

# V-Guard Industries Limited

CIN: L31200KL1996PLC010010

Registered Office: 42/962, Vennala High School Road,  
Vennala, Ernakulam - 682028; E-mail: [secretarial@vguard.in](mailto:secretarial@vguard.in);  
Web: [www.vguard.in](http://www.vguard.in); Phone: 0484 - 4335000

## NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of V-Guard Industries Limited will be held on Wednesday, August 12, 2020, at 3.30 p.m., through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 42/962, Vennala High School Road, Vennala, Ernakulam - 682028.

### Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 0.90 (90 paise) per equity share already paid for the Financial Year 2019-20.
3. To appoint a Director in place of Mr. Mithun K Chittilappilly (DIN: 00027610), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business

4. To re-appoint Mr. Ramachandran V (DIN: 06576300) as Whole-time Director for a period of four years

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable

provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and pursuant to, the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, vide resolutions dated May 22, 2020, respectively, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ramachandran V (DIN: 06576300), as Whole-time Director of the Company, liable to retire by rotation, designated as Director and Chief Operating Officer, or such other designation, as the Board of Directors of the Company may decide from time to time, for a period of four years with effect from June 01, 2020 to May 31, 2024, upon and subject to the terms and conditions including the remuneration payable during the period of re-appointment, as agreed and contained in the agreement entered into with him and as set out in the Statement setting out material facts to the special business pursuant to Section 102 of the Act and forming part of this notice, with liberty to the Board of Directors including any Committee thereof, to alter and vary the terms and conditions of the said re-appointment and/or remuneration payable and/or the agreement, as may be agreed to between the Board and Mr. Ramachandran V, subject to such approvals of applicable authorities, as may be required under the applicable laws to such alterations or variations.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in any Financial Year, during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of requisite approvals, if any, and subject to Schedule V, pay to the Whole-time Director, the remuneration, set out in the Statement setting out material facts attached to this Notice, as the minimum remuneration by



way of salary, perquisites, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II, Section III and Section IV of Part II of Schedule V to the Act, or any statutory act(s), rule(s), regulation(s), notification(s), modification(s) and enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized severally to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

5. To consider appointment of Mr. B Jayaraj (DIN: 00027479) as Non-Executive Non-Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. B Jayaraj (DIN: 00027479) who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2020, in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Mr. B Jayaraj, as a candidate for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company and whose office shall be liable to retire by rotation.

6. To ratify the remuneration payable to Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), M/s. BBS & Associates, Cost Accountants, Kochi (Firm Registration No.: 00273),

appointed by the Board of Directors as Cost Auditors, based on the recommendation made by Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021, be paid remuneration of Rs. 3,50,000/- (Rupees Three Lakhs and Fifty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized severally to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Regulation 17(6)(ca) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company, be and is hereby accorded for payment of remuneration by way of commission to Mr. Kochouseph Chittilappilly (DIN: 00020512), who was the Chairman and Non-Executive Director till March 31, 2020, for the Financial Year 2019-20, in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said Financial Year.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.

8. To create further number of options for grant under the existing Employee Stock Option Scheme of the Company



To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT in partial modification of the special resolutions passed by the shareholders of the Company, on May 14, 2013, through Postal Ballot process, at the 20<sup>th</sup> Annual General Meeting held on July 26, 2016 and on April 30, 2017 and December 09, 2017 through Postal Ballot process respectively and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, (the Act) and applicable rules made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (SEBI Regulations) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide their respective resolutions dated June 01, 2020, and subject to such other approvals, permissions and sanctions as may be necessary from various authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to create, issue, offer, grant and allot to, or for the benefit of such person(s) as identified by the Nomination and Remuneration Committee, who are in permanent employment of the Company in India or out of India, including any Whole-time Director of the Company, except those who is or are Promoter(s) or belonging to the Promoter Group, Director(s) who himself or herself through his or her relative holds more than 10% of the paid up capital of the Company and Independent Directors, additional options, exercisable into not more than 15,00,000 equity shares of the Company under Employee Stock Option Scheme 2013 (ESOS 2013), in one or more tranches, giving the right but not obligation to the holder, to subscribe for cash on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or regulations or guidelines issued by the relevant

Authority and that each option would be exercisable into one equity share of face value of Re.1/- each fully paid-up on payment of the requisite exercise price to the Company and the Board of the Company be and is hereby authorised to make requisite alterations in ESOS 2013, to give effect to the above creation of additional options.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above 15,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOS 2013 and such equity shares shall rank pari passu in all respects including dividend, with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are subdivided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Re.1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the equity shares of the Company allotted under ESOS 2013 on the stock exchanges where the shares of the Company are listed, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreement executed with the stock exchanges and other rules and regulations as may be applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents as may be necessary in this regard.



