

June 13, 2019

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra-East, Mumbai- 400 051
Ref: - Scrip Code: 532953	Ref: - Symbol: VGUARD

Dear Sir / Madam,

Sub: - Intimation regarding dispatch of Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is seeking the approval of the Shareholders by way of Postal Ballot, which includes remote e-voting for the following business items:

1. To authorise raising of funds through various sources under Section 180(1)(c) of the Companies Act, 2013.
2. To modify the Statement setting out material facts of the special resolution passed through Postal Ballot process vide notice dated November 09, 2017, for issue of 10,00,000 number of options for grant under ESOS2013.

The Company has sent the Postal Ballot notice dated June 12, 2019 along with other documents on June 12, 2019, to all the shareholders whose names appear in the Register of Members/Beneficial Owners as on June 07, 2019 (Cut-Off date).

The Company has engaged the service of Link Intime India Private Limited (LI IPL) for the purpose of providing e-voting facility to all its members. The voting through postal ballot and e-voting shall commence at 9.00 a.m. (IST) on Thursday, June 13, 2019 and ends at 5.00 p.m. (IST) on Friday, July 12, 2019.

We are hereby attaching a copy of the Postal Ballot Notice and Postal Ballot Form which have been displayed on the website of the Company viz., www.vguard.in and on the website of the LI IPL at www.instavote.linkintime.co.in.

This is for your information and record.

Thanking you

For V-Guard Industries Ltd.



Jayasree K

Company Secretary
V-GUARD INDUSTRIES LTD.
M. No. A13900
Regd. office 42/962,
Vennala High School Road,
Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010



P +91 484 300 5000, 200 5000
F +91 484 300 5100
E mail@vguard.in
W www.vguard.in

V-Guard Industries Limited

CIN:L31200KL1996PLC010010

Regd. Office:42/962, Vennala High School Road,
Vennala, Ernakulam - 682028; E-mail:secretarial@vguard.in
Website:www.vguard.in; Phone:0484-4335000

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (the Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and other applicable laws and regulations, if any, including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for time being in force, that the Company is seeking consent/approval of the members of the Company for the following proposals to be passed through Postal Ballot process:

1. To authorise raising of funds through various sources under Section 180(1)(c) of the Companies Act, 2013.
2. To modify the Statement setting out material facts of the special resolution passed through Postal Ballot process vide notice dated November 09, 2017, for issue of 10,00,000 number of options for grant under ESOS2013.

The Statement setting out material facts concerning the resolution set out at item nos. 1 & 2 of the Postal Ballot Notice dated June 12, 2019, pursuant to Section 102 of the Act relating to the Resolutions are annexed. Postal Ballot Notice dated June 12, 2019 is placed on the website of the Company www.vguard.in and the same is also available at the websites, www.nseindia.com, www.bseindia.com and www.instavote.linkintime.co.in.

The Board of Directors of your Company has appointed Mr. Mithun K Chittilappilly, Managing Director (DIN: 00027610) and Ms. Jayasree K, Company Secretary (ICSI Membership No.: ACS 15900), of the Company as the persons responsible for the entire Postal Ballot process.

The Board of Directors has appointed Mr. C N Paramasivam, Practicing Company Secretary, Coimbatore, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process. The Company has engaged the services of Link Intime India Private Limited (LIPL) to provide e-voting facility to the members of the Company.

Members have the option to vote either by Postal Ballot or through e-voting. If a member has voted through e-voting facility, he is not required to send the Postal Ballot Form through post. If a member votes through e-voting facility and sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer.

Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on July 12, 2019, failing which it will be

treated as if no reply has been received from the Member(s) concerned. Any Postal Ballot Form received after the said date will be treated as invalid. No other form or photocopy thereof is permitted. Members who have not received the Postal Ballot Form may apply to the Registrar and Transfer Agent / Company and obtain a duplicate thereof.

E-voting facility is available at the link <https://instavote.linkintime.co.in> from 9.00 a.m. (IST) onwards from June 13, 2019 to 5.00 p.m. (IST) July 12, 2019. Members desiring to opt for e-voting are requested to read carefully the instructions given in the Notes forming part of the Postal Ballot Notice.

The Scrutinizer will submit his consolidated report to the Chairman of the Company after completion of the scrutiny on Saturday, July 13, 2019. Based on the Scrutinizer's Consolidated Report, the results of the Postal Ballot and e-voting will be declared on Saturday, July 13, 2019 at 5.00 p.m. at the Company's Registered Office at 42/962, Vennala High School Road, Vennala, Ernakulam – 682028, through the website of the Company viz., www.vguard.in, either by the Chairman or any Director authorized by the Chairman in this regard. Such Results, along with the Consolidated Report, will be available on the Company's website www.vguard.in under the section 'Investor Relations' and will be forwarded to the Stock Exchanges where the Company's shares are listed and the same will also be available on the website of LI IPL, www.instavote.linkintime.co.in. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting i.e., July 12, 2019.

