | - Independent Director and Chairman of the Board & Chairman of Audit Committee and Stakeholders' Relationship Committee |
| c) Mr. Mithun K Chittilappilly | - Managing Director and member |
| d) Mr. Ramachandran V | - Whole-time Director and member |
| e) Mr. B Jayaraj | - Director and member |
| f) Mr. C J George | - Independent Director and Chairman of the Nomination and Remuneration Committee |
| g) Mr. Ullas K Kamath | - Independent Director |
| h) Ms. Radha Unni | - Independent Director |
| i) Mr. Sudarshan Kasturi | - Chief Financial Officer |

In Attendance:

Ms. Jayasree K - Company Secretary

Mr. Sandeep Karnani, Partner, M/s. S R Batliboi & Associates, Statutory Auditors, Mr. Keyul M Dedhia, M/s Keyul M Dedhia and Associates, Secretarial Auditors, and Mr. M D Selvaraj, Scrutinizer for the 24th AGM was also present through VC / OAVM.

Attendance: 81 members holding in aggregate 22,36,47,076 equity shares constituting 52.19% of the paid up equity share capital of the Company were present through VC / OAVM.

The Company Secretary briefed the members that the 24th AGM was convened as per the directives and circulars issued by the Central and State Govts. and other regulatory authorities. The Company had availed the facility provided by the National Securities Depository Limited for convening the AGM through VC / OAVM and for remote e-voting as well as e-voting at the time of AGM.

She said that all the members whose names appeared in the Register of Members or Register of Beneficial Owners as on the cut-off date i.e., August 5, 2020 were entitled for voting rights. Remote e-voting facility began on Sunday, August 9, 2020 at 9.00 a.m. and ended on Tuesday, August 11, 2020 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.

She informed that the Statutory Registers including Register of Directors, Key Managerial Personnel and their shareholding and other documents related to the Ordinary and Special Business were made available for inspection. The Statutory Auditors of the Company had issued certificate on compliance of provisions relating to Employee Stock Option Scheme. She



briefed that the Board's remark to the observations of the Secretarial Auditors was included in the Directors' Report.

She then mentioned that some of the shareholders had registered as speaker shareholders to raise questions during the AGM and non-speaker shareholders were given the facility to raise questions through the chat box provided. All the shareholders were in mute mode and speaker shareholders would be unmuted when their turn for raising questions come up.

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

He highlighted the key changes that had taken place on the Board of the Company after the close of the financial year 2019-20. He said that Mr. Kochouseph Chittilappilly, founder of V-Guard group and Chairman of the Company stepped down as Chairman for personal reasons by end of the last financial year and in the best interest of the Company, the Board requested and he consented to be Chairman Emeritus. This decision was given effect from April 1, 2020. Mr. B. Jayaraj joined the Board as Additional Director effective from April 1, 2020.

On behalf of all the shareholders and the Board of the Company and on his behalf, the Chairman extended gratitude to Mr. Kochouseph Chittilappilly, the founder of the Company, for building a robust brand in the consumer electrical space. He then said that the Company is built with great values and the Board and the Management is committed to take it forward by meeting the aspirations of all stakeholders.

He welcomed all the Shareholders, Chairman Emeritus, Directors and all other attendees. He called the names of the Directors individually and the Directors introduced themselves and said that Ms. Joshna Johnson Thomas, Director, could not attend the AGM due to pre-occupation. He then informed that Chairman of all the sub-committees of the Board were present for the AGM.

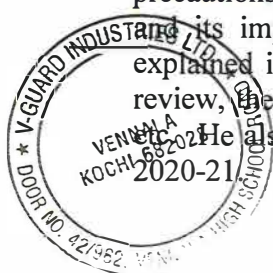
Thereafter, he extended a warm welcome to the Statutory Auditors, Secretarial Auditors and Scrutinizer appointed for scrutinizing remote e-voting as well as voting during the AGM.

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 Mr. Kochouseph Chittilappilly, Chairman Emeritus to address the shareholders. The Chairman Emeritus briefed how he had built the organization and thanked all the Directors, shareholders and others associated with him who had supported and guided him during his journey.

Thereafter, the Chairman invited the Managing Director to brief the performance highlights of the financial year 2019-20.