9. To increase overall managerial remuneration payable from 11% to 15% of the net profits of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings held on June 01, 2020, approval of the Members of the Company be and is hereby accorded 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 computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

10. To Increase managerial remuneration payable to Mr. Ramachandran V, Whole-time Director in excess of 5% of the net profits of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT subject to the approval of resolutions by Members for re-appointment of Mr. Ramachandran V, as Whole-time Director for a period of four years from June 01, 2020 and for increasing overall managerial remuneration payable from 11% to 15% of the net profits of the Company for the Financial Year 2020-21, being duly passed and becoming effective as set out at item nos. 4 and 9 of this Notice convening the 24<sup>th</sup> Annual General Meeting and pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and

Remuneration Committee and the Board in its respective meetings held on June 01, 2020, and considering the contributions made and quality of services rendered by Mr. Ramachandran V in the growth trajectory of the Company, approval of the Members of the Company, be and is hereby accorded for payment of remuneration to Mr. Ramachandran V (DIN: 06576300), Whole-time Director, for the Financial Year 2020-21, in excess of 5% of the net profits of the Company computed in accordance with Section 198 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this resolution.

By Order of the Board  
For V-GUARD INDUSTRIES LIMITED

Place : Ernakulam  
Date : July 20, 2020

Sd/-  
JAYASREE K  
Company Secretary  
(Membership No.: A15900)

#### Notes:

1. In view of the continuing restrictions on the movement of persons at several places in the country caused by outbreak of COVID - 19, the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, has allowed the companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for the calendar year 2020. Pursuant to the above circulars, the 24<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and the Attendance Slip including Route Map are not annexed to this Notice. Pursuant to the above circulars issued by the Ministry of Corporate Affairs, the Company has decided to send the Annual Report for the Financial Year 2019-20 and Notice of the 24<sup>th</sup> AGM only through e-mail to all the Members of the Company.
2. For convenience of the Members and for proper conduct of the AGM, Members can login and join





atleast 20 minutes before the time scheduled for the AGM and login facility shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the special businesses, which are unavoidable in nature, under item nos.4 to 10 of the accompanying Notice is annexed hereto.
5. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility for voting through remote e-voting as well as e-voting during the AGM in respect of all the businesses to be transacted at the AGM and has engaged National Securities Depositories Limited (NSDL) to provide e-voting facility and for participation in the AGM through VC / OAVM facility.
7. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of

companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in Annexure 1.

8. The Company's Statutory Auditors, M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi registered with the Institute of Chartered Accountants of India vide registration number 101049W/E300004, were re-appointed as Statutory Auditors of the Company for a period of five consecutive years at the 21<sup>st</sup> AGM of the Members held on July 31, 2017, to hold office till the conclusion of AGM to be held in the year 2022, on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every AGM held in the subsequent years. Pursuant to the amendments made to Section 139 of the Act by the Companies (Amendment) Act, 2017, effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn.

In view of the above, ratification by the Members for continuation of their re-appointment at this AGM is not being sought. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

9. Electronic copy of the Annual Report for FY 2019-20 and Notice of AGM are uploaded on the Company's website [www.vguard.in](http://www.vguard.in) and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes and also available on the website of BSE Ltd., and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Further, Notice of the AGM is available on the website of NSDL, the agency engaged for providing e-voting facility, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. All the documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID [investors@vguard.in](mailto:investors@vguard.in) till the date of the AGM.



11. The annual accounts of the subsidiary company are made available on the website of the Company [www.vguard.in](http://www.vguard.in)
  12. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the Financial Year 2011-12 to Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.vguard.in](http://www.vguard.in)), and also on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)). Members who have not encashed the dividend warrant(s) for the Financial Year 2012-13 and for consecutive 7 years from the said year, so far, are requested to make their claim to the Secretarial Department of the Company, at the Registered Office or the office of the RTA on or before August 10, 2020, failing which the unpaid / unclaimed amount for the Financial Year 2012-13 shall be transferred to said fund at an appropriate date. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.
  13. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on August 22, 2020 shall be transferred by the Company to Investor Education and Protection Fund Authority (IEPFA). The Company has also written to the Shareholders concerned intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website [www.vguard.in](http://www.vguard.in). No claim shall lie against the Company in respect of these equity shares post their transfer to IEPFA. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPFA by making an online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in). and on the website of the Company at [www.vguard.in](http://www.vguard.in) All correspondence should be addressed to the RTA of the Company viz. Link Intime India Pvt. Ltd , Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore- 641 028, Tel: 0422 2314792 email ID: [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in).
  14. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is August 05, 2020. Please note that a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting. If Members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
  15. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
  16. The Board vide its resolution passed on June 01, 2020 has appointed Mr. M D Selvaraj (Membership No. F960), MDS & Associates, Company Secretaries, Coimbatore, as the scrutinizer to scrutinize both the remote e-voting as well as e-voting during the AGM in a fair and transparent manner.
  17. Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 05, 2020 may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investors@vguard.in](mailto:investors@vguard.in) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- A member may participate in the AGM even after exercising his right to vote through remote e-voting