In case of any grievance or query connected with voting by Postal Ballot/e-voting, members may contact the Registrar and Transfer Agent at Link Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 or may contact Mr. Rajiv Ranjan, Assistant Vice President - e-voting, Link Intime India Private Limited at the designated email id: enotices@linkintime.co.in or at telephone no. 0484-4335643 at the Registered Office of the Company.

SPECIAL BUSINESS

1. To authorise raising of funds through various sources under Section 180(1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a Special Resolution:

"RESOLVED THAT, in supersession of the special resolution passed by the members at the 20th Annual General Meeting held on July 26, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to such approvals, consents, sanctions and permissions and provisions of other applicable laws, regulations, rules, guidelines issued by various regulatory authorities, including Reserve Bank of India, from time to time, as may be applicable, (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 Articles of Association of the Company, consent of the members 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 of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of monies, secured or unsecured, as it may deem necessary, from banks / financial institutions/ body corporates/ any other person/ entities and / or to raise funds by way of issue of secured or unsecured redeemable Non-Convertible Debentures or bonds, in one or more tranches, on private placement basis, and that the money or monies to be borrowed together with the money or monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), shall not exceed the sum of Rs. 750.00 crores (Rupees Seven Hundred and Fifty Crores only) at any point of time;

RESOLVED FURTHER THAT, the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time, as to interest, repayment, security or otherwise, as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required;

RESOLVED FURTHER THAT, the Board be and is 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.”

2. To modify the Statement setting out material facts of the special resolution passed for issue of 10,00,000 number of options for grant under ESOS2013, through Postal Ballot process vide notice dated November 09, 2017.

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a Special Resolution:

“RESOLVED THAT, in partial modification to earlier shareholders resolution passed on December 09, 2017, 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, and pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (SBEB Regulations), (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force), consent of the members be and is hereby accorded to replace the contents given under the heading ‘Brief description of ESOS 2013’, which formed part of the Statement setting out materials facts of the postal ballot notice dated November 09, 2017 for special resolution dated December 09, 2017, passed for creation of further options to the extent of 10,00,000 in the Employee Stock Option Scheme (ESOS) 2013, through postal ballot process with the following:

- a. The ESOS2013 is administered by the Nomination and Remuneration Committee. Options granted under ESOS2013 will vest not less than one year and not more than four years from the date of grant of such options. Vesting of options is subject to continued employment with the Company and fulfilment of performance criteria, if any. The Exercise Price shall be determined by the Nomination and Remuneration Committee, from time to time, but should not be less than face value of the share and not more than the prevailing Market Value of the shares as on the date of Grant. The Employee Stock Options granted shall be capable of being exercised within a period of six years from the date of vesting of the respective Employee Stock Options.
- b. The total number of additional options granted, which is exercisable into not more than 10,00,000 equity shares of the Company under ESOS2013.
- c. The Person(s) who are in the employment of the Company, in India or out of India including Whole Time Directors, other than Promoters and Independent Directors of the Company are entitled to participate and be beneficiaries in the scheme.
- d. The options granted under the Scheme would vest not less than one year and not more than four years from the date of grant of such options. Vesting of options would be linked to the continued employment with the Company. In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters from time to time subject to which the options would vest. The attainment of such performance parameters would be mandatory condition for vesting of specified percentage of options as determined by the Nomination and Remuneration Committee from time to time.
- e. The maximum vesting period is four years as per terms of ESOS2013.
- f. The exercise price would be equal to a price not less than face value of the shares and not more than the prevailing Market Value of the shares, on the prior date of the meeting of the Nomination and Remuneration Committee, for consideration of grant.

