

February 26, 2020

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, 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 proposal(s);

1. Adoption of new Articles of Association.
2. Appointment of Mr. Kochouseph Chittilappilly as Chairman Emeritus of the Company and payment of emoluments to him.

The Company has duly completed physical and electronic dispatch of Postal Ballot Notice dated February 26, 2020 along with other documents to all the shareholders whose names appear in the Register of Members/Beneficial Owners as on February 21, 2020 (Cut-Off date).

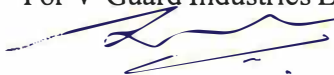
The Company has engaged the service of Link Intime India Private Limited (LIPL), the Registrar and Transfer Agent of the Company, for the purpose of providing e-voting facility to all its members. The voting through postal ballot and e-voting shall commence at 9.00 a.m. (IST) on Thursday, February 27, 2020 and ends at 5.00 p.m. (IST) on Friday, March 27, 2020.

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 LIPL at www.instavote.linkintime.co.in.

This is for your information and record.

Thanking you

For V-Guard Industries Ltd.



Jayasree K
Company Secretary
M. No. A15900

Encl: as stated



V-GUARD INDUSTRIES LTD.

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

P +91 484 433 5000, 200 5000
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 modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof for time being in force, that the Company is seeking consent/approval of the members of the Company for the following proposal(s) to be passed through Postal Ballot process:

1. Adoption of new Articles of Association.
2. Appointment of Mr. Kochouseph Chittilappilly as Chairman Emeritus of the Company and payment of emoluments to him.

The Statement setting out material facts concerning the resolutions set out at Item Nos. 1 & 2 of the Postal Ballot Notice dated February 26, 2020, pursuant to Section 102 of the Act relating to the resolutions are annexed. Postal Ballot Notice dated February 26, 2020 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. M D Selvaraj, 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 March 27, 2020, 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 / the 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 February 27, 2020 to 5.00 p.m. (IST) March 27, 2020. 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, March 28, 2020. Based on the Scrutinizer's Consolidated Report, the results of the Postal Ballot and e-voting will be declared on March 28, 2020 before 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 also available on the website of Link Intime India Private Limited (LIPL), 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. March 27, 2020.

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 - 641 028 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 - 433 5000 at the Registered Office of the Company.

SPECIAL BUSINESS

1. Adoption of new Articles of Association

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, pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules prescribed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and subject to such terms, conditions, amendments, or modifications, if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the new draft Articles as contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company, which is available for public inspection at the Registered Office of the Company and on the Company's website at www.vguard.in;

RESOLVED FURTHER THAT, the Directors and/or Company Secretary, of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

2. Appointment of Mr. Kochouseph Chittilappilly as Chairman Emeritus of the Company and payment of emoluments to him.

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 (the Act), Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and other applicable provisions of the Act or any other law or laws, if any, and such other consents and permissions, as may be required, and subject to approval of Resolution No. 1 as set out in this Postal Ballot Notice dated February 26, 2020, and pursuant to the Articles 156 to 161 of the new Articles of Association of the Company, and pursuant to recommendation and approval of the Nomination and Remuneration Committee and the Audit Committee vide its resolutions dated January 31, 2020, the consent of the members of the Company, be and are hereby accorded to appoint Mr. Kochouseph Chittilappilly, the Promoter of the Company, as Chairman Emeritus, effective from April 1, 2020, till the time he resigns from such position and the Board of Directors, are entitled to pay emoluments to Mr. Kochouseph Chittilappilly, @ not exceeding 0.25% of the net profits of the Company on an annual basis, for a period of three years, effective from April 1, 2020, for providing services as an advisor or mentor, to the Company, the Board and the Management and that the appointment of Mr. Kochouseph Chittilappilly, as Chairman Emeritus and payment of emoluments to him, by the Company, are in the ordinary course of business and are on arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required/necessary to give effect to the above resolution.”

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Ernakulam
Date : February 26, 2020

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

NOTES:

- a. 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 February 21, 2020. 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.
- b. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on February 21, 2020 (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.
- c. 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 / Attendance Slip 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 the Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c).
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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 : Ernakulam
Date : February 26, 2020

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

Statement

The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, (the Act), Secretarial Standard-2 on General Meetings and Regulation 36 of the SEBI (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 Company had adopted the existing Articles of Association (AOA) in the year 2007, when it was converted into a public limited company, and the same was framed in line with the provisions of the Companies Act, 1956 and Articles in the AOA contains, reference to the specific Sections of the said Act. In order to align the Articles of Association in conformity with the Companies Act, 2013 including the Rules/Regulations made thereunder and Table F thereto, your Directors desires to replace and substitute the existing AOA of the Company, with new set of AOA, which is drafted in alignment with the provisions of the Companies Act,2013 and Table F to the Act, which sets out the model AOA, for a company limited by shares.

The Board of Directors in their meeting held on January 31, 2020 proposed adoption of a new set of AOA in replacement and substitution, of the existing AOA, with new AOA, subject to the approval of the members of the Company, by way of a special resolution, as required under Section 14 of the Act. The new AOA is available on the website of the Company i.e., www.vguard.in, and is available for inspection by the members,

during the time between 11.00 a.m., to 5.00 p.m., on all days, except, Saturday, Sunday and Public holidays, at the Registered Office of the Company.

The Board of Directors accordingly recommends passing of the above resolution as set out at Item No. 1 of the Notice of Postal Ballot, as a Special Resolution, for adoption of New AOA.

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. 01 of the accompanying Postal Ballot Notice, except to the extent of their shareholding.

