

# V-GUARD INDUSTRIES LTD.

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Ref: VGL/SEC/BSE/253

1<sup>st</sup> August, 2011

The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J.Towers,  
Dalal Street, Mumbai-400001

Sub: Proceedings of the 15<sup>th</sup> Annual General Meeting of V-Guard Industries Limited held  
on Monday the 25<sup>th</sup> day of July, 2010 at Hotel International, Veekshanam Road,  
Kochi-682035 at 4.00 P.M

Ref: Scrip Code: 532953

Dear Sir,

With respect to the captioned subject, this is to inform you that the members of the company at their 15<sup>th</sup> Annual General Meeting held on Monday, the 25<sup>th</sup> July 2011 at Hotel International, Veekashnam Road, Kochi-682035 at 4.00 p.m. have accorded their approval to the following ordinary and Special Business, which were mentioned in the notice of the Annual General Meeting dated 17<sup>th</sup> May 2011

## Ordinary Business

### Item No.: 1

**To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2011 and Profit and Loss Account of the Company for the year ended on that date together with the Directors Report and the Auditors Report thereon.**

The following resolution was proposed as an Ordinary Resolution by Mr. Prakash and was seconded by Mr. Varun

RESOLVED THAT the Profit & Loss Account of the company for the year ended 31.03.2011, Cash Flow Statement for the said year ended and the Balance Sheet as on that date, together with the schedules there on, the report of Directors and Auditors as laid before the members at this meeting be and are hereby approved and adopted.

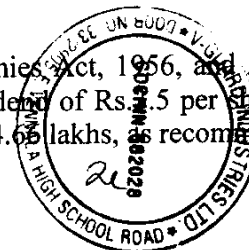
The aforesaid resolution on being put to vote was adopted unanimously by way of Show of hands.

### Item No.: 2

**To declare a Final Dividend of 35% i.e. Rs 3.50 per share for the year 2010-11 on Equity Capital**

The following resolution was proposed as an Ordinary Resolution by Mr. Antony and was seconded by Mr. Vijay S

RESOLVED THAT in terms of Section 205A of the Companies Act, 1956, and Article 175 of the Articles of Association of the Company, final dividend of Rs. 3.50 per share on the equity share capital of the Company amounting to Rs. 1044.00 lakhs, is recommended





by the Board of Directors of the Company be and is hereby approved and declared for payment and that the dividend tax applicable thereon amounting to Rs. 169.47 lakhs be paid by the Company.

RESOLVED FURTHER THAT the dividend be paid to all members of the Company whose name appears on the Register of Members of the Company as on 14<sup>th</sup> July, 2011.

The aforesaid resolution on being put to vote was adopted unanimously by way of Show of hands.

### **Item No.3**

#### **Re-appointment of Mr. A.K Nair, who retires by rotation, as Director of the Company**

The following resolution was proposed as an Ordinary Resolution by Mr. Thomas and was seconded by Mr. Nandakumar

RESOLVED THAT Mr. A.K Nair, Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination, by retirement of Directors by rotation.

The aforesaid resolution on being put to vote was adopted unanimously by way of Show of hands.

### **Item No.4**

#### **Re-appointment of Statutory Auditors**

The following resolution was proposed as an Ordinary Resolution by Mr. Varun and was seconded by Mr. Krishna Kumar

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956, M/s. Deloitte, Haskins & Sells, Chartered Accountants, with firm Registration No. 008072S, the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration, to be fixed by the Board of Directors

The aforesaid resolution on being put to vote was adopted unanimously by way of Show of hands.





## **Special Business**

### **Item No. 5**

#### **Increase in Authorized Share Capital and Alteration of the Memorandum of Association of the Company.**

The following resolution was proposed as an Ordinary Resolution by Mr. Prakash and was seconded by Mr. Joy

#### **RESOLVED THAT**

- (i) Pursuant to the provisions of Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of Article 4 of the Articles of Association of the Company, the Authorized Share Capital of the Company be increased from ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each by further creation of 50,00,000 (Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only), ranking pari passu with the existing Equity Shares in all respects.
- (ii) Pursuant to the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Share Capital Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following.  

V The Authorized Share Capital of the Company is ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each.

The aforesaid resolution on being put to vote was adopted unanimously by way of Show of hands.


There being no other item of business for consideration, the meeting concluded with a vote of thanks at 5.00 PM.

This is for the kind information of the Stock Exchange, Members and public at large and you are requested to take the above mentioned information on record.

Thanking You,

Yours sincerely

**For V-Guard Industries Limited**

  
**Jayasree.K**  
**Company Secretary**