- g. The options granted under the Scheme shall be exercisable at any time during the exercise period, and subject to fulfilment of conditions of vesting. The options shall be deemed to have been exercised when an employee makes an application in writing to the Company accompanied by payment of an amount equivalent to the exercise price in respect of such shares. Exercise of option is permitted upto a period of 6 years from the date of vesting and if the options are not exercised within the said period, it will get lapsed.
- h. The Nomination and Remuneration Committee shall in accordance with ESOS2013 and Applicable Laws determine the Eligibility Criteria for identification of employees entitled to participate in ESOS2013.
- i. The quantum of Employee Stock Options to be granted under ESOS2013 per Employee and in aggregate shall be determined by the Nomination and Remuneration Committee from time to time, not exceeding the total number of options created for grant.
- j. The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and market price of the shares on the exercise date.
- k. The scheme "ESOS2013" is implemented by the Company and shall be directly administered by the Nomination and Remuneration Committee.
- l. The scheme contemplates fresh or new issue of equity shares by the Company and no acquisition will be made from the secondary market.
- m. The Scheme does not contemplate formation of Trust and hence there is no requirement for providing of loan to Trust.
- n. The Scheme does not contemplate formation of Trust and hence there is no requirement to specify the percentage of secondary acquisition by the trust.
- o. The Company will conform to the disclosures and the accounting policies prescribed by SEBI and other regulatory authorities from time to time.
- p. The Company shall use either intrinsic or fair value method for valuing the options granted, in line with the requirements of accounting policies prescribed by SEBI or any other regulatory authorities.
- q. In case the Company calculates the employee compensation cost using intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profit and EPS of the Company shall also be disclosed in the Directors' Report.

RESOLVED FURTHER THAT, all other facts set out in the statement setting out material facts of the resolution of the postal ballot notice dated November 09, 2017, that are not altered, amended or replaced by the provisions of this resolution shall remain in full force and effect;

RESOLVED FURTHER THAT, the Board be and is 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."

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : June 12, 2019

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

NOTES:

- (i) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on June 07, 2019. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on June 07, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (iii) Members can opt for only one mode of voting i.e., either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.

Instructions for shareholders to vote electronically:

- **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e., shareholders holding physical share certificate(s)):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section to register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form indicated in the PAN Field.
DOB / DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
or	

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).
-----------------------	---

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE:

The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

● **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

● **General Guidelines for shareholders:**

- Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc., together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call on :- Tel : 022 - 49186000.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : June 12, 2019

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

Statement

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 in respect of the Resolutions mentioned under Item Nos. 1 & 2 of the accompanying Postal Ballot Notice is annexed hereto.

Item No. 1

The Members of the Company had vide special resolution passed, dated July 26, 2016, accorded consent to the Board of Directors to borrow any sum or sums of money in excess of aggregate of the paid-up share capital and its free reserves, excluding temporary loans obtained from the Company’s bankers in the ordinary course of business, not exceeding the sum of Rs. 750 crores (Rupees Seven Hundred & Fifty crores only). The approval enables the Company, to borrow long term funds either on secured or unsecured basis from banks or financial institutions. However, the Company has not availed any long term loans subsequent to the said approval.

Presently, the Company is on a fast growth trajectory and is expanding manufacturing capabilities in various products. Directors have initiated setting up of backward integration units, many strategic projects and are scouting for suitable inorganic opportunities. To finance the various projects and initiatives, it may be required to raise funds on long term basis from banks or financial institutions or through various other sources.

The Ministry of Corporate Affairs, vide notification dated August 07, 2018, liberalized the provision relating to obtaining of prior approval of shareholders for raising funds by issue of non-convertible debentures through private placement. The notification permits the companies to raise funds by issue of non-convertible debentures, provided the amount to be raised does not exceed the borrowing limits approved by the shareholders under section 180(1)(c) of the Companies Act, 2013.

To finance various projects of the Company, Directors may raise funds from time to time, through various sources including issue of secured or unsecured redeemable non-convertible debentures or bonds. To facilitate raising of funds through all sources including through issue of redeemable non-convertible debentures within

the existing borrowing limit of Rs.750 crores, it is proposed to modify the special resolution passed to borrow funds in the 20th Annual General Meeting held on July 26, 2016.

Pursuant to the provisions of Section 180(1)(c) of the Act, Board recommends passing of the resolution set out at Item No. 01 of the Notice of the Postal Ballot as a Special Resolution, to enable the Company to borrow funds, both secured or unsecured from banks or financial institutions / bodies corporates / any other person / entities and / or by way of issue of secured or unsecured redeemable non-convertible debentures upto an aggregate limit of Rs.750 crores.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 01 of the accompanying Postal Ballot Notice.

Item No. 2

The Company had sought the approval of the members for creation of further options to the extent of 10,00,000 in the Employee Stock Option Scheme (ESOS) 2013 vide resolution dated December 09, 2017, through postal ballot process. Further to the shareholders' approval, application was made to both the stock exchanges where the shares of the Company are listed for seeking in-principle approval for the options created and intended for grant to eligible employees.