Item No. 2

Mr. Kochouseph Chittilappilly is the Founder of the Company and has been on the Board since its inception. He has rendered significant contributions to the growth trajectory of the Company over the last four decades and has built the business with the principle of offering reliable and quality products with a good after sales backup supported by a strong channel network. Under his leadership, the Company has transformed into a larger corporation, by adding more products to its Portfolio over the years. The principles and core values designed and established by him has supported the Company to make 'V-Guard' a trusted Brand name in household in South India in the initial phase of the growth and later to Pan India. The Company is considered as one of the highest value creating entity, with reputation for trust and passion for growth, by following ethical standards and best Corporate practices.

Mr. Kochouseph Chittilappilly, has been serving as Chairman of the Board, since November 2012, and has been instrumental in upholding core organisational values and adoption of best governance practices. He has expressed his desire to relinquish his position as a member of the Board and also as Non-Executive Chairman effective from close of Financial Year 2019-20, as he is actively involved in various philanthropic and charitable activities or initiatives.

Pursuant to the recommendation of the members of the Nomination and Remuneration Committee vide its meeting dated January 31, 2020, Your Board of Directors are of the opinion that continued association of Mr. Kochouseph Chittilappilly, in an advisory/mentor role, would add goodwill to the Company, and the Board, its Sub-committees and the Management would immensely benefit out of his tremendous experience, knowledge and wisdom in the business of the Company and the industry to which the Company belongs. Pursuant to the approval of the members of the Audit Committee in their meeting held on January 31, 2020, the Board of Directors, in their meeting held on January 31, 2020, considered the appointment of Mr. Kochouseph Chittilappilly, as Chairman Emeritus of the Company, effective from April 1, 2020, till the time he resigns from the position and payment of emoluments to him, @ not exceeding 0.25% of the net profits of the Company on an annual basis for a period of three years from April 1, 2020, subject to the enabling provisions of the new Articles of Association of the Company, the Act, and approval of the shareholders. As Chairman Emeritus, Mr. Kochouseph Chittilappilly, will not be a member of the Board, but will be invited to attend the meetings of Board and its Sub-Committees and shall not have any voting rights.

The appointment of Mr. Kochouseph Chittilappilly, as Chairman Emeritus and payment of emoluments to him is pursuant to the provisions of Section 188(1)(f) of the Act and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and both the appointment and payment of emoluments are in the ordinary course of business and at arm's length.

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

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 are given below: -

a)	Name of the related party	Mr. Kochouseph Chittilappilly
b)	Name of the Directors or Key Managerial Personnel who is related, if any	Mr. Mithun K Chittilappilly, Managing Director and Ms. Joshna Johnson Thomas, Director

c)	Nature of Relationship	Mr. Mithun K Chittilappilly, is the son of Mr. Kochouseph Chittilappilly and Ms. Joshna Johnson Thomas, is his daughter-in-law.
d)	Nature, material terms, monetary value and particulars of the contract or arrangements	He will hold office as Chairman Emeritus effective from April 1, 2020, till the time he resigns from such position. He will be an advisor/ mentor to the Board, the Company and the Management. He will be paid emoluments @ not exceeding 0.25% of the net profits of the Company on an annual basis for a period of three years effective from April 1, 2020 and shall not have any voting rights at the Board or Committee Meetings.
e)	Any other information relevant or important for the members to take a decision on the proposed resolution	The appointment of and payment of emoluments to Mr. Kochouseph Chittilappilly, as Chairman Emeritus, will be in the ordinary course of business and at arm's length and the Company, the Board and the Management, will benefit immensely out of his continued association.

Other than Mr. Mithun K Chittilappilly, Managing Director and Ms. Joshna Johnson Thomas, Director, no other Directors and Key Managerial Personnel of the Company and their respective relatives are 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 : Ernakulam
Date : February 26, 2020

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

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 resolutions for the business Item Nos. 1 & 2 stated in the postal ballot notice dated February 26, 2020 through postal ballot process by conveying my / our assent or dissent to the said resolutions 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	Adoption of new Articles of Association			
Ordinary Resolution				
2	Appointment of Mr. Kochouseph Chittilappilly as Chairman Emeritus of the Company and payment of emoluments to him.			

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 No.	USER ID	*Default PAN/ Sequence No.
200014		

* 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
February 27, 2020	March 27, 2020

Last date of receipt of Postal Ballot Form by the Scrutinizer is March 27, 2020

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. M D Selvaraj, 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, March 27, 2020. 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 - 641 028. However, the duplicate Postal Ballot Form 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.

LINKIntime

LINK INTIME INDIA PVT. LIMITED
Surya 35, 2nd Floor, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore – 641 028
Phone: 2314792, 2315792 Fax: 2314792
E-mail: coimbatore@linkintime.co.in website: www.linkintime.co.in
CIN : U67190MH1999PTC118368

Date : 26.02.2020

To
The Senior Postmaster
Coimbatore HO
Coimbatore – 641 001.

Dear Sir,

Sub: Bulk Mailing – V-Guard Industries Limited– Postal Ballot

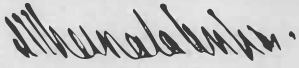
We have enclosed herewith the following articles for dispatch:

Registered Post : 8899 nos

Please acknowledge the receipt of the same & dispatch the same.

Thanking you

Yours faithfully,
For Link Intime India Pvt. Limited


Authorised Signatory



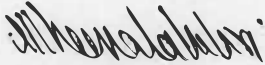
26.02.2020

To,
V-Guard Industries Limited
42/962
Vennala High School Road
Vennala
Cochin - 382028

Dear Sir/ Madam,

This is to certify and confirm that we, M/s Link Intime India Private Limited have sent **through e-mail on February 26, 2020**, the **Postal Ballot Intimations of V-Guard Industries Limited** to 72349 shareholders of the Company.

For Link Intime India Private Limited



S Dhanalakshmi
Head – Coimbatore Branch