The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2019-20. He explained in detail, the - precautions the Company has taken in all its work-places to combat the COVID-19 pandemic and its impact on the business and actions taken to continue the business operations. He explained in detail various business initiatives which were commenced during the year under review, the growth of e-commerce channel, new products launched, CSR activities carried out etc. He also briefed the performance of the Company for the first quarter of the financial year 2020-21.



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. Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, the reports of the Board of Directors, Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Auditors Report.
2. Confirmation of payment of Interim Dividend of Rs. 0.90 (90 paise) per equity share for the Financial Year 2019-20.
3. Re-appointment of Mr. Mithun K Chittilappilly (DIN: 00027610), Director, who retires by rotation and offers himself for re-appointment.

Special Business

4. Re-appointment of Mr. Ramachandran V (DIN: 06576300) as Whole-time Director of the Company for a period of four years.
5. Appointment of Mr. B Jayaraj (DIN: 00027479) as Non-Executive Non-Independent Director of the Company
6. Ratification of Remuneration payable to M/s. BBS & Associates, Cost Auditors for the Financial year 2020-21.
7. Payment of remuneration by way of commission to Mr. Kochouseph Chittilappilly, Past Chairman and Non-Executive Director for the Financial Year 2019-20, above fifty percent of the total annual remuneration by way of commission payable to all the Non-Executive Directors of the Company.
8. Create further number of options for grant under the existing Employee Stock Option Scheme of the Company.
9. Increase overall managerial remuneration payable from 11% to 15% of the net profits of the Company.
10. Increase managerial remuneration payable to Mr. Ramachandran V, Whole-time Director in excess of 5% of the net profits of the Company.

The Chairman asked the Company Secretary to invite the speaker shareholders to speak few words, express their views and ask questions if any. Thereafter, the Company Secretary called the names of the speaker shareholders one by one and all them expressed their views and raised questions. The Company Secretary also shared the questions received through the chat box and all the questions were responded appropriately.

Thereafter, Mr. Ramachandran V, Director and Chief Operating Officer, proposed a formal vote of thanks to the Chairman, Directors, Shareholders and Others who attended the AGM.

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 meeting was concluded at 4.50 p.m.

This is for your information and records.

For V-Guard Industries Ltd.



Jayasree K
Company Secretary



August 13, 2020

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 Madam / Sir,

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 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 9, 2020 to August 11, 2020 and e-voting conducted at the 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 July 20, 2020, of the 24th 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



Jayasree K
Company Secretary

Encl: as stated





MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755. Fax : 0422-2314792. E-mail : mds@mdsassociates.in. Web : www.mdsservices.in

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

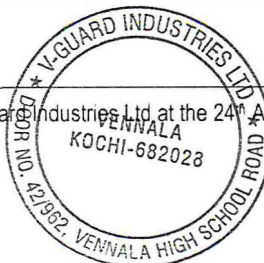
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To
The Chairman
24th Annual General Meeting of the Equity Shareholders of
M/s. V-GUARD INDUSTRIES LIMITED
(L31200KL1996PLC010010)
Held on Wednesday, 12th August, 2020, at 03:30 PM
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Passing of resolution(s) through remote e-voting process and through e-voting conducted at the 24th Annual General Meeting of M/s. V-Guard Industries Limited held on 12th August, 2020

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. V-GUARD INDUSTRIES LIMITED** ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 24th 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 on the resolution(s) as set out in the Notice convening the 24th Annual General Meeting of the Company held on Wednesday, 12th August, 2020, at 03:30 PM (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 Circular No. 20 dated 5th May 2020 read with Circular No. 14 dated 8th April 2020 and Circular No. 17 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").



Responsibility of the Management

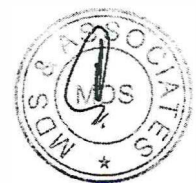
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 24th Annual General Meeting dated 20th July, 2020.

