

# V-GUARD INDUSTRIES LIMITED

Registered Office: 42/962, Vennala High School Road,  
Vennala P.O., Kochi - 682 028, Kerala, India

Tel : +91 484 3005000, 2005000

Fax: +91 484 3005100

Email: mail@vguard.in

CIN: L31200KL1996PLC010010



November 09, 2017

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 Postal Ballot Notice

This is to inform you that the Company has despatched Post Ballot Notice 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking consent/approval of the members of the Company for the following proposals to be passed through Postal Ballot:

1. To issue further number of options for grant under ESOS 2013.
2. Payment of commission to Mr. Kochoseph Chittilappilly, Non-Executive Director.

Dispatch of Notice of Postal Ballot to the members has been completed on November 09, 2017 and Postal Ballot including e-voting will commence from 9.00 a.m.(IST) on Friday, November 10, 2017 and ends at 5.00 p.m. (IST) on Saturday, December 9, 2017. The Board has appointed Mr. M D Selvaraj, Practicing Company Secretary, Coimbatore, as Scrutinizer for the entire Postal Ballot process and results of Postal Ballot will be declared on Monday, December 11, 2017, by the Chairman or any Director authorized by him through Company's website [www.vguard.in](http://www.vguard.in).

Postal Ballot Notice dispatched to the members of the Company is attached herewith for the records of the Stock Exchanges.

Thanking you

For V-Guard Industries Ltd.

Jayasree K  
Company Secretary





# 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:0484-3005000 Fax:0484-3005100

## 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 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable laws and regulations, if any, that the Company is seeking consent/approval of the members of the Company for the following proposals to be passed through Postal Ballot:

1. To issue further number of options for grant under ESOS 2013 and,
2. Payment of commission to Mr. Kochouseph Chittilappilly, Non-Executive Director.

The Statement setting out material facts concerning the resolutions set out at item nos. 1 to 2 of the Postal Ballot Notice dated November 9, 2017, pursuant to Section 102 of the Act relating to the Resolutions are annexed. Postal Ballot Notice dated November 9, 2017 is placed on the website of the Company.

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 person 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 National Securities Depository Limited (NSDL) 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 also 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 December 9, 2017, 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 Share Transfer Agent / Company and obtain a duplicate thereof.

E-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from 9.00 a.m. (IST) onwards from November 10, 2017 to 5.00 p.m. (IST) December 9, 2017. 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 December 11, 2017. Based on the Scrutinizer's Consolidated Report, the results of the Postal Ballot and e-voting will be declared on Monday, December 11, 2017 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](http://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](http://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 National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://www.evoting.nsdl.com). 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. December 9, 2017.

In case of any grievance or query connected with voting by Postal Ballot/e-voting, members may contact the Registrar and Share Transfer Agent at Link Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028 or at the Registered Office of the Company.

## **SPECIAL BUSINESS**

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

To issue further number of options for grant under ESOS 2013

RESOLVED THAT in partial modification of the special resolutions passed by the shareholders on May 14, 2013, through Postal Ballot, at the 20<sup>th</sup> Annual General Meeting of the Company held on July 26, 2016 and on April 30, 2017 through Postal Ballot and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, (the Act), and applicable rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (SEBI Regulations) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide their respective resolutions dated July 31, 2017, and subject to such other approvals, permissions and sanctions as may be necessary from various authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to create, issue, offer, grant and allot to or for the benefit of such person(s), as identified by the Nomination and Remuneration Committee, who are in permanent employment of the Company in India or out of India, including any Whole-time Director of the Company, except those who are Promoter or belonging to the Promoter Group, Director who himself or herself through his or her relative holds more than 10% of the paid up capital of the Company and Independent Directors, additional options, exercisable into not more than 10,00,000 equity shares of the Company under Employee Stock Option Scheme 2013, in one or more tranches, giving the right but not obligation to the holder, to subscribe for cash on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or regulations or guidelines issued by the relevant Authority and that each option would be exercisable into one equity share of face value of Re.1/- each fully paid-up on payment of the

requisite exercise price to the Company and the Board of the Company be and is hereby authorised to make requisite alterations in ESOS 2013, to give effect to the above creation of additional options.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 10,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

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

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

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares of the Company allotted under ESOS 2013 on the stock exchanges where the shares of the Company are listed, as per the provisions of the Listing Agreement executed with the stock exchanges concerned as per the provisions of Listing Regulations, the Act, SEBI Regulations and other guidelines, rules and regulations as may be applicable.

