



# V-Guard Industries Limited

CIN: L31200KL1996PLC010010

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Vennala, Ernakulam - 682028 E-mail: mail@vguard.in  
Web: www.vguard.in Phone: 0484-3005000 Fax: 0484-3005100

## ADDENDUM TO THE NOTICE DATED JANUARY 30, 2017

**To the Members,  
V-Guard Industries Limited.**

The Board of Directors of the Company had in their meeting held on January 30, 2017, had recommended a bonus issue in the ratio of 2:5 by capitalizing an amount not exceeding Rs.12.10 crores out of the balance of free reserves as on March 31, 2016. Notice calling an Extraordinary General Meeting of the members of the Company scheduled to be held on Monday, March 6, 2017, at Hotel, "The Renai Cochin", Palarivattom P.O., Ernakulam – 682025, at 4.30 p.m., for increasing the Authorised Capital of the Company from Rs. 40 crores to Rs.50 crores and approval of bonus shares has been sent on February 9, 2017 to all the shareholders whose name(s) appeared in the Register of Members of the Company and to the List of beneficial owners received from the National Securities Depositories Limited and Central Depository Services (India) Limited, on February 3, 2017. Notice has been sent electronically to all those shareholders who have registered their e-mail id and physical notice was sent to others and also to those, who have opted physical copy of notice. Further to the dispatch of notice, the Board of Directors in their meeting held on February 27, 2017, has allotted 8,71,766 no. of equity shares to eligible employees who have exercised stock options under ESOS 2013. Accordingly, the said shares shall also entitle for the proposed bonus issue. In view of the said allotment, the amount to be capitalized out of the free reserves of the Company will get increased to Rs.12.14 crores and the number of shares which is required to be issued to the members whose name(s) appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited on such date ("Record Date") will be 12.14 crores.

Accordingly, The Board proposes an addendum to the Notice of the Extraordinary General Meeting dated January 30, 2017, to modify the draft resolution specified at item No. 2 of the said Notice, proposed for approval of bonus issue. The other item of the agenda to be transacted vide Extraordinary General Meeting dated January 30, 2017 remains unchanged. The proposed modification in the Resolution at Item No. 2 of the Notice dated January 30, 2017 is as under:

### **Item No. 2 To approve the issue of Bonus Shares**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, Articles 191 to 193 of the Articles of Association of the Company, provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other regulatory authority(ies) concerned, from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested while granting such approvals, and subject to the approval of the members for the resolution as set out at item no. 1 of the Notice dated January 30, 2017, the consent and approval of the members of the company be and is hereby accorded for a sum not exceeding Rs.12.14 crores (Rupees Twelve crores and Fourteen lakhs only) out of the Free Reserves of the Company, as appropriate, for the Financial Year ended March 31, 2016, be capitalized and accordingly the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) be and is hereby authorized to appropriate the said sum for distribution to and amongst the members of the Company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners

as received from the National Securities Depository Limited and Central Depository Services (India) Limited on such date ("Record Date") as may be fixed in this regard by the Board/Committee in accordance with law and to apply the said sum in paying up in full a maximum of 12.14 crores Equity Shares ("the Bonus Shares") of the Company of Re.1/- each (Rupee One only) at par, to be allotted, distributed and credited as fully paid-up to and amongst the members in the proportion of two bonus shares for every five existing fully paid up equity shares held by them respectively as on the Record Date and that the Bonus Shares so distributed, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company by each members, and not as income.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under Employee Stock Option Scheme (ESOS) 2013 of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including cancelled, lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are already granted but not vested and exercised on 'record date' (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT in making the allotment of the Bonus Shares, the Directors shall not issue fractional share certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificates had such certificates been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and, after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the members in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued but in the case of members who hold shares in dematerialized mode, the Bonus Shares shall be credited to the beneficiary accounts of the members maintained with Depository Participants and in case of members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be dispatched within the prescribed time limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the Paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and / or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding.

By Order of the Board  
For V-GUARD INDUSTRIES LIMITED

Place : Kochi  
Date : February 27, 2017

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

**Notes:**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 to the modified draft resolution is annexed. Item no. 1 of the notice dated January 30, 2017 seeks approval of members to increase the authorized share capital of the Company from Rs. 40 crores to Rs. 50 crores. Since the aforementioned item requires no alteration, the resolution for the same is not reproduced in the addendum to the notice, whereas the addendum comprises the explanatory statement for item no. 1 and 2, Increase in authorized share capital and Issue of Bonus shares respectively, which are shown together.
2. Addendum to Notice of the Extraordinary General Meeting is being sent by electronic mode to those members, whose e-mail ids are registered with the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.
3. Detailed instructions for e-voting has been included in the Notice dated January 30, 2017 and there will not be any change in the same. Both the Notice dated January 30, 2017 and Addendum to the Notice dated February 27, 2017, will be made available to the members in the URL: <https://www.evoting.nsdl.com>