Responsibility as a Scrutinizer

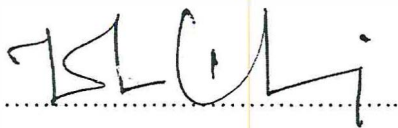
My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 24th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 10 in the Notice convening the 24th Annual General Meeting of the Company dated 20th July, 2020, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

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

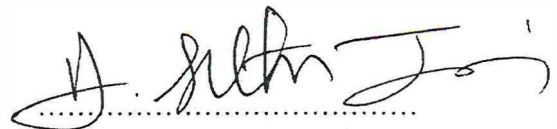
- a. The Notice dated 20th July, 2020 convening the 24th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 24th Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. Link Intime India Private Limited (LIPL) through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars. The Company has also placed the notice of the 24th Annual General Meeting on its website.
- b. The Company had allotted 2,08,154 equity shares of Re.1/- each under Employee Stock Option Scheme 2013 ("ESOS 2013"), on 27/07/2020, ranking pari passu in all respects with its existing equity shares. However, the corporate action for the said allotment of equity shares was under process and such shares were not credited to the demat account of the respective beneficiaries as on the cut-off date i.e. 5th August 2020. Thus, the voting rights in respect of 2,08,154 equity shares were not available to exercise as on the cut-off date.



- c. The Company has availed the e-voting services offered by the National Securities Depositories Limited (NSDL) 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 Sunday, the 9th day of August, 2020 at 9:00 AM and ended on Tuesday, the 11th day of August 2020 at 5:00 PM. 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. 5th August 2020 were entitled to vote on the resolutions set out in the Notice of the 24th Annual General Meeting. The e-voting module of National Securities Depositories Limited (NSDL) was disabled on Tuesday, 11th August 2020 at 5:00 PM.
- e. Upon the commencement of the 24th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 24th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 24th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 04:50 PM.
- f. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 12th day of August 2020 at 05:32 PM in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr.A.Selten Jayaraj (the undersigned as Witness No.2), 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).

Witness No.1

Name: Mr. John Manoj A

Witness No.2

Name: Mr. A. Selten Jayaraj



- 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 the National Securities Depositories Limited (NSDL).
- 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 National Securities Depositories Limited (NSDL), 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.10 in the Notice convening the 24th Annual General Meeting as under:


M.D. SELVARAJ

MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,

COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028

UDIN : F000960B000575754



Ordinary BusinessResolution No: 1**Ordinary resolution**

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 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	365	38,63,50,343	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	367	38,63,63,033	100.00

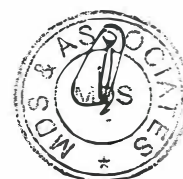
VOTES CAST AGAINST THE RESOLUTION

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	2	199	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	199	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	0	0
Total Voting	0	0

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

Confirmation of the payment of interim dividend of Rs.0.90 (90 paise) per equity share already paid for the financial year 2019-20.

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	362	38,63,49,785	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	364	38,63,62,475	100.00

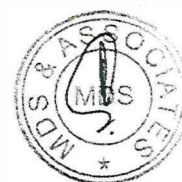
VOTES CAST AGAINST THE RESOLUTION

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	5	757	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	5	757	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	0	0
Total Voting	0	0

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



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Mr. Mithun Kochouseph Chittilappilly (DIN: 00027610) as a Director, who retire 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	336	37,41,97,432	99.65
E-Voting at AGM	2	12,690	100.00
Total Voting	338	37,42,10,122	99.65

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	20	13,21,381	0.35
E-Voting at AGM	0	0	0.00
Total Voting	20	13,21,381	0.35

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	0	0
Total Voting	0	0

- 11 shareholders holding 1,08,31,729 equity shares has abstained from voting through remote e-voting facility

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



Special BusinessResolution No: 4**Ordinary resolution**

Approval for the re-appointment of Mr. Ramachandran V (DIN: 06576300) as Whole-time Director for a period of 4 years, with effect from June 01, 2020 to May 31, 2024, liable to retire by rotation and payment of remuneration to him.

