

July 13, 2019

The shareholders
V-Guard Industries Limited

Sub: Declaration of voting results of resolutions passed through the Postal Ballot notice dated June 12, 2019

Dear Sir/Madam,

This is with reference to the Postal Ballot notice dated June 12, 2019 along with the Statements setting out the material facts of the resolutions, seeking consent of the members of the Company by way Special Resolution(s) for the following business items:

1. To authorise raising of funds through various sources under Section 180(1)(c) of the Companies Act, 2013; and
2. To modify the Statement setting out material facts of the special resolution passed through Postal Ballot process vide notice dated November 09, 2017, for issue of 10,00,000 number of options for grant under ESOS2013.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Special Resolutions for the above business items have been passed by the members of the Company with requisite majority. Please find enclosed voting results and scrutinizer's report.

The voting results along with the scrutinizer's report are made available in the Company's website, www.vguard.in and also hosted on the websites of National Stock Exchange of India Limited and BSE Limited.

This is for your information.

Thanking you,
For V-Guard Industries Limited


Kochouseph Chittilappilly
Chairman
(DIN: 00020512)

Enl: as above

Item No.1 To authorise raising of funds through various sources under Section 180(1)(c) of the Companies Act, 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	27,37,63,040	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	
	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	15,33,18,277	6,05,37,717	39.48	6,05,35,628	2,089	100.00	Negligible
	Poll		N.A	N.A	N.A	N.A	N.A	
	Postal Ballot		*1,75,793	0.12	1,75,188	605	99.66	0.34
	Total		15,33,18,277	**6,07,13,510	39.60	6,07,10,816	2,694	100.00
TOTAL		42,70,81,317	33,44,76,550	78.32	33,44,73,856	2,694	100.00	Negligible

*Excludes Invalid votes 13,623 equity shares.

**1 Shareholder, holding 1,150 shares, has abstained from voting for 650 shares through postal Ballot form

Result: Special Resolution passed with requisite majority

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Item No.2 To modify the Statement setting out material facts of the special resolution passed through Postal Ballot process vide notice dated November 09, 2017, for issue of 10,00,000 number of options for grant under ESOS2013.

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
	Total		27,37,63,040	27,37,63,040	100.00	27,37,63,040	0	100.00
Public	E-voting	15,33,18,277	6,05,37,717	39.48	5,29,46,912	75,90,805	87.46	12.54
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		*1,75,793	0.12	1,69,386	6,407	96.36	3.64
	Total		15,33,18,277	**6,07,13,510	39.60	5,31,16,298	75,97,212	87.49
TOTAL		42,70,81,317	33,44,76,550	78.32	32,68,79,338	75,97,212	97.73	2.27

*Excludes Invalid votes 13,623 equity shares.

**1 (one) Shareholder, holding 1,150 shares, has abstained from voting for 650 shares through postal Ballot form

Result: Special Resolution passed with requisite majority

For V-GUARD INDUSTRIES LIMITED


Chairman

(DIN: 00020512)

Date: 13.07.2019

Place: Kochi

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: 13th July 2019

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, C. N. Paramasivam, FCS, Practising Company Secretary, 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 as set out in the Postal ballot Notice dated 12th June 2019.



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 12th June 2019.

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 12th June 2019, 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 05:00 P:M on Friday, 12th July 2019.

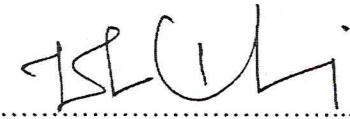
Further in addition to the above, I submit my report as under:

- The Company has on Wednesday, 12th June, 2019, (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, 07th June 2019, 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, 07th June 2019, 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, 07th June 2019 were entitled to vote on the proposed resolution as set out in Item No. 1 and Item No.2 of the Postal ballot Notice.
- The Remote e-voting period remained open from Thursday, 13th June 2019, 9:00 A:M to Friday, 12th July 2019, 05:00 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. 07th June 2019 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 Friday, 12th July 2019 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 (LI IPL) was disabled on Friday, 12th July 2019 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Friday, 12th July 2019 at 05:36 PM in the presence of Mr. A. John Manoj (the undersigned as Witness No.1) and Mr. A. Selten Jayaraj (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. John Manoj A

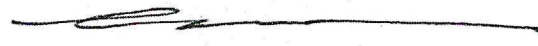
Witness No.2



Name: Mr. A. Selten Jayaraj

- 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:


C.N. PARAMASIVAM B.Com ACA FCS
COMPANY SECRETARY
FCS : 4554 CP : 3587
15, Mayflower Avenue, Sowripalayam Road
COIMBATORE - 641 028.

SPECIAL BUSINESS

Resolution No: 1

Special resolution

To authorize raising of fund through various sources under section 180(1)(c) of the Companies Act, 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	173	33,42,98,668	100.00
Postal Ballot Form	257	1,75,188	99.66
Total Voting	430	33,44,73,856	100.00

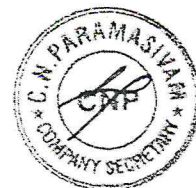
VOTES CAST AGAINST THE RESOLUTION

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	6	2,089	Negligible
Postal Ballot Form	7	605	0.34
Total Voting	13	2,694	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	21	13,623
Total Voting	21	13,623

Note: 1 (one) Shareholder, holding 1,150 shares, has abstained from voting for 650 shares through postal Ballot form



SPECIAL BUSINESS

Resolution No: 2

Special resolution

To modify the statement setting out material facts of the special resolution passed for issue of 10,00,000 number of options for grant under ESOS2013, through Postal Ballot process vide notice dated November 09, 2017

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	132	32,67,09,952	97.73
Postal Ballot Form	254	1,69,386	96.36
Total Voting	386	32,68,79,338	97.73

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	47	75,90,805	2.27
Postal Ballot Form	10	6,407	3.64
Total Voting	57	75,97,212	2.27

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	21	13,623
Total Voting	21	13,623

1 (one) Shareholder, holding 1,150 shares, has abstained from voting for 650 shares through postal Ballot form

Yours faithfully,

*Based on the Scrutinizer's Report
Resolution no 1 & 2 has been passed
with requisite majority*

For V-GUARD INDUSTRIES LTD.

CHAIRMAN

C.N. PARAMASIVAM B.Com ACA FCS
COMPANY SECRETARY
FCS : 4654 CP : 3687
35, Mayflower Avenue, Sowripalayam Road,
COIMBATORE - 641 025.