

February 19, 2018

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

The Company on January 22, 2018 had intimated stock exchanges about the approval received from Board of Directors on the proposal of Fund Raising either through Issuance of Non-Convertible Debentures on Private Placement basis or Issuance of Equity Shares or other securities through Qualified Institutional Placement or a combination of both.

Further to the earlier mentioned intimation, we would like to inform you that, pursuant to Section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of Companies Management and Administration Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly completed physical and electronic dispatch of Postal Ballot notice dated February 19, 2018 along with other documents to all the shareholders whose names appear in the Register of Members/Beneficial Owners as on February 16, 2018 (Cut-Off date), seeking approval of members by way of special resolutions as set out in the Postal Ballot Notice.

The Company has engaged National Securities Depository Limited (NSDL) 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 Tuesday, February 20, 2018 and ends at 5.00 p.m. (IST) on Wednesday, March 21, 2018.

We are hereby attaching a copy of the Postal Ballot notice and Postal Ballot Form which have been displayed in the website of the Company viz; www.vguard.in and on the website of the NSDL at <https://evoting.nsdl.com>.

This is for your information and record.

Thanking you
For V-Guard Industries Ltd.



Jayasree K
Company Secretary

(enclosure: mentioned as above)



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

P +91 484 300 5000, 200 5000
F +91 484 300 5100
E mail@vguard.in

V-Guard Industries Limited

CIN:L31200KL1996PLC010010

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

Phone: 0484-3005000 Fax: 0484-3005100

E-mail: secretarial@vguard.in website: www.vguard.in



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 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. Issuance of Non-Convertible Debentures on Private Placement basis; and
2. Issuance of Equity Shares or other securities through Qualified Institutional Placement

The Statement setting out material facts concerning the resolutions set out at item nos. 1 and 2 of the Postal Ballot Notice dated February 19, 2018, pursuant to Section 102 of the Act relating to the Resolutions are annexed. Postal Ballot Notice dated February 19, 2018 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.e-voting.nSDL.com.

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 sends his vote through the Postal Ballot Form also, 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 21, 2018, 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 / the Company and obtain a duplicate thereof.

E-voting facility is available at the link www.evoting.nsdl.com from 9.00 a.m. (IST) onwards from February 20, 2018 to 5.00 p.m. (IST) March 21, 2018. 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 March 22, 2018. Based on the Scrutinizer's Consolidated Report, the results of the Postal Ballot and e-voting will be declared on March 22, 2018 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, 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 National Securities Depository Limited (NSDL), 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. March 21, 2018.

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. Issuance of Non-Convertible Debentures on Private Placement basis

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter collectively referred to as "the Rules"), as may be amended from time to time and other applicable rules under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and any other applicable regulations and guidelines issued by the Securities and Exchange Board of India (including any statutory modification(s) and amendment(s) thereof), the Foreign Exchange Management Act, 1999, as amended, and any circulars, notifications, clarifications, guidelines, rules and regulations, if any, prescribed by any relevant authority and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from various statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and / or regulatory authorities while granting such approvals, consents, sanctions, permissions, which may be agreed to by the Board of Directors, approval 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 thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot secured / unsecured redeemable Non-Convertible Debentures, in one or more tranches, aggregating upto Rs.500 crores (Rupees Five Hundred Crores only), on a private placement basis, during the period of twelve months from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, to such eligible investors as the Board may in its sole discretion decide and on such terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable in connection with the private placement of secured / unsecured redeemable Non-Convertible Debentures or

any matter incidental thereto including but not limited to the determination of face value, issue price, issue size, timing, amount, security, coupon or interest rate(s), yield, utilization of issue proceeds, listing, allotment and other terms and conditions of the issue, appointment of intermediaries and sign and execute all deed(s) / document(s) / undertaking(s) / agreement(s) / paper(s) / underwriting(s) and create security on the assets of the Company.

2. Issuance of Equity Shares or other securities through Qualified Institutional Placement

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 Sections 23, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable rules made thereunder, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (“SEBI ICDR Regulations”) as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations made thereunder, as amended from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India, Reserve Bank of India, SEBI and / or any other competent authorities and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from various statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and / or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board of Directors of the Company (hereinafter called the “the Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, issue, offer and allot equity shares / fully convertible debentures / partly convertible debentures / non-convertible debentures together with warrants which are convertible into equity shares or any other eligible securities or any combination thereof, (collectively referred to as “QIP Securities”) to Qualified Institutional Buyers (QIBs) as per the provisions of Chapter VIII of SEBI ICDR Regulations, whether or not such QIBs are members of the Company, on the basis of placement document(s), at such time or times, in one or more tranche or tranches, at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries in accordance with the provisions of the SEBI ICDR Regulations, provided however that the aggregate amount raised by issue of QIP Securities as above, shall not exceed a maximum limit of Rs.500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT:-

- a) the securities proposed to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;
- b) the equity shares that may be issued by the Company shall rank pari passu with the existing equity shares of the Company in all respects;
- c) the equity shares to be issued on conversion of securities convertible into equity shares shall be approximately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organization or restructuring; and
- d) the equity shares that may be issued and allotted shall be listed on the stock exchanges, where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board decides to open the proposed issue subsequent to receipt of the relevant approval from the shareholders, or the date on which the holder of the applicable QIP Securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be and the Board be and is hereby authorized to offer a discount of not more than five per cent on the price calculated for the Qualified institutional Placement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of applicable QIP Securities referred above or as may be necessary in accordance with the terms of the offering.

RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities referred above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable, including without limitation, entering into of underwriting, marketing and similar agreements and to remunerate the Lead Managers, Underwriters and all other agencies / intermediaries by way of commission, brokerage, fees and the like who may be involved or connected in such offerings of the QIP Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment or utilization of issue proceeds, as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create charge by way of mortgage / hypothecation on the Company's assets under the then relevant provisions of the Act, in respect of the aforesaid QIP Securities, either on pari passu basis or otherwise or as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable laws, to give effect to the aforesaid resolutions, the Board be and is hereby authorized to take such steps and to perform all such acts, deeds, matters and things and accept any alterations or modification(s) including signing and executing letters, deeds, agreements and documents of such nature as may be required and deemed fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of QIP Securities including making application for listing thereof.

RESOLVED FURTHER THAT the allotment of QIP Securities shall be completed within 12 (twelve) months from the date of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

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

Place : Kochi
Date : February 19, 2018

NOTES:

- (i) 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 Friday, February 16, 2018. 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, February 16, 2018 (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. March 21, 2018.

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password'
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmds@airtelmail.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990 or send a request at evoting@nsdl.co.in.

- v) The period for e-voting starts at 9.00 a.m.(IST) on Tuesday, February 20, 2018 and ends at 5.00 p.m. (IST) on Wednesday, March 21, 2018. E-voting will be blocked by NSDL at 5.00 p.m. on Wednesday, March 21, 2018.
- vi) There will be one e-vote for every Client ID/ 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

Keeping in view the requirements of funds for the Company's business operations, the Board of Directors (hereinafter referred as 'the Board') of the Company, in their meeting held on January 22, 2018, has approved the proposal to issue secured / unsecured redeemable Non-Convertible Debentures (NCD) for an aggregate amount not exceeding Rs.500 Crores (Rupees Five Hundred crores only).

As per the provisions of Sections 42 and other applicable provisions of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, prior approval of the members by way of a Special Resolution is required for a Company to raise funds through an offer or invitation to subscribe to NCD on a private placement basis. The Special Resolution passed will be valid for a period of twelve months from the date of passing of the same and the Company can make offer or invitation to subscribe to NCD in one or more tranches at different times during the one-year period.

Approval of the members of the Company is sought to enable the Board to offer, issue and allot secured / unsecured redeemable NCD on a private placement basis, to eligible investors, in one or more tranches, on such terms and conditions, as the Board may determine, during the period of twelve months from the date of passing of the special resolution, within the overall borrowing limits of the Company under Section 180(1)(c) of the Act. If the Board decides to list the NCD, it will comply with all the requirements of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution at item No.1 of the Postal Ballot Notice for approval of the members of the Company, as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, except as members, in the resolution set out at item No.1.

Item No. 2

As per the provisions of Sections 23, 42, 62 and 71 of the Act read with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("SEBI ICDR Regulations"), creation, issue and offer of equity shares or other convertible securities to persons other than members of a Company, requires prior approval of the members by way of a Special Resolution.

With an intention to raise additional capital to meet the funding requirements of the Company, the Board of Directors in their meeting held on January 22, 2018, accorded approval to take an omnibus approval of the members of the Company to raise funds through creation, issue, offer and allotment equity shares / fully convertible debentures / partly convertible debentures / non-convertible debentures together with warrants which are convertible into equity shares or any other eligible securities or any combination thereof, (collectively referred to as "QIP Securities") to Qualified Institutional Buyers, at such times, in one or more tranches, for an aggregate amount not exceeding Rs.500 crores.

The members may note that resolution set out at item No. 2 of the Postal Ballot Notice dated February 19, 2018, is only an enabling resolution and detailed terms and conditions for the offer will be determined in consultation with the lead managers and other advisors appointed for the proposed issue of QIP Securities. The proposed resolution will provide flexibility to the Board to raise funds through any of the above modes, considering the market conditions.

The pricing of the Securities to be issued to Qualified Institutional Buyers shall be determined by the Board in accordance with the provisions of Chapter VIII of SEBI ICDR Regulations. In case of allotment of securities, the 'relevant date' will be the date when the Board decides to open the issue or in case of convertible securities, the 'relevant date' will be either the date of the meeting in which the Board or a Committee thereof decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under Chapter VIII of SEBI ICDR Regulations. The resolution enables the Board to offer a discount of not more than 5% on the price determined. The equity shares allotted or arising out of conversion of securities will be listed on the stock exchanges where the equity shares of the Company are currently listed. The resolution also authorizes the Board to do all acts and things that are necessary for creation, issue, offer and allotment of QIP Securities.

As and when the Board takes a decision on raising of funds basis the omnibus approval accorded by the members, appropriate disclosures will be made to the stock exchanges as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the special resolution set out at the agenda item No. 2 of the Postal Ballot Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item No. 2, except as members.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : February 19, 2018

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

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 - 6820;

Phone: 0484-3005000 Fax: 0484-3005100 E-mail: secretarial@vguard.i

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 February 19, 2018 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) (✓)
Special Resolution				
1	Issuance of Non-Convertible Debentures on Private Placement basis			
2	Issuance of Equity Shares or other securities through Qualified Institutional Placement			

Place :

Date :

Signature of the Shareholder

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:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN
108201		

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

Commencement of e-voting	End of e-voting
20.02.2018	21.03.2018

Last date of receipt of Postal Ballot Form by the Scrutinizer is 21.03.2018

If the voting rights are exercised electronically, there is no need to use this form.

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 filled and / or signed in pencil.
 - x. 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 Wednesday, March 21, 2018. 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) In case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- o) 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.
- p) 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.
- q) The Scrutinizer's decision on the validity of the Postal Ballot will be final.