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	335	37,44,43,605	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	337	37,44,56,295	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	2,946	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	16	2,946	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	0	0
Total Voting	0	0

- 16 shareholders holding 1,19,03,991 equity shares, including the appointee Whole-time Director and his relatives, has 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 BusinessResolution No: 5**Ordinary resolution**

Regularization of the appointment of Mr. B. Jayaraj (DIN: 00027479), who was appointed as an Additional Director w.e.f April 01, 2020, as Non-Executive Non-Independent Director, liable to retire 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	353	38,03,96,362	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	355	38,04,09,052	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	11	2,026	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	11	2,026	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	0	0
Total Voting	0	0

- 3 shareholders holding 59,52,154 equity shares, including the appointee Director, has abstained from voting through remote e-voting facility

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



Special Business**Resolution No: 6****Ordinary resolution**

Ratification of the remuneration payable to M/s. BBS & Associates (FRN: 00273), Cost Auditors, for the financial year ending March 31, 2021.

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	357	38,63,49,448	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	359	38,63,62,138	100.00

VOTES CAST AGAINST THE RESOLUTION

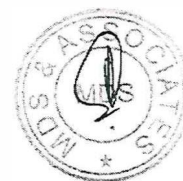
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	9	1,079	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	9	1,079	Negligible

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	0	0
Total Voting	0	0

- 1 shareholder holding 15 equity shares has abstained from voting through remote e-voting facility

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



Special Business**Resolution No: 7****Special resolution**

Approval for payment of commission to Mr. Kochouseph Chittilappilly, (DIN: 00020512), Past Non-Executive Chairman, for the FY 2019-20, in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors.

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	323	11,17,53,830	99.88
E-Voting at AGM	2	12,690	100.00
Total Voting	325	11,17,66,520	99.88

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	36	1,35,356	0.12
E-Voting at AGM	0	0	0.00
Total Voting	36	1,35,356	0.12

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	0	0
Total Voting	0	0

- 2 shareholders holding 58,02,154 equity shares and 6 shareholders belonging to the Promoter / Promoter group holding 26,86,59,202 equity shares, has abstained from voting through remote e-voting facility

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



Special BusinessResolution No: 8

Special resolution

Approval to create additional options, exercisable into not more than 15,00,000 equity shares of the Company 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	290	36,02,42,677	95.22
E-Voting at AGM	2	12,690	100.00
Total Voting	292	36,02,55,367	95.22

VOTES CAST AGAINST THE RESOLUTION

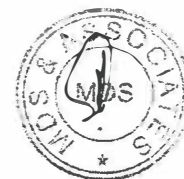
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	68	1,80,66,636	4.78
E-Voting at AGM	0	0	0.00
Total Voting	68	1,80,66,636	4.78

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	0	0
Total Voting	0	0

- 9 shareholders holding 80,41,229 equity shares, has abstained 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.



Special Business**Resolution No: 9****Ordinary resolution**

Approval to increase the overall limit of managerial remuneration payable for the financial year 2020-21 from 11% to 15% of the net profits of the Company.

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	314	37,90,91,351	99.90
E-Voting at AGM	2	12,690	100.00
Total Voting	316	37,91,04,041	99.90

VOTES CAST AGAINST THE RESOLUTION

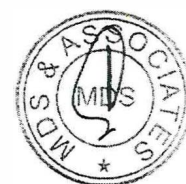
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	47	3,84,975	0.10
E-Voting at AGM	0	0	0.00
Total Voting	47	3,84,975	0.10

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	0	0
Total Voting	0	0

- 6 shareholders holding 68,74,216 equity shares, including the interested Whole-time Director and his relatives, has abstained from voting through remote e-voting facility

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



Special Business**Resolution No: 10****Special resolution**

Approval for payment of remuneration to Mr. V. Ramachandran (DIN: 06576300), Whole-time Director, for the FY 2020-21 in excess of 5% of the net profits of the company.

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	313	37,90,92,461	99.90
E-Voting at AGM	2	12,690	100.00
Total Voting	315	37,91,05,151	99.90

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	48	3,83,865	0.10
E-Voting at AGM	0	0	0.00
Total Voting	48	3,83,865	0.10

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	0	0
Total Voting	0	0

- 6 shareholders holding 68,74,216 equity shares, including the interested Whole-time Director and his relatives, has abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 10 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos. 1 to 10 have been duly passed with requisite majority

For V-GUARD INDUSTRIES LTD

M. H. ...
Managing Director

Place : Coimbatore

Date : 13th August, 2020

Yours faithfully

M. D. ...

MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411

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