The statement setting out material facts of the resolution which was annexed to the notice contained the information as specified in the Regulation 6(2) of SEBI (Share Based Employee Benefits) Regulations, 2014 read with SEBI circular dated June 16, 2015. At the time of processing the in-principle application, one of the Stock Exchanges, had stipulated that the provisions of clauses (c), (h) and (i) of Regulation 6(2) of SEBI (Share Based Employee Benefits) Regulations, 2014 as specified in circular are not detailed in the statement setting out the material facts and the same needs further detailing and directed the Company to move a resolution for modifying the statement.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in item 02 of the Notice to replace the contents given under the heading 'Brief description of ESOS2013', which formed part of the Statement setting out materials facts of the postal ballot notice dated November 09, 2017 for special resolution dated December 09, 2017, passed for creation of further options to the extent of 10,00,000 in the ESOS2013.

The Board recommends passing of the resolution as set out at Item No. 02 of the accompanying Postal Ballot Notice as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 02 of the accompanying Postal Ballot Notice.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : June 12, 2019

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

Encl:

1. Postal Ballot Form
2. Prepaid Business Reply Envelope

V-GUARD INDUSTRIES LIMITED

CIN: L31200KL1996PLC010010

Regd. Office: 42/962, Vennala High School Road, Vennala, Kochi - 682028

Phone: 0484-4335000 E-mail: secretarial@vguard.in

Website: www.vguard.in



POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No. / *DP ID No. & Client ID No. *(Applicable to investors holding shares in dematerialized form)	
2. Name & address of the sole / first named shareholder (IN BLOCK LETTERS)	
3. Name(s) of the joint shareholder(s), if any (IN BLOCK LETTERS)	
4. Number of shares held:	

I / We hereby exercise my / our vote in respect of the resolution for the business item Nos. 1 & 2 stated in the postal ballot notice dated June 12, 2019 through postal ballot process by conveying my / our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below.

Res. No.	Item Description	No of Shares	I / We assent to the Resolution (FOR) (√)	I / We dissent to the Resolution (AGAINST) (√)
Special Resolution				
1	To authorise raising of funds through various sources under Section 180(1)(c) of the Companies Act, 2013.			
2	To modify the Statement setting out material facts of the special resolution passed through Postal Ballot process vide notice dated November 09, 2017, for issue of 10,00,000 number of options for grant under ESOS2013.			

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link www.instavote.linkintime.co.in. The electronic voting particulars are set out as follows:

EVENT Number	USER ID	*Default PAN/ Sequence No.
190067		

* Those who have not registered their PAN No. may use Default PAN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
June 13, 2019	July 12, 2019

Last date of receipt of Postal Ballot Form by the Scrutinizer is July 12, 2019

If the voting rights are exercised electronically, there is no need to use this form.

Place :

Date :

Signature of the Shareholder

INSTRUCTIONS

For Voting through Physical Postal Ballot Form

- a) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.
- b) Please convey your assent/dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- c) Member desiring to exercise his/her vote may put the tick mark (√) in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the column will render the form invalid.
- d) This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his absence, by the next named member.
- e) Votes through Postal Ballot Form shall not be exercised by a Proxy.
- f) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
- g) Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
- h) In case the number of shares is not mentioned against the resolution, it will be deemed that the member has exercised his votes for the entire shares held by him.
- i) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:
 - i. If a form other than the one issued by the company has been used.
 - ii. If the form has not been signed by or on behalf of the member.
 - iii. If the shareholders' signature does not tally.
 - iv. If it is not possible to determine without any doubt the assent or dissent of the member.
 - v. If assent or dissent is not mentioned.
 - vi. If assent or dissent is given subject to some amendment to the resolution or condition.
 - vii. If any competent authority has given direction in writing to the Company to freeze the voting rights of a member.
 - viii. If the envelope containing the postal ballot form is received after the last date and time prescribed.
 - ix. If the postal Ballot form is signed by a representative of a member and is not accompanied by a certified copy of the specific authority.
 - x. If the Postal Ballot Form is filled and / or signed in pencil.
 - xi. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- j) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, Mr. C.N. Paramasivam, Practicing Company Secretary, Coimbatore, has been appointed as the Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Friday, July 12, 2019. If any postal ballot form is received after this time and date, it will be considered that no reply from such member has been received.
- k) Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- l) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- m) There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.
- n) Members receiving the Postal Ballot notice by email may request for a duplicate Postal Ballot Form, if so required, from the Registrar and Transfer Agent, Link Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028. However, the duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in (j) above.
- o) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given in the Postal Ballot Notice.
- p) The Scrutinizer's decision on the validity of the Postal Ballot form will be final.