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

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

Payment of commission to Mr. Kochouseph Chittilappilly, Non-Executive Director

RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Article 129 of the Articles of Association of the Company and subject to such approvals, consents and sanction as may be required and pursuant to the recommendation of the members of Nomination and Remuneration Committee and approval of the Board of Directors, made and given in their respective meetings, held on July 31, 2017, consent of the Members of the Company, be and is hereby accorded for payment of remuneration in the form of commission to Mr. Kochouseph Chittilappilly, Non-Executive Chairman of the Board of the Company, for a period of three years commencing from August 1, 2017 to July 31, 2020 and that the commission payable to him shall not exceed 1% of the net profits of the Company for each financial year computed in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the commission payable to Mr. Kochouseph Chittilappilly, shall be exclusive of sitting fee payable to him for attending meetings of the Board or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to decide the amount of commission payable to Mr. Kochouseph Chittilappilly, for each financial year.

RESOLVED FURTHER THAT the Board of Directors, including any committee thereof, of the Company be and is hereby authorized severally to do all acts, deeds, matters and things and to take all such steps as may be necessary or expedient to give effect to the resolution.

By Order of the Board  
For V-GUARD INDUSTRIES LIMITED

Sd/-  
JAYASREE K  
Company Secretary  
(Membership No.: ACS 15900)

Place : Kochi  
Date : November 9, 2017

**NOTES:**

- (i) The Postal Ballot Notice is being sent to the Members whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, November 3, 2017. 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 Friday, November 3, 2017 (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.
- (iv) 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. December 9, 2017.

The instructions for Shareholders for e-voting are as under:

- (a) In case of Shareholders' receiving e-mail from NSDL
  - (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
  - (iii) Click on Shareholder – Login.
  - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof and note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of V-Guard Industries Limited.



- (viii) Now you are ready for e-Voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csmds@airtelmail.in with a copy marked to evoting@nsdl.co.in.
- (b) In case of Shareholders’ receiving Postal Ballot Form by Post:
- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
<b>107999</b>		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.**

1. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID).
2. In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No + Folio No).

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- v) The period for e-voting starts at 9.00 a.m.(IST) on Friday, November 10, 2017 and ends at 5.00 p.m. (IST) on Saturday, December 9, 2017. E-voting will be blocked by NSDL at 5.00 p.m. on Saturday, December 9, 2017.
- vi) There will be one e-vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

### **Statement**

Statement setting out material facts concerning each of the Resolutions mentioned under Item Nos. 1 and 2 set out in the Postal Ballot Notice, pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the Act) and Companies (Management and Administration) Rules, 2014 (the Rules).

#### **Item No. 1**

The Company had implemented an Employee Stock Option Scheme 2013 (ESOS 2013), in accordance with erstwhile Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and sought the approval of the members on May 14, 2013, through postal ballot procedure for grant of 1,12,00,000 numbers of options exercisable into equity shares of face value of Re.1/- each under the scheme to eligible employees of the Company. Approval of the shareholders was obtained in their 20<sup>th</sup>

Annual General Meeting held on July 26, 2016, for further grant of 22,50,000 nos. of options exercisable into equity shares of face value of Re.1/- each. The Company sought the approval of the members on April 30, 2017, through postal ballot for further grant of 2,00,000 nos. of options exercisable into equity shares of face value of Re.1/- each. The members had also authorized the Board or its Committee to make alterations, modification or variation in the ESOS 2013, from time to time. The scheme is administered by Nomination and Remuneration Committee and options were granted to eligible employees from time to time.

Equity based compensation is considered to be an integral part of employee compensation, which enables alignment of personal goals of the employees with organizational goals. Directors believe that equity based compensation schemes are an effective tool to reward the employees including the professional Directors in the growth pace of the Company and helps in retaining the existing key resources and attract new talents, who are required for the future growth.

With this objective, on recommendation of Nomination and Remuneration Committee, your Directors propose, to create, issue, grant, offer and allot at any time to or for the benefit of such person(s) who are in the permanent employment of the Company, in India or out of India including Whole-time Director, other than Promoters and Independent Directors of the Company, additional options exercisable into not more than 10,00,000 equity shares of the Company under Employee Stock Option Scheme 2013, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board or Nomination and Remuneration Committee in accordance with the provisions of the law or regulations issued by the relevant authority and that each option would be exercisable into one equity share of face value of Re.1/- each fully paid-up on payment of the requisite exercise price to the Company, subject to approval of members and such other approvals, as the case may be. The Board or the Nomination and Remuneration Committee of the Company is authorised to carry out requisite modifications in ESOS 2013, to enhance the limit of options to be granted, after obtaining the approval of the members.

