

March 22, 2018

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 532953	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 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**

The Board of Directors had sought approval of the Shareholders of the Company by Postal Ballot process pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolutions as set out in the Postal ballot Notice dated February 19, 2018 and all the resolutions in the Notice have been duly passed by the shareholders with requisite majority .

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 Company had engaged NSDL as the authorized agency for providing e-voting facilities to shareholders. The Postal ballot and Remote E-voting was conducted between Tuesday, February 20, 2018 at 09:00 Hours and to Wednesday, March 21, 2018 at 17:00 Hours and the results of Postal Ballot & Remote E-voting were declared on Thursday, March 22, 2018 at the Registered office of the Company through the Company's website at [www.vguard.in](http://www.vguard.in).

**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](mailto:mail@vguard.in)  
W [www.vguard.in](http://www.vguard.in)



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	Thursday, March 22, 2018
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	74,655 shareholders as on February 16, 2018
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

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,

Yours faithfully,

For V-Guard Industries Ltd.



Jayasree K  
Company Secretary



**Item No.1 Issuance of Non-Convertible Debentures on Private Placement basis**

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	27,37,63,040	27,37,63,040	100.00	27,37,63,040	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
	<b>Total</b>		<b>27,37,63,040</b>	<b>27,37,63,040</b>	<b>100.00</b>	<b>27,37,63,040</b>	<b>0</b>	<b>100.00</b>
Public	E-voting	15,18,00,552	8,97,50,641	59.12	8,97,45,057	5,584	99.99	0.01
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		*2,55,017	0.17	2,37,567	17,450	93.16	6.84
	<b>Total</b>		<b>15,18,00,552</b>	<b>**9,00,05,658</b>	<b>59.29</b>	<b>8,99,82,624</b>	<b>23,034</b>	<b>99.97</b>
<b>TOTAL</b>		<b>42,55,63,592</b>	<b>36,37,68,698</b>	<b>85.48</b>	<b>36,37,45,664</b>	<b>23,034</b>	<b>99.99</b>	<b>0.01</b>

\*Excludes Invalid votes 15725 equity shares.

\*\*4 Shareholders holding 217983 shares abstained from E-voting / Postal Ballot Voting

Result: Special Resolution passed by requisite majority



**Item No.2 Issuance of Equity Shares or other securities through Qualified Institutional Placement**


Resolution required: Ordinary / Special		Special						
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	27,37,63,040	27,37,63,040	100.00	27,37,63,040	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		<b>27,37,63,040</b>	<b>27,37,63,040</b>	<b>100.00</b>	<b>27,37,63,040</b>	<b>0</b>	<b>100.00</b>
Public	E-voting	15,18,00,552	8,97,51,088	59.12	8,97,42,912	8,176	99.99	0.01
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		*2,55,047	0.17	2,39,171	15,876	93.78	6.22
	Total		<b>15,18,00,552</b>	<b>**9,00,06,135</b>	<b>59.29</b>	<b>8,99,82,083</b>	<b>24,052</b>	<b>99.97</b>
<b>TOTAL</b>		<b>42,55,63,592</b>	<b>36,37,69,175</b>	<b>85.48</b>	<b>36,37,45,123</b>	<b>24,052</b>	<b>99.99</b>	<b>0.01</b>

\*Excludes Invalid votes 15725 equity shares

\*\*3 Shareholders holding 217953 shares abstained from E-voting / Postal Ballot Voting

Result: Special Resolution passed by requisite majority

For V-GUARD INDUSTRIES LIMITED



Jayasree K  
Company Secretary



Date : 22.03.2018  
Place: Kochi



*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)**

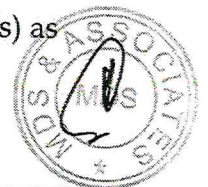
Date: 22<sup>nd</sup> March 2018

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 Resolution(s) as set out in the Postal ballot Notice dated 19<sup>th</sup> February 2018.



**Responsibility of the Management**

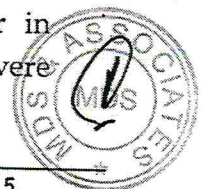
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 19<sup>th</sup> February 2018.

**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 19<sup>th</sup> February 2018, 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 Remote e-voting facilities and of the Postal Ballot forms received up to 17:00 hours on Wednesday, 21<sup>st</sup> March 2018.

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

- The Company has on Monday, 19<sup>th</sup> February 2018,, (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelop to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 16<sup>th</sup> February 2018, 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, 16<sup>th</sup> February 2018, 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, 16<sup>th</sup> February 2018 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 2 of the Postal ballot Notice.
- The Remote e-voting period remained open from Tuesday, 20<sup>th</sup> February 2018, 9:00 A:M to Wednesday, 21<sup>st</sup> March 2018, 5:00 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. 16<sup>th</sup> February 2018 were entitled to vote on the resolutions set out in the Notice of Postal ballot.



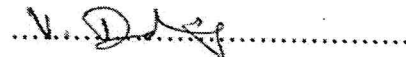
- The Postal Ballot forms received up to 5:00 P:M on Wednesday, 21<sup>st</sup> March 2018 were considered valid for scrutiny. The Postal Ballot forms which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of NSDL was disabled on Wednesday, 21<sup>st</sup> March 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Wednesday, 21<sup>st</sup> March 2018 at 5:13 P:M 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



Name: Mr. A Selten Jayaraj

Witness No.2




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

Resolution No: 1

Special resolution

Issuance of Non-Convertible Debentures on Private Placement basis

## 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	277	36,35,08,097	100.00
Postal Ballot Form	322	2,37,567	93.16
Total Voting	*599	*36,37,45,664	99.99

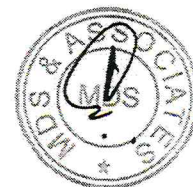
## VOTES CAST AGAINST THE RESOLUTION

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	22	5,584	0.00
Postal Ballot Form	23	17,450	6.84
Total Voting	45	23,034	0.01

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	25	15,725
Total Voting	25	15,725

\*4 Shareholders holding 217983 shares abstained from E-voting / Postal Ballot Voting





**Resolution No: 2**

Special resolution

Issuance of Equity Shares or other securities through Qualified Institutional Placement

**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	278	36,35,05,952	100.00
Postal Ballot Form	329	2,39,171	93.78
<b>Total Voting</b>	<b>607</b>	<b>36,37,45,123</b>	<b>99.99</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	24	8,176	0.00
Postal Ballot Form	17	15,876	6.22
<b>Total Voting</b>	<b>41</b>	<b>24,052</b>	<b>0.01</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	25	15,725
<b>Total Voting</b>	<b>25</b>	<b>15,725</b>

\*3 Shareholders holding 217953 shares abstained from E-voting / Postal Ballot Voting

Based on the Scrutinizer's Report

Resolution nos 1- 2 have 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