

September 28, 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
Scrip Code: 532953	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 Ordinary Resolution set out in the Postal ballot Notice dated August 28, 2018 and the resolution 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 authorised Link Intime India Private Limited, for providing e-voting facilities to the shareholders of the Company through e-voting platform "InstaVote". The Postal ballot and Remote E-voting was conducted between Wednesday, August 29, 2018 at 09:00 Hours and Thursday, September 27, 2018 at 17:00 Hours and the results of Postal Ballot & Remote E-voting were declared on Friday, September 28, 2018 at the Registered office of the Company through the Company's website at www.vguard.in. The details of the voting results of the Resolution passed through Postal Ballot process including e-voting are given hereunder:

1.	Date of declaration of Postal Ballot Results	Friday, September 28, 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	83,930 shareholders as on August 24, 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

V-GUARD INDUSTRIES LTD.
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Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010

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Item No.1 Appointment of Ms. Radha Unni as an Independent Director for a period of three years effective from September 27, 2018.

Resolution required: Ordinary / Special			Ordinary					
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
	Total		27,37,63,040	27,37,63,040	100.00	27,37,63,040	0	100.00
Public	E-voting	15,26,47,698	9,01,15,936	59.03	9,01,15,689	247	100.00	0.00
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		*2,55,838	0.17	2,54,538	1,300	99.49	0.51
	Total		15,26,47,698	**9,03,71,774	59.20	9,03,70,227	1,547	100.00
TOTAL		42,64,10,738	36,41,34,814	85.40	36,41,33,267	1,547	100.00	0.00

*Excludes Invalid votes 11445 equity shares.

**7 Shareholders holding 281 shares abstained from E-voting

Result: Ordinary Resolution passed by requisite majority

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

Kindly take the above on record.

Thanking you,

For V-Guard Industries Ltd.



Jayasree K
Company Secretary
Membership No. A15900





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: 28th September 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 Ordinary Resolution as set out in the Postal ballot Notice dated 28th August 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 as set out in the Postal ballot Notice dated 28th August 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 as set out in the Postal ballot Notice dated 28th August 2018, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited (LIPL), 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 Thursday, 27th September 2018.

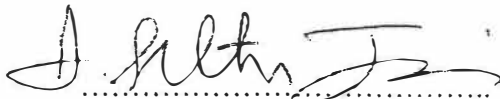
Further in addition to the above, I submit my report as under:

- The Company has on Tuesday, 28th August 2018, (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 24th August 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, 24th August 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, 24th August 2018 were entitled to vote on the proposed resolution as set out in Item No. 1 of the Postal ballot Notice.
- The Remote e-voting period remained open from Wednesday, 29th August 2018, 9:00 A:M to Thursday, 27th September 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. 24th August 2018 were entitled to vote on the resolution set out in the Notice of Postal ballot.



- The Postal Ballot forms received up to 5:00 P:M on Thursday, 27th September 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 Link Intime India Private Limited (LIPL) was disabled on Thursday, 27th September 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Thursday, 27th September 2018 at 6:05 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, as under:



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

SPECIAL BUSINESS**Resolution No: 1****Ordinary resolution**

Appointment of Ms Radha Unni as an Independent Director for a period of three years effective from September 27, 2018

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	186	36,38,78,729	100.00
Postal Ballot Form	266	2,54,538	99.49
Total Voting	452	36,41,33,267	100.00

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	5	247	0.00
Postal Ballot Form	5	1,300	0.51
Total Voting	10	1,547	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	27	11,445
Total Voting	27	11,445

Note: 7 Shareholders holding 281 shares abstained from E-voting

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

Based on the Scrutinizer's Report
 Resolution no 1 has been passed with requisite majority

For V-GUARD INDUSTRIES LTD.

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CHAIRMAN