

V-Guard Industries Limited

CIN:L31200KL1996PLC010010

Regd. Office:42/962, Vennala High School Road,
Vennala, Ernakulam - 682028; E-mail:secretarial@vguard.in
Website:www.vguard.in; Phone:0484-3005000

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 proposal(s) to be passed through Postal Ballot process:

1. To appoint Ms. Radha Unni, as an Independent Director.

The Statement setting out material facts concerning the resolution set out at item no. 1 of the Postal Ballot Notice dated August 28, 2018, pursuant to Section 102 of the Act relating to the Resolution are annexed. Postal Ballot Notice dated August 28, 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.instavote.linkintime.co.in.

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 Link Intime India Private Limited (LIPL) 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 also sends his vote through the Postal Ballot Form, 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 September 27, 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 / Company and obtain a duplicate thereof.

E-voting facility is available at the link <https://instavote.linkintime.co.in> from 9.00 a.m. (IST) onwards from August 29, 2018 to 5.00 p.m. (IST) September 27, 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 Friday, September 28, 2018. Based on the Scrutinizer's Consolidated Report, the results of the Postal Ballot and e-voting will be declared on Friday, September 28, 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 Link Intime India Private Limited (LI IPL), www.instavote.linkintime.co.in. The Resolution, 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., September 27, 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. To appoint Ms. Radha Unni as an Independent Director.

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Radha Unni (DIN: 03242769), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years with effect from September 27, 2018 to September 26, 2021.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : August 28, 2018

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

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 August 24, 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 August 24, 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.

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

- **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Attendance Slip indicated in the Sequence No./Default PAN Field.
DOB / DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with Depository Participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.

or	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or Folio number. Shareholders holding shares in physical form who has not registered the Dividend Bank details with the Company shall enter Event No. + Folio number in the Dividend Bank Details field.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE:

The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding share in physical form, the details can be used only for voting on the resolution contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

● **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of V-Guard Industries Limited.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e., Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under Favour/ Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

● **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised

representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

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

Place : Kochi
Date : August 28, 2018

Statement

Statement setting out material facts concerning the Resolution mentioned under Item No. 1 as 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

The members of Nomination and Remuneration Committee in their meeting held on July 31, 2018, recommended the proposal of appointment of Ms. Radha Unni, (DIN: 03242769) as an Independent Director of the Company for a period of three years. The Board in its meeting held on July 31, 2018, considered the proposal and recommended the proposal for the approval of the members of the Company, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Radha Unni for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from her stating that she has not been debarred from holding the office of director pursuant to any SEBI Order and meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Radha Unni fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management and possesses appropriate skills, experience and knowledge.

She had been working with State Bank of India for more than three decades and had occupied senior positions in the Bank. The Board is of the opinion that the Company would benefit immensely from her professional experience and expertise in various fields of Management.

Details of Ms. Radha Unni are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Ms. Radha Unni setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

A detailed resume of Ms. Radha Unni is given in the annexure accompanying this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 01 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 01 of the Notice.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

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

Place : Kochi
Date : August 28, 2018

Encl:

1. Postal Ballot Form
2. Prepaid Business Reply Envelope

Annexure to the Postal Ballot Notice dated August 28, 2018

Details of Director seeking appointment through the Postal Ballot Notice dated August 28, 2018 in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India.

Date of Birth & Age	04.12.1948 & 69 years
DIN & Nationality	03242769 & Indian
Date of first appointment to the Board	NA
Qualification	M.A., B.Ed., CAIIB
Experience in Specific Functional Areas	She is an Associate at Indian Institute of Banking & Finance having more than 36 years of experience in banking sector. Prior to joining Catholic Syrian Bank, she had held various positions at the State Bank of India, including a two-year deputation to SBI Capital Markets Limited, and retired as the Chief General Manager of State Bank of India. Post retirement she has been engaged by State Bank of India in Management Audit and recruitment of its officers.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other Companies	Director 1. Nitta Gelatin India Limited 2. Muthoot Capital Services Limited 3. The Catholic Syrian Bank Limited 4. Sundaram BNP Paribas Home Finance Limited 5. Royal Sundaram General Insurance Co. Limited Additional Director 1. Axles India Limited

Memberships in the Committees of Board of other listed companies	Audit Committee Member 1. Nitta Gelatin India Limited 2. Muthoot Capital Services Limited
Memberships and Chairmanship in the Committees of Board of the Company	NA
No. of shares held in the Company	Nil
Number of meetings of the Board attended during the Financial Year 2018-19	NA
Terms and condition of appointment along with details of remuneration sought to be paid	Pursuant to the recommendation of the members of Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on July 31, 2018, approval of the members of the Company is sought for appointment of Ms. Radha Unni (DIN: 03242769), as an Independent Director on the Board of the Company to hold office for a term of 3 (three) consecutive years effective from September 27, 2018. As per the provisions of Section 152 of the Act, she is not liable to retire by rotation.
Details of last drawn salary	Nil

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

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

Place : Kochi
Date : August 28, 2018

V-GUARD INDUSTRIES LIMITED

CIN: L31200KL1996PLC010010

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

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

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 (IN BLOCK LETTERS)	
3. Name(s) of the joint shareholder(s), if any (IN BLOCK LETTERS)	
4. Number of shares held:	

I / We hereby exercise my / our vote in respect of the resolution for the business item no.1 stated in the postal ballot notice dated August 28, 2018, through postal ballot process by conveying my / our assent or dissent to the said resolution 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) (√)
Ordinary Resolution				
1	To appoint Ms. Radha Unni as an Independent Director for a period of three years effective from September 27, 2018.			

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link www.instavote.linkintime.co.in. The electronic voting particulars are set out as follows:

EVENT No.	USER ID	*Default PAN/ Sequence No.
180122		

* Those who have not registered their PAN No. may use Default PAN

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

Commencement of e-voting	End of e-voting
29.08.2018	27.09.2018

Last date of receipt of Postal Ballot Form by the Scrutinizer is 27.09.2018

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

Place :

Date :

Signature of the Shareholder

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) Member desiring to exercise his/her vote may put 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) Votes through 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 resolution, 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 signed by a representative of a member and is not accompanied by a certified copy of the specific authority.
 - x. If the Postal Ballot Form is filled and / or signed in pencil.
 - xi. 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 above 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 Thursday, September 27, 2018. If any postal ballot form is received after this time and 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) 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.
- o) 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.
- p) The Scrutinizer's decision on the validity of the Postal Ballot form will be final.