but shall not be allowed to vote again. At the end of remote e-voting period, the facility shall forthwith be blocked.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA /Company.
19. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
20. Members who desires to raise/ ask questions during the AGM are requested to send the same to investors@vguard.in before 5 p.m on Saturday, August 08, 2020. The speaker Members are requested to maintain a time limit of 5 minutes to complete their questions.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on August 09, 2020, Sunday at 09:00 A.M. and ends on August 11, 2020, Tuesday at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 113137 then user ID is 113137001***

5. Your password details are given below:

- a If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 are given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  3. Select "EVEN" of company for which you wish to cast your vote.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  6. Upon confirmation, the message "Vote cast successfully" will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.
- General Guidelines for shareholders:**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mds@mdsassociates.in](mailto:mds@mdsassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go





through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mr. Amit Vishal, Senior Manager-NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@vguard.in](mailto:investors@vguard.in)
2. In case shares are held in demat mode, please provide DPID- CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@vguard.in](mailto:investors@vguard.in)
3. Alternatively member may send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining user id and password by providing the details mentioned in point (1) or (2) as the case may be.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at [investors@vguard.in](mailto:investors@vguard.in) atleast 48 hours before the start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Questions /queries received by the Company till 5.00 p.m. on Saturday, August 08, 2020 shall only be considered and responded during the AGM.



**STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT), SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (THE LISTING REGULATIONS).**

**Item No. 4**

**Re-appointment of Mr. Ramachandran V, as Whole-time Director for a period of four years**

Mr. Ramachandran V was re-appointed as Whole-time Director of the Company, under the designation, Director and Chief Operating Officer for a period of four years effective from June 01, 2016. He has made significant contributions in enhancing business competitiveness of the organization and is leading various strategic projects of the Company. He was instrumental in developing a long-term business plan and the supporting infrastructure roadmap, developing e-commerce trade channel, strengthening in-house manufacturing, putting in place framework for new-product development etc.

Considering the contributions made by him in the growth trajectory of the Company, based on the recommendation of the Nomination and Remuneration Committee, your Directors in their meeting held on May 22, 2020, re-appointed Mr. Ramachandran V (DIN: 06576300) as Whole-time Director under the designation, Director and Chief Operating Officer for a term of four years from June 01, 2020, subject to ratification of Members of the Company in the ensuing Annual General Meeting. The office of directorship of Mr. Ramachandran V shall be liable to retire by rotation.

The Remuneration payable to him is as given below;

Salary : Rs.16,60,000/- p.m., with a power to the Board or any Committee thereof to give an annual increase upto 7% of the last drawn salary during the subsequent years falling under the re-appointment and also to alter or modify other terms and conditions of re-appointment including the remuneration payable subject to the limits specified herein above.

Medical Allowance : Rs. 41,692/- per month

Short-term variable pay : Rs.80,00,000/- for the Financial Year 2020-21 with a power to the Board or any Committee thereof to give an annual increase upto 7% during the subsequent years falling under the re-appointment and the payment is linked to the Company performance and the parameters consist of 15% annual growth in Revenue and EBITDA with equal weightage to both the parameters and the amount shall be calculated by applying multiplier as per linear measure detailed herein below and that the maximum amount payable shall not exceed 150% of the short term variable pay fixed.

Achievement % to desired growth (15%)	80% - 94.99%	95% - 104.99%	105% - 114.99%	115% - 124.99%	> 125%
Multiplier for short term variable pay	80%	100%	115%	130%	150%

He is also entitled to the following perquisites during the tenure of his re-appointment.

- (1) Rent free furnished residential accommodation and reimbursement of housing society charges, other utility bills and salary to domestic help paid by the Director;
- (2) Employer's contribution to Provident Fund;
- (3) Reimbursement of travelling expenses;
- (4) A car for office use with driver and use of car for private purpose shall be considered as perquisite;
- (5) A mobile phone for official use. Personal long distance calls made by the Director shall be billed by the Company and same be considered as perquisite;
- (6) Medical Insurance as per the rules of the Company;
- (7) Leave and leave encashment as per rules of the Company;
- (8) Employee stock options as decided by the Nomination and Remuneration Committee and the Board as per ESOP Scheme of the Company.

He will not be entitled for sitting fee for attending the meetings of the Board or Committees thereof.