

March 28, 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,

**Sub: - Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Postal Ballot and Remote E-voting of the Company – reg.**

The Board of Directors sought approval of the Shareholders of the Company through Postal Ballot process pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Special and Ordinary Resolutions set out in the Postal Ballot Notice dated February 26, 2020

The Board of Directors appointed Mr. M D Selvaraj, Practicing Company Secretary, Coimbatore, as scrutinizer to conduct the voting through Postal Ballot process and e-voting in a fair and transparent manner and authorised Link Intime India Private Limited, for providing e-voting facilities to the shareholders of the Company through e-voting platform “InstaVote”. The Postal ballot and Remote E-voting was conducted between Thursday, February 27, 2020 at 09:00 Hours and Friday, March 27, 2020 at 17:00 Hours and the results of Postal Ballot & Remote E-voting were declared on Saturday, March 28, 2020 at the Registered Office of the Company through the Company’s website at [www.vguard.in](http://www.vguard.in).

The resolutions have been duly passed by the shareholders with requisite majority and the details of the votes cast on the Resolutions passed through the Postal Ballot process including e-voting are given hereunder:

1.	Date of declaration of Postal Ballot Voting Results	Saturday, March 28, 2020 at 05:00 PM
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	81,248 shareholders (as on February 21 <sup>st</sup> , 2020)
3.	No. of shareholders in the meeting either in person or through proxy:  Promoters and Promoter Group: Public	NA

**V-GUARD INDUSTRIES LTD.**

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

P +91 484 433 5000, 200 5000

E [mail@vguard.in](mailto:mail@vguard.in)

W: [www.vguard.in](http://www.vguard.in)



**Item No.1: Adoption of new Articles of Association.**

Resolution required: Ordinary / Special			Special					
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	268642752	268642752	100.00	268642752	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		268642752	268642752	100.00	268642752	0	100.00
Public	E-voting	159471469	114139678	71.57	113518201	621477	99.46	0.54
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		150643	0.09	148640	2003	98.67	1.33
	Total		159471469	114290321	71.67	113666841	623480	99.45
<b>TOTAL</b>		<b>428114221</b>	<b>382933073</b>	<b>89.45</b>	<b>382309593</b>	<b>623480</b>	<b>99.84</b>	<b>0.16</b>

Result: The Special Resolution passed with requisite majority

**Item No.2: Appointment of Mr. Kochouseph Chittilappilly, as Chairman Emeritus of the Company and payment of emoluments to him.**

Resolution required: Ordinary / Special			Ordinary					
Whether promoter / promoter group are interested in the agenda / Resolution			Yes					
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	268642752	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA

	Postal Ballot		0	0	0	0	0	0
	Total	268642752	0	0	0	0	0	0
Public	E-voting	159471469	93925134	58.89	83694145	10230989	89.11	10.89
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		150643	0.09	146294	4349	97.11	2.89
	Total		159471469	94075777	58.99	83840439	10235338	89.12
<b>TOTAL</b>		<b>428114221</b>	<b>94075777</b>	<b>21.97</b>	<b>838404439</b>	<b>10235338</b>	<b>89.12</b>	<b>10.88</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 & 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



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

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

**SCRUTINIZER'S REPORT ON POSTAL BALLOT AND REMOTE E-VOTING**  
**(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20**  
**and 22 of the Companies (Management and Administration) Rules, 2014 - as**  
**amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure**  
**Requirements) Regulations, 2015)**

Date: 28<sup>th</sup> March, 2020

To

The Chairman

**M/s. V-GUARD INDUSTRIES LIMITED**

(L31200KL1996PLC010010)

42/962, Vennala High School Road,

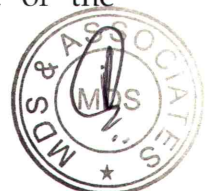
Vennala, Ernakulam - 682 028,

Kerala, India

Dear Sir,

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

I, M D Selvaraj, FCS, Practising Company Secretary, 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 and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Resolution(s), as set out in the Postal Ballot Notice dated 26<sup>th</sup> February, 2020.