### **Brief description of ESOS 2013**

- a. The Nomination and Remuneration Committee, may, on such dates as it shall determine, grant to such eligible employees and Directors, as it may in its absolute discretion, options under ESOS 2013, on such terms and conditions, as it may decide.
- b. 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 a function of continued employment with the Company.
- c. The exercise price would be equal to a price not less than face value of the shares and not more than the prevailing Fair Market Value of the shares, on the prior date of the meeting of the Nomination and Remuneration Committee, for consideration of grant.
- d. 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.
- e. The Company will conform to the disclosures and the accounting policies prescribed by SEBI and other regulatory authorities from time to time.
- f. 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.
- g. 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.
- h. The scheme contemplates fresh or new issue of equity shares by the Company and no acquisition will be made from the secondary market.

- i. The Scheme does not contemplate formation of Trust and hence there is no requirement for providing of loan to Trust.
- j. 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 recognised 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.

A copy of ESOS 2013 is available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) during normal business hours upto December 9, 2017.

The Board of Directors recommend passing of the Special Resolution contained in item no. 1 of the Postal Ballot Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the resolution set out in item no.1 except to the extent of their entitlements, if any, under the ESOS 2013, of the Postal Ballot Notice.

## **Item No. 2**

Mr. Kochouseph Chittilappilly is the founder promoter of the Company and had been the Executive Chairman from November 2012 to July 31, 2017. Since inception, he has played a pivotal role in taking the Company to different growth phases and has laid down robust processes in every sphere of overall operational Management. As the Chairman of the Company, he has been deeply involved in supervising various strategic initiatives, which are integral considering the present growth trajectory of the Company.

He has moved from the executive position of Chairman to non-executive, effective from August 1, 2017, to be fully involved in other ventures founded by him. As the Chairman of the Board in Non-executive capacity, in the years ahead he would be profoundly involved in further strengthening the governance practices of the Company and ensure that ethical standard levels are maintained in the fast growth trajectory. Considering his contributions, the members of Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on July 31, 2017, have recommended payment of remuneration to Mr. Kochouseph Chittilappilly, in the form of commission not exceeding 1% of the net profits of the Company for each financial year computed in accordance with the provisions of Section 198 of the Act, for a period of three years from August 1, 2017 to July 31, 2020, subject to the approval of members of the Company. Such Commission will be in addition to the sitting fee being paid to him by the Company for attending the Board / Committee meetings of the Company.

In accordance with the provisions of Section 197 (1) (ii) (A) of the Act and Listing Regulations, remuneration by way of commission upto 1% of the net profits may be paid to the Directors who are neither Managing Directors nor Whole time directors subject to the approval of shareholders.

Other than Mr. Kochouseph Chittilappilly, Mr. Mithun K Chittilappilly, Mrs. Joshna Johnson Thomas, and their relatives, no other Director or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out in item no.2 of the accompanying Notice.

Your Directors recommend the Resolution for approval of the shareholders.

By Order of the Board  
For V-GUARD INDUSTRIES LIMITED

Sd/-  
JAYASREE K  
Company Secretary  
(Membership No.: ACS 15900)

Place : Kochi  
Date : November 9, 2017

Encl: 1. Postal Ballot Form  
2. Prepaid Business Reply Envelop





# V-GUARD INDUSTRIES LIMITED

CIN: L31200KL1996PLC010010

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

Phone: 0484 3005000 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 / beneficial owner (IN BLOCK LETTERS)
3. Name(s) of the joint shareholder(s) / Beneficial owner(s), if any (IN BLOCK LETTERS)
4. Number of shares held

I / We hereby exercise my / our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated November 9, 2017 as per the text resolutions with explanatory statement 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) (✓)
<b>Special Resolution</b>				
1	To issue further number of options for grant under ESOS 2013.			
<b>Ordinary Resolution</b>				
2	Payment of commission to Mr. Kochouseph Chittilappilly, Non-Executive Director.			

### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

<b>EVEN</b> (Electronic Voting Event Number)	<b>USER ID</b>	<b>PASSWORD / PIN</b>
<b>107999</b>		

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

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
<b>10.11.2017</b>	<b>09.12.2017</b>

Last date of receipt of Postal Ballot Form by the Scrutinizer is 09.12.2017

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) The votes should be cast in favour of or against the resolution by putting 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) The 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 resolutions, 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 in pencil 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 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 Saturday, December 09, 2017. If any postal ballot form is received after this 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 Share Transfer Agent, Link Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028. 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 will be final.