## EXPLANATORY STATEMENT

### Pursuant to Section 102 of the Companies Act, 2013

The Company's shares were listed on BSE Limited and The National Stock Exchange of India Limited in the year 2008 and have been actively traded in the stock exchanges. Over the years, the Company has performed significantly both in terms of revenue and profit and has been rewarding its shareholders consistently. The Directors have created free reserves to a considerable extent out of its distributable profits and the balance in reserves and surplus as on March 31, 2016 is Rs.440.69 crores. Presently, the Authorized Share Capital of your Company is Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crores Only) Equity Shares of Re. 1/- (Rupee One only) each. With a view to share a part of the Company's free reserves, its Board of Directors has recommended issue of bonus shares in the ratio of 2:5, i.e. two shares for every five shares held by the shareholders, subject to their approval. The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association. The paid-up capital as on February 27, 2017 is Rs.30.33 crores. An amount of Rs.12.14 crores from the free reserves is required to be capitalized for the issue of bonus shares in the ratio of 2:5. After the bonus issue, the paid-up share capital would increase to Rs.42.47 crores. The proposal for capitalization of the said reserves and issue of bonus shares is now placed for consideration and approval of the members. The Record Date for determining the eligibility of the shareholders to receive the said bonus shares will be fixed by the Board. The Board of Directors recommend for approval of members the capitalization of reserves and issue of bonus shares as proposed. The issue of bonus shares inter alia, requires appropriate adjustments with respect to all options under Employee Stock Option Scheme, such that all the options outstanding on the Record Date has to be determined by the Board of Directors, both vested and unvested including cancelled, lapsed and forfeited options available for reissue, shall be proportionately adjusted and the number of options which are available for grant and those already granted but not vested and exercised shall also be appropriately adjusted. To implement the issue of bonus shares in the above ratio, the Board of Directors also considered increasing the Authorised Share Capital of the Company from Rs.40 crores to Rs.50 crores by creation of additional 10,00,00,000 (Ten Crores Only) Equity Shares of Re. 1/- each. In view of the same, it is necessary to amend Clause V of Memorandum of Association to increase the Authorised Share Capital from Rs.40 crores to Rs.50 crores by placing an ordinary resolution for consideration and approval of the members. In terms of the applicable provisions of the Companies Act, 2013, the increase in Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company and issue of Bonus shares require approval of the Members of the Company. Accordingly, the resolutions at item nos. 1 and 2 of the Notice seeks approval of the Members for increase in Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company and issue of Bonus shares. The Directors recommend the Resolution at item nos. 1 and 2 of the Notice, for the approval of the Members of the Company by way of Ordinary Resolutions.

The relevant documents referred in respect of the said items including draft memorandum of association depicting aforesaid changes in capital clause of memorandum of association are open for inspection by the members at the Registered Office of the Company on all working days during 11 a.m to 01.00 p.m up to the date of the meeting and also at the meeting. The Directors / Key Managerial Personnel or their relatives are concerned or interested, to the extent of their shareholding and outstanding grants under ESOS in the Company, if any, in the resolutions set out at item nos. 1 and 2 of the notice.

By Order of the Board  
For V-GUARD INDUSTRIES LIMITED

Place : Kochi  
Date : February 27, 2017

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



# V-Guard Industries Limited

CIN: L31200KL1996PLC010010

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## NOTICE

Notice is hereby given that an Extraordinary General Meeting of V-Guard Industries Limited will be held at Hotel, "The Renai Cochin", Palarivattom P.O., Ernakulam - 682025, on Monday, March 6, 2017, at 4.30 p.m. to transact the following Special Business:

### **1. To increase the Authorised Share Capital of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and in accordance with the provisions of Article 4 of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Authorised Share Capital of the Company be increased from Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of Re.1/- each (Rupee One only) to Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Re.1/- each (Rupee One only) by further creation of 10,00,00,000 (Ten Crores) Equity Shares of Re.1/- each (Rupee One only).

RESOLVED FURTHER THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the existing Clause V of the Memorandum of Association be altered by deletion of the existing clause and by substitution thereof with the following:

V. The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Re.1/- each (Rupee One only), with power to increase or reduce or modify the said capital and to divide the share for the time being of the Company into several classes and attach thereto preferential, deferred, qualified or special rights or conditions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided for by the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized severally to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.

### **2. To approve the issue of Bonus Shares**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, Articles 191 to 193 of the Articles of Association of the Company, provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,



