

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



December 11, 2017

The Manager, Listing Department, BSE Limited, PhirozeJeejeebhoy 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
Scrip Code: 532953	Scrip Code: 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

The Board of Directors had sought approval of the Shareholders of the Company by 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 / Ordinary Resolutions as set out in the Postal Ballot Notice dated 9th November, 2017 and all the resolutions in the Notice have been duly passed by the shareholders.

The Board of Directors had appointed Mr. M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, as "Scrutinizer" for conducting the Postal Ballot and Remote E-voting process. The Postal ballot and Remote E-voting was conducted between Friday, 10th November 2017 at 09:00 Hours and on Saturday, 9th December 2017 at 17:00 Hours and the results of Postal Ballot & Remote E-voting were declared on Monday, 11th December 2017 at the Registered office through the website of the Company.

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

Kindly take the above on record.

Thanking you,

Yours faithfully,

For V-Guard Industries Ltd.

Chairman
(DIN: 00020512)



Voting Results

Date of the AGM/EGM	N.A.
Total number of shareholders on record date (3 rd November 2017)	65562
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public:	N.A.

Item No. 1: To issue further number of options for grant under ESOS 2013								
Resolution required: (Ordinary/Special)							Special 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 and Promoter Group	E-Voting	27,67,43,040	27,67,43,040	100.00	27,67,43,040	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		0	0.00%	0	0	0.00	0.00
	Total		27,67,43,040	27,67,43,040	100.00	27,67,43,040	0	100.00
Public Institutions	E-Voting	9,85,32,228	7,37,27,006	74.83	6,98,30,985	38,96,021	94.72	5.28
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9,85,32,228	7,37,27,006	74.83	6,98,30,985	38,96,021	94.72
Public Non-Institutions	E-Voting	4,93,79,193	63,97,060	12.95	63,77,425	19,635	99.69	0.31
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		*4,86,498	0.99	4,78,569	7,929	98.37	1.63
	Total		4,93,79,193	68,83,558	13.94	68,55,994	27,564	99.60
Total		42,46,54,461	35,73,53,604	84.15	35,34,30,019	39,23,585	98.90	1.10

*Excludes Invalid votes 75,747 equity shares

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.



Item No. 2: Payment of commission to Mr. Kochouseph Chittilappilly, Non-Executive Director								
Resolution required: (Ordinary/Special)						Ordinary Resolution		
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 and Promoter Group	E-Voting	27,67,43,040	2,08,08,000	7.52	2,08,08,000	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		27,67,43,040	2,08,08,000	7.52	2,08,08,000	0	100.00
Public Institutions	E-Voting	9,85,32,228	7,06,03,756	71.65	7,06,03,756	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9,85,32,228	7,06,03,756	71.65	7,06,03,756	0	100.00
Public Non-Institutions	E-Voting	4,93,79,193	21,63,466	4.38	21,23,694	39,772	98.16	1.84
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		*4,89,168	0.99	4,74,778	14,390	97.06	2.94
	Total		4,93,79,193	26,52,634	5.37	25,98,472	54,162	97.96
Total		42,46,54,461	9,40,64,390	22.15	9,40,10,228	54,162	99.94	0.06

*Excludes Invalid votes 75,747 equity shares

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

Thanking You,

Yours faithfully,

For V-Guard Industries Ltd.


Chairman
(DIN: 00020512)





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@mdsservices.in, Web : www.mdsservices.in

SCRUTINIZER'S REPORT FOR 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)

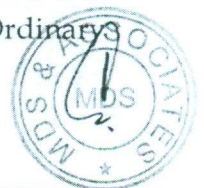
Date: 10th December 2017

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 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 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 Special / Ordinary Resolution as set out in the Postal ballot Notice dated 9th November 2017.



Responsibility of the Management

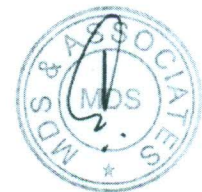
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 9th November 2017.

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 of the votes cast "in favour" or "against" the Resolution(s) as set out in the Postal ballot Notice dated 9th November 2017, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received up to 17:00 hours on Saturday, 9th December 2017.

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

- On 9th November 2017, the Company has, through its Registrar and Transfer agent viz. M/s. Link Intime India Private Limited, Coimbatore, completed the dispatch / sending of Postal ballot Notice dated 9th November 2017 and the Postal Ballot form along with prepaid postage business reply envelope by Indian Registered Post/e-mail to its shareholders whose names appeared on the Register of Members / List of Beneficiaries as on 3rd November 2017.
- The shareholders of the Company holding shares as on the "cut-off" date of 3rd November 2017 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 2 of the Postal ballot Notice.
- The voting period for remote e-voting commenced on Friday, 10th November 2017 at 09:00 Hours and ended on Saturday, 9th December 2017 at 17:00 Hours. The Postal Ballot forms received up to 17:00 Hours on Saturday, 9th December 2017 were considered for my scrutiny.



