

October 06, 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, 5 <sup>th</sup> 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: - Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Postal Ballot via Remote E-voting (“Postal Ballot process”) of the Company**

The Board of Directors sought approval of the Shareholders of the Company by Postal Ballot process pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 22/2020 dated June 15, 2020, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), in respect of the Ordinary Resolution set out in the Postal ballot Notice dated September 05, 2020.

The Board of Directors appointed Mr. M D Selvaraj (ICSI Membership No. F960), MDS & Associates, Company Secretaries in Practice, Coimbatore, as "Scrutinizer" for conducting the Postal Ballot process. The Company engaged National Securities Depository Ltd., for providing e-voting facilities to the shareholders of the Company. The Postal ballot process was conducted during the period from Sunday, September 06, 2020 at 09:00 a.m. till Monday, October 05, 2020 at 05:00 p.m. and the results of Postal Ballot process were declared on Tuesday, October 06, 2020 at the Registered office of the Company through the Company's website at [www.vguard.in](http://www.vguard.in).

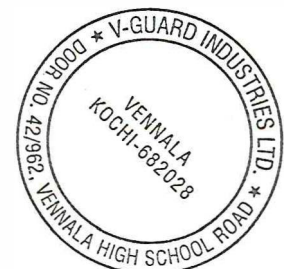
The resolution has been duly passed by the shareholders with requisite majority and the details of the voting results of the resolution passed through Postal Ballot process are given hereunder:

1.	Date of declaration of Postal Ballot Voting Results	Tuesday October 06, 2020 at 4.30 P M
2.	Total number of Members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	1,05,010 shareholders (as on August 28, 2020)
3.	No. of shareholders in the meeting either in person or through proxy:  Promoters and Promoter Group: Public	Not Applicable

*2e*

**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



4.	No. of shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group: Public	Not Applicable
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**Item No.1 – Ordinary Resolution**

Appointment of Mr. George Muthoot Jacob (DIN: 00018955) as an Independent Director of the Company for a period of 5 consecutive years effective from October 5, 2020 to October 4, 2025.

Resolution required: Ordinary / Special			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / Resolution			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) =2/1*100	(4)	(5)	(6) =4/2*100	(7) =5/2*100
Promoter & Promoter Group	E-voting	26,86,60,202	26,86,60,202	100.00	26,86,60,202	0	100.00	0.00
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	<b>Total</b>		<b>26,86,60,202</b>	<b>26,86,60,202</b>	<b>100.00</b>	<b>26,86,60,202</b>	<b>0</b>	<b>100.00</b>
Public	E-voting	15,98,35,487	8,18,88,479	51.23	8,18,55,161	33,318	99.96	0.04
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	<b>Total</b>		<b>15,98,35,487</b>	<b>8,18,88,479</b>	<b>51.23</b>	<b>8,18,55,161</b>	<b>33,318</b>	<b>99.96</b>
<b>TOTAL</b>		<b>42,84,95,689</b>	<b>35,05,48,681</b>	<b>81.81</b>	<b>35,05,15,363</b>	<b>33,318</b>	<b>99.99</b>	<b>0.01</b>

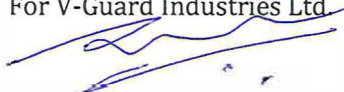
Result: Ordinary Resolution passed with requisite majority

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results and scrutinizers report in the required format, in respect of the Postal ballot via remote E-voting of the Company.

Kindly take the above on record.

Thanking you,

For V-Guard Industries Ltd

  
Jayasree K  
Company Secretary  
Membership No. A15900



Encl: as stated above



*MDS & Associates*  
Company Secretaries in Practice

*M.D. Selvaraj* M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED  
PURSUANT TO THE POSTAL BALLOT NOTICE DATED 5<sup>TH</sup> SEPTEMBER, 2020**

Date: 6<sup>th</sup> October, 2020

To  
The Chairman  
**M/s. V-GUARD INDUSTRIES LIMITED**  
(L31200KL1996PLC010010)  
42/962, Vennala High School Road,  
Vennala, Ernakulam - 682 028,  
Kerala India

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant MCA circulars issued thereunder**

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. V-Guard Industries Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108, 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020 and No. 22/2020 dated June 15, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Ordinary Resolution as set out in the Postal ballot Notice dated 5<sup>th</sup> September 2020.

Report of Scrutinizer on Postal Ballot (Remote E-voting) by the Members of V-Guard Industries Limited



### Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution as set out in the Postal Ballot Notice dated 5<sup>th</sup> September, 2020.

### Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution, as set out in Item No.1 of the Postal Ballot Notice dated 5<sup>th</sup> September, 2020, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

Further, in addition to the above, I submit my report as under:-

- The Postal Ballot Notice dated 5<sup>th</sup> September, 2020 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Saturday, 5<sup>th</sup> September, 2020 by the National Securities Depository Limited ("NSDL") through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 28<sup>th</sup> August, 2020 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 28<sup>th</sup> August, 2020 were entitled to vote on the proposed resolution as set out in Item No. 1 of the Postal Ballot Notice.
- The remote e-voting period remained open from Sunday, 6<sup>th</sup> September, 2020, 9:00 AM (IST) to Monday, 5<sup>th</sup> October, 2020, 5:00 PM (IST). During the said period, the members of the Company, holding shares in physical and / or in dematerialized form as on the cut-off date i.e. 28<sup>th</sup> August, 2020 were entitled to vote on the resolution set out in the Notice of Postal ballot through remote e-voting.



- The e-voting module of National Securities Depository Limited ("NSDL") was disabled on Monday, 5<sup>th</sup> October, 2020 at 5:00 PM (IST) and I, as the Scrutinizer, unblocked the votes cast, on Monday, 5<sup>th</sup> October, 2020 at 06:21 PM (IST) in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr. A. Selten Jayaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1

Witness No.2



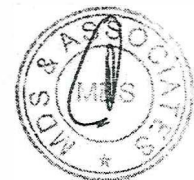
Name: Mr. John Manoj A



Name: Mr. A Selten Jayaraj

- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolution, as under:



**SPECIAL BUSINESS**

**Resolution No: 1**

**Ordinary resolution**

Approval for the appointment of Mr. George Muthoot Jacob (DIN: 00018955) as an Independent Director of the Company for a period of 5 consecutive years effective from October 5, 2020 to October 4, 2025.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
607	35,05,15,363	99.99

**VOTES CAST AGAINST THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
60	33,318	0.01

**INVALID VOTES**

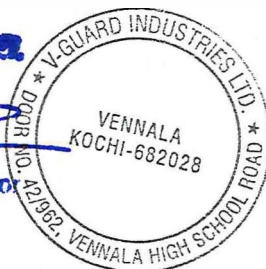
Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.

*Based on the Scrutinizer's Report Resolution No. 1 has been passed with requisite majority*

**For V-GUARD INDUSTRIES LTD.**

*M. H. ...*  
**Managing Director**



Yours faithfully,

*M. D. Selvaraj*

**MDS & ASSOCIATES**

Prop : M.D.SELVARAJ M.Com, MBA,FCS,  
COMPANY SECRETARY IN PRACTICE  
FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE  
SOWRIPALAYAM ROAD, COIMBATORE - 641 028

UDIN: F000960B000859686