**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(s), as set out in the Postal Ballot Notice dated 26<sup>th</sup> February, 2020.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution(s), as set out in the Postal Ballot Notice dated 26<sup>th</sup> February, 2020, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited (LIPL), the Authorized Agency engaged by the Company for providing remote e-voting facilities and of the Postal Ballot forms received up to 05:00 P:M on Friday, 27<sup>th</sup> March, 2020.

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

- The Company has on Wednesday, 26<sup>th</sup> February, 2020, (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 21<sup>st</sup> February, 2020 and who had not registered their email ID with the Company / Depositories; (ii) sent electronic mail of Postal Ballot Notice and Ballot Form to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 21<sup>st</sup> February, 2020, and who had registered their email ID with the Company / Depositories.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday, 21<sup>st</sup> February, 2020 were entitled to vote on the proposed resolution(s) as set out in Item No. 1 and Item No.2 of the Postal ballot Notice.
- The remote e-voting period remained open from Thursday, 27<sup>th</sup> February, 2020, 9:00 A.M to Friday, 27<sup>th</sup> March, 2020, 05:00 P.M. During the period, the Members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> February, 2020 were entitled to vote on the resolution(s) set out in the Notice of Postal Ballot.



- The Postal Ballot forms received up to 5:00 P:M on Friday, 27<sup>th</sup> March,2020 were considered valid for scrutiny. The Postal Ballot forms which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of Link Intime India Private Limited (LIPL) was disabled on Friday, 27<sup>th</sup> March,2020 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Friday, 27<sup>th</sup> March,2020 at 05:36 PM in the presence of Mr.A.Selten Jayaraj (the undersigned as Witness No.1) and Mr. R. Nagalingam (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**

Name: Mr.A.Selten Jayaraj

**Witness No.2**

Name: Mr. R. Nagalingam

- I have scrutinized the postal ballot papers and remote e-voting and 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 Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution(s), as under:

**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**

**Resolution No: 1**

**Special resolution**

Adoption of new Articles of Association

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	207	38,21,60,953	99.84
Postal Ballot Form	238*	1,48,640	98.67
<b>Total Voting</b>	<b>445</b>	<b>38,23,09,593</b>	<b>99.84</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	11**	6,21,477	0.16
Postal Ballot Form	2*	2,003	1.33
<b>Total Voting</b>	<b>13</b>	<b>6,23,480</b>	<b>0.16</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	26	12,244
<b>Total Voting</b>	<b>26</b>	<b>12,244</b>

- \*1 (one) Shareholder, holding 490 shares, has abstained from voting for 20 shares through postal ballot form
- \*\*1 (one) Shareholder, holding 100 shares, has voted 98 shares "in favour" and 2 shares "against" the resolution in Item No 1 through remote e-voting

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



**Resolution No: 2**

**Ordinary Resolution**

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

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	132	8,36,94,145	89.11
Postal Ballot Form	233*	1,46,294	97.11
<b>Total Voting</b>	<b>365</b>	<b>8,38,40,439</b>	<b>89.12</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	57@	1,02,30,989	10.89
Postal Ballot Form	7*	4,349	2.89
<b>Total Voting</b>	<b>64</b>	<b>1,02,35,338</b>	<b>10.88</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	5**	13,72,804
Postal Ballot Form	26	12,244
<b>Total Voting</b>	<b>31</b>	<b>13,85,048</b>

- 24 (Twenty Four) Shareholders holding 28,74,84,492 equity shares, which includes Promoter Shareholders and their Relatives, has abstained from e-voting on the ordinary resolution in Item No.2.
- \*1 (one) Shareholder, holding 490 shares, has abstained from voting for 20 shares through postal ballot form.
- \*\*Votes cast by 5 related party shareholders, holding 13,72,804 equity shares, through remote e-voting, have been considered as "invalid" pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- @ 1 (one) Shareholder, holding 100 shares, has voted 98 shares "in favour" and 2 shares "against" the resolution in Item No 2 through remote e-voting.

Note: Thus, the Ordinary Resolution as given in Item No 2 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report  
Resolution No. 1 & 2 has been passed  
with requisite majority

**For V-GUARD INDUSTRIES LTD.**

*126*  
**CHAIRMAN**

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: F000960A000627047