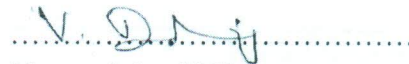
➤ I, as the Scrutinizer, unblocked the votes cast, on Saturday, 9th December 2017 at 17:28 Hours in the presence of Mr. A Selten Jayaraj (the undersigned as Witness No.1) and Mrs. V Daisy (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 - as amended.

Witness No.1

Witness No.2



Name: Mr. A Selten Jayaraj

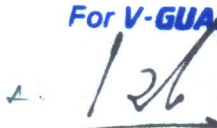


Name: Mrs. V Daisy

➤ 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:

For V-GUARD INDUSTRIES LTD.


CHAIRMAN



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



SPECIAL BUSINESS**Resolution No: 1**

Special resolution

Issue further number of options for grant under ESOS 2013

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	396	35,29,51,450	98.90
Postal Ballot Form	325	4,78,569	98.37
Total Voting	721	35,34,30,019	98.90

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	71	39,15,656	1.10
Postal Ballot Form	14	7,929	1.63
Total Voting	85	39,23,585	1.10

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	15	75,747
Total Voting	15	75,747



SPECIAL BUSINESS

Resolution No: 2

Special resolution

Payment of commission to Mr Kochoseph Chittilappilly, Non-Executive Director

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	399	9,35,35,450	99.96
Postal Ballot Form	319	4,74,778	97.06
Total Voting	718	9,40,10,228	99.94

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	58	39,772	0.04
Postal Ballot Form	20	14,390	2.94
Total Voting	78	54,162	0.06

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	15	75,747
Total Voting	15	75,747

For **V-GUARD INDUSTRIES LTD.**

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

V-GUARD INDUSTRIES LIMITED

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

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Email: mail@vguard.in

CIN: L31200KL1996PLC010010



DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE DATED NOVEMBER 9, 2017

Pursuant to Section 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 pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company was sought, for passing the Resolutions set out in the Postal Ballot Notice dated November 9, 2017, by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolutions together with the Statement setting out material facts concerning each of the Resolutions set out in the Notice was sent to all the Members and the Company had provided the Members, the facility to vote by postal ballot by submission of Postal Ballot Forms or through electronic means. The last date for receipt of Postal Ballot Form in postage pre-paid self-addressed envelope or voting through electronic means was Saturday, December 9, 2017. The Board of Directors at their meeting held on November 9, 2017, had appointed Mr. M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, as scrutinizer to conduct the voting in a fair and transparent manner.

The scrutinizer has submitted his report on postal ballot and remote e-voting and basis his report, it is hereby declared, that all the two Resolutions set out in the Postal Ballot Notice dated November 9, 2017, have been duly passed by the Members of the Company with requisite majority. Report of Scrutinizer dated December 10, 2017, is attached hereto.

The details of the voting results of the Resolutions passed through Postal Ballot process including e-voting are given hereunder:

1.	Date of declaration of Postal Ballot Results	Monday, December 11, 2017
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	65,562 shareholders as on November 3, 2017
3.	No. of shareholders in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable



Item No.1 To Issue further number of options for grant under ESOS 2013

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	27,67,43,040	27,67,43,040	100.00	27,67,43,040	0	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		27,67,43,040	27,67,43,040	100.00	27,67,43,040	0	100.00
Public	E-voting	14,79,11,421	8,01,24,066	54.17	7,62,08,410	39,15,656	95.11	4.89
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		*4,86,498	0.33	4,78,569	7,929	98.37	1.63
	Total		14,79,11,421	8,06,10,564	54.50	7,66,86,979	39,23,585	95.13
TOTAL		42,46,54,461	35,73,53,604	84.15	35,34,30,019	39,23,585	98.90	1.10

*Excludes Invalid votes 75,747 equity shares.

Result: Resolution passed by requisite majority



Item No.2 Payment of commission to Mr. Kochouseph Chittilappilly, Non-Executive Director

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	27,67,43,040	2,08,08,000	7.52%	2,08,08,000	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		27,67,43,040	2,08,08,000	7.52%	2,08,08,000	0	100.00%
Public	E-voting	14,79,11,421	7,27,67,222	49.20	7,27,27,450	39,772	99.95	0.05
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		*4,89,168	0.33	4,74,778	14,390	97.06	2.94
	Total		14,79,11,421	7,32,56,390	49.53	7,32,02,228	54,162	99.93
TOTAL		42,46,54,461	9,40,64,390	22.15	9,40,10,228	54,162	99.94	0.06

*Excludes Invalid votes 75,747 equity shares

Result: Resolution passed by requisite majority

For V-GUARD INDUSTRIES LIMITED


Chairman
DIN: 00020512

Date: 11.12.2017
Place: Kochi

