

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
E-mail: mail@vguard.in
CIN: L31200KL1996PLC010010



DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE DATED MARCH 27, 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 March 27, 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 Sunday, April 30, 2017. The Board of Directors in their meeting held on January 30, 2017, had appointed Mr. C N Paramasivam, FCS, Practicing Company Secretary, 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 four Resolutions set out in the Postal Ballot Notice dated March 27, 2017, have been duly passed by the Members of the Company with requisite majority. Report of Scrutinizer dated May 1, 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	Tuesday, May 2, 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	54,782 shareholders as on March 24, 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 Amend the Object Clause of the Memorandum of Association of the Company**

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	8,40,63,707	56.83%	8,40,58,965	4,742	99.99%	0.01%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		4,36,284	0.24%	4,34,282	2,002	99.54%	0.46%
	Total		14,79,11,421	8,44,99,991	57.13%	8,44,93,247	6,744	99.99%

*Invalid votes are not considered on the above
Result: Resolution passed by requisite majority

Item No.2 Amend the Liability Clause of the Memorandum of Association of the Company

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%	0.00%
Public	E-voting	14,79,11,421	8,40,78,045	56.84%	8,40,64,054	13,991	99.98%	0.02%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		4,36,186	0.29%	4,34,175	2,011	99.54%	0.46%
	Total	14,79,11,421	8,45,14,231	57.13%	8,44,98,229	16,002	99.98%	0.02%

*Invalid votes are not considered on the above

Result: Resolution passed by requisite majority

Item No.3 Mortgage or create charge(s) on assets of the Company

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%	0.00%
Public	E-voting	14,79,11,421	8,40,78,171	56.84%	7,71,48,978	69,29,193	91.76%	8.24%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		4,36,184	0.29%	4,30,612	5,574	98.72%	1.28%
	Total	14,79,11,421	8,45,14,355	57.13%	7,75,79,590	69,34,767	91.79%	8.21%

*Invalid votes are not considered on the above

Result: Resolution passed by requisite majority





Item No.4 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	8,40,63,147	56.83%	7,42,80,453	97,82,694	88.36%	11.64%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		4,36,186	0.29%	4,24,363	11,823	97.29%	2.71%
	Total		14,79,11,421	8,44,99,333	57.12%	7,47,04,816	97,94,517	88.41%

*Invalid votes are not considered on the above

Result: Resolution passed by requisite majority

For V-GUARD INDUSTRIES LIMITED


Chairman

DIN: 00020512

Date: 02.05.2017

Place: Kochi



"SURYA", 35, MAYFLOWER AVENUE, BEHIND SENTHIL NAGAR, SOWRIPALAYAM ROAD, COIMBATORE - 641 028.
☎ 0422 - 2316758 Fax : 0422 - 2314792

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)

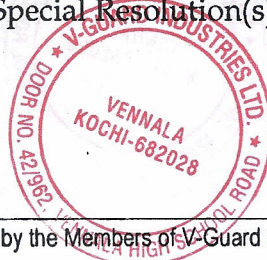
Date: 1st May 2017

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, C N Paramasivam, FCS, Practicing Company Secretary, Coimbatore, has 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 27th March 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 27th March 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 27th March 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 Sunday, 30th April 2017.

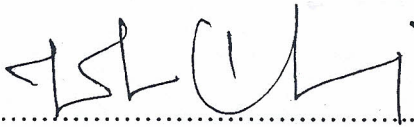
Further in addition to the above, I submit my report as under:

- On 31st March 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 27th March 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 24th March 2017.
- The shareholders of the Company holding shares as on the "cut-off" date of 24th March 2017 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 4 of the Postal ballot Notice.
- The voting period for remote e-voting commenced on Saturday, 1st April 2017 at 09:00 Hours and ended on Sunday, 30th April 2017 at 17:00 Hours. The Postal Ballot forms received up to 17:00 Hours on Sunday, 30th April 2017 were considered for my scrutiny.



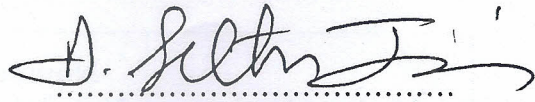
- I, as the Scrutinizer, unblocked the votes cast, on Sunday, 30th April 2017 at 17:39 Hours in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr. A Selten Jayaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of 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(s), as under:



C.N. PARAMASIVAM B.Com ACA FCS
COMPANY SECRETARY
FCS : 4654 CP : 3687
35, Mayflower Avenue, Sowripalayam Road,
COIMBATORE - 641 028



SPECIAL BUSINESS

Resolution No: 1

Special resolution

Amend the Object Clause of the Memorandum of Association of the Company

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	430	36,08,02,005	100.00
Postal Ballot Form	342	4,34,282	99.54
Total Voting	772	36,12,36,287	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	10	4,742	0.00
Postal Ballot Form	1	2,002	0.46
Total Voting	11	6,744	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	20,618
Total Voting	27	20,618



SPECIAL BUSINESS

Resolution No: 2

Special resolution

Alter the Liability Clause of the Memorandum of Association of the Company

VOTES CAST IN FAVOUR OF THE RESOLUTION

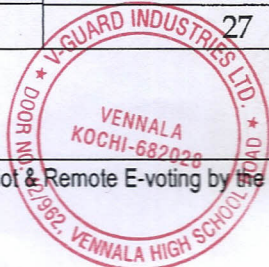
Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	420	36,08,07,094	100.00
Postal Ballot Form	340	4,34,175	99.54
Total Voting	760	36,12,41,269	100.00

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	21	13,991	0.00
Postal Ballot Form	2	2,011	0.46
Total Voting	23	16,002	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	20,618
Total Voting	27	20,618



SPECIAL BUSINESS

Resolution No: 3

Special resolution

Mortgage or create charge(s) on assets of the Company

VOTES CAST IN FAVOUR OF THE RESOLUTION

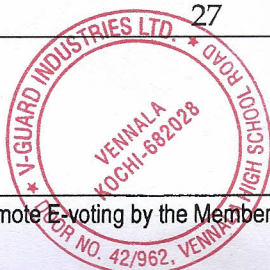
Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	384	35,38,92,018	98.08
Postal Ballot Form	332	4,30,612	98.72
Total Voting	716	35,43,22,630	98.08

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	59	69,29,193	1.92
Postal Ballot Form	10	5,574	1.28
Total Voting	69	69,34,767	1.92

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	20,618
Total Voting	27	20,618



SPECIAL BUSINESS

Resolution No: 4

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	366	35,10,23,493	97.29
Postal Ballot Form	329	4,24,363	97.29
Total Voting	695	35,14,47,856	97.29

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	74	97,82,694	2.71
Postal Ballot Form	13	11,823	2.71
Total Voting	87	97,94,517	2.71

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	20,618
Total Voting	27	20,618

Based on the Scrutinizer's Report, Resolution Nos. 1 to 4 have been passed with requisite majority.

Yours faithfully,

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 - 641 028

