



**MDS & Associates**  
Company Secretaries in Practice

**M.D. Selvaraj** M Com MBA FCS

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**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL**  
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule**  
**21 of the Companies (Management and Administration) Rules, 2014 - as amended)**

To  
The Chairman  
22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. V-GUARD INDUSTRIES LIMITED**  
(L31200KL1996PLC010010)  
Held on Tuesday, 31<sup>st</sup> July 2018, at 4:30 p.m. at  
Hotel "The Renai Cochin",  
Palarivattom P.O.,  
Ernakulam - 682 025.

Dear Sir,

**Sub: Passing of Resolution through Remote E-voting Process and through Poll**  
**conducted at the 22<sup>nd</sup> Annual General Meeting of M/s. V-GUARD**  
**INDUSTRIES LIMITED held on 31<sup>st</sup> day of July 2018.**

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 remote e-voting process held between Saturday, the 28<sup>th</sup> day of July, 2018 at 9:00 AM to Monday, the 30<sup>th</sup> day of July 2018 till 5:00 PM and for the poll taken at the 22<sup>nd</sup> Annual General Meeting of the Company held on Tuesday the 31<sup>st</sup> day of July, 2018 at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam - 682 025 on the Resolution(s) set out under Item No.1 to Item No.6 in the Notice convening the said 22<sup>nd</sup> Annual General Meeting dated 3<sup>rd</sup> July, 2018.



**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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 22<sup>nd</sup> Annual General Meeting dated 3<sup>rd</sup> July, 2018.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 22<sup>nd</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.6 in the Notice convening the 22<sup>nd</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Link Intime India Private Limited (LIPL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 22<sup>nd</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 1<sup>st</sup> August, 2018 on the remote e-voting process and also a separate Scrutinizer's Report dated 1<sup>st</sup> August, 2018 in the prescribed Form No.MGT-13 on the Poll taken at the 22<sup>nd</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	100	34,89,93,169	100.00
Poll	93	3,78,449	100.00
Total Voting	193	34,93,71,618	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
Total Voting	5	1,103

**Note:** 11 Shareholders holding 63,70,842 shares abstained from E-voting  
2 Shareholders holding 3115 shares abstained from Voting for 2810 shares on poll





Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of dividend for the year ended 31<sup>st</sup> March 2018.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	105	35,53,63,771	100.00
Poll	94	3,81,249	100.00
Total Voting	199	35,57,45,020	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	101	0.00
Poll	0	0	0.00
Total Voting	2	101	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
Total Voting	5	1,103

**Note:** 3 Shareholders holding 129 shares abstained from E-voting

1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll



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 and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	106	35,53,63,871	100.00
Poll	94	3,81,249	100.00
Total Voting	200	35,57,45,120	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	1	0.00
Poll	0	0	0.00
Total Voting	1	1	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
Total Voting	5	1,103

Note: 2 Shareholders holding 117 shares abstained from E-voting  
1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll



Special Business

Resolution No: 4

Ordinary resolution

Re-appointment of Mr.Mithun Chittilappilly (DIN 00027610) as Managing Director of the Company and approval of his remuneration for a period of 3 years with effect from 1<sup>st</sup> April 2018.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	105	35,53,46,284	100.00
Poll	94	3,81,249	100.00
Total Voting	199	35,57,27,533	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	17,588	0.00
Poll	0	0	0.00
Total Voting	2	17,588	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
Total Voting	5	1,103

Note: 2 Shareholders holding 117 shares abstained from E-voting  
1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll





**Special Business**

**Resolution No: 5**

**Ordinary resolution**

Ratification of the remuneration payable to M/s. RA & Co., (Firm Registration No. 000242) Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	105	35,53,63,771	100.00
Poll	93	3,78,449	100.00
<b>Total Voting</b>	<b>198</b>	<b>35,57,42,220</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	101	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>101</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

Note: 2 Shareholders holding 117 shares abstained from E-voting  
2 Shareholders holding 3115 shares abstained from Voting for 2810 shares on poll



Special Business

Resolution No: 6

Special resolution

Approval for continuation of Mr. A K Nair (DIN 00009148) as Non-Executive Independent Director of the Company till the expiry of present term of office.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	104	35,38,54,738	100.00
Poll	94	3,81,249	100.00
<b>Total Voting</b>	<b>198</b>	<b>35,42,35,987</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	101	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>101</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

Note: 2 Shareholders holding 117 shares abstained from E-voting

1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll

Place : Coimbatore

Yours faithfully

Date : 1<sup>st</sup> August, 2018

Based on the Scrutinizer's Report

Resolution nos 1- 6 have been duly passed  
**For V-GUARD INDUSTRIES LTD.**

**CHAIRMAN**

**MDS & ASSOCIATES**  
Prop : M.D.SELVARAJ M.Com, MBA,FCS,  
COMPANY SECRETARY IN PRACTICE  
FCS - 960, CP - 411  
"SURYA" 35, MAYFLOWER AVENUE  
"OWRIPALAYAM ROAD, COIMBATORE - 641 02"