including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other regulatory authority(ies) concerned, from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested while granting such approvals, and subject to the approval of the members for the resolution as set out at item no. 1 of this notice, the consent and approval of the members of the company be and is hereby accorded for a sum not exceeding Rs.12.10 crores (Rupees Twelve crores and Ten lakhs only) out of the Free Reserves of the Company, as appropriate, for the Financial Year ended March 31, 2016, be capitalized and accordingly the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) be and is hereby authorized to appropriate the said sum for distribution to and amongst the members of the Company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited on such date ("Record Date") as may be fixed in this regard by the Board/Committee in accordance with law and to apply the said sum in paying up in full a maximum of 12.10 crores Equity Shares ("the Bonus Shares") of the Company of Re.1/- each (Rupee One only) at par, to be allotted, distributed and credited as fully paid-up to and amongst the members in the proportion of two bonus shares for every five existing fully paid up equity shares held by them respectively as on the Record Date and that the Bonus Shares so distributed, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company by each members, and not as income.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under Employee Stock Option Scheme (ESOS) 2013 of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including cancelled, lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are already granted but not vested and exercised on 'record date' (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT in making the allotment of the Bonus Shares, the Directors shall not issue fractional share certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificates had such certificates been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and, after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the members in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued but in the case of members who hold shares in dematerialized mode, the Bonus Shares shall be credited to the beneficiary accounts of the members maintained with Depository Participants and in case of members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be dispatched within the prescribed time limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the Paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and / or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding.

By Order of the Board  
For V-GUARD INDUSTRIES LIMITED

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

Place : Kochi

Date : January 30, 2017

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
2. A blank form of proxy is enclosed and if intended to be used, should be lodged with the Company at the Registered Office at least FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. A statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
4. The Notice of the Extraordinary General Meeting 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 Friday, February 3, 2017. The Notice is being sent by electronic mode to those members, whose e-mail ids are registered with the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on February 27, 2017 (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 at the meeting or through e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
6. **The instructions for e-voting are as under:**
  - A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company / Depositories):
    - i. Open the e-mail and also open PDF file, namely, "V-Guard e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
    - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
    - iii. Click on Shareholder – Login
    - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
  - vii. Select “EVEN” (E-voting Event Number) of V-Guard Industries Limited which is 105963. Now you are ready for e-voting as Cast Vote page opens.
  - viii. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
  - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
  - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jayan@svjs.in, with a copy marked to evoting@nsdl.co.in.
  - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders, available at the Download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No.: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of the EGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Friday, March 3, 2017 (9.00 a.m. IST) and ends on Sunday, March 5, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on February 27, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
  - ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the meeting through ballot or any other means.
  - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iv. Mr. Jayan K, Practicing Company Secretary (Membership No. FCS 8154), has been appointed as the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.



- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vguard.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

## **EXPLANATORY STATEMENT**

### **Pursuant to Section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 (hereinafter referred as "the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under item nos. 1 & 2 of the accompanying Notice dated January 30, 2017.

### **Explanatory Statement**

#### **Item Nos. 1 & 2**

The Company's shares were listed on BSE Limited and The National Stock Exchange of India Limited in the year 2008 and have been actively traded in the stock exchanges. Over the years, the Company has performed significantly both in terms of revenue and profit and has been rewarding its shareholders consistently. The Directors have created free reserves to a considerable extent out of its distributable profits and the balance in reserves and surplus as on March 31, 2016 is Rs.440.69 crores.

Presently, the Authorized Share Capital of your Company is Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crores Only) Equity Shares of Re. 1/- (Rupee One only) each.

With a view to share a part of the Company's free reserves, its Board of Directors has recommended issue of bonus shares in the ratio of 2:5, i.e. two shares for every five shares held by the shareholders, subject to their approval. The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association. The paid-up capital as on January 30, 2017 is Rs.30.25 crores. An amount of Rs.12.10 crores from the free reserves is required to be capitalized for the issue of bonus shares in the ratio of 2:5. After the bonus issue, the paid-up share capital would increase to Rs.42.35 crores. The proposal for capitalization of the said reserves and issue of bonus shares is now placed for consideration and approval of the members.

The Record Date for determining the eligibility of the shareholders to receive the said bonus shares will be fixed by the Board. The Board of Directors recommend for approval of members the capitalization of reserves and issue of bonus shares as proposed.

The issue of bonus shares inter alia, requires appropriate adjustments with respect to all options under Employee Stock Option Scheme, such that all the options outstanding on the Record Date has to be determined by the Board of Directors, both vested and unvested including cancelled, lapsed and forfeited options available for reissue, shall be proportionately adjusted and the number of options which are available for grant and those already granted but not vested and exercised shall also be appropriately adjusted.

To implement the issue of bonus shares in the above ratio, the Board of Directors also considered increasing the Authorised Share Capital of the Company from Rs.40 crores to Rs.50 crores by creation of additional 10,00,00,000 (Ten Crores Only) Equity Shares of Re. 1/- each. In view of the same, it is necessary to amend Clause V of Memorandum of Association to increase the Authorised Share Capital from Rs.40 crores to Rs.50 crores by placing an ordinary resolution for consideration and approval of the members.

In terms of the applicable provisions of the Companies Act, 2013, the increase in Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company and issue of Bonus shares require approval of the Members of the Company. Accordingly, the resolutions at item nos. 1 and 2 of the Notice seeks approval of the Members for increase in Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company and issue of Bonus shares.

The Directors recommend the Resolution at item nos. 1 and 2 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolutions.

The relevant documents referred in respect of the said items including draft memorandum of association depicting aforesaid changes in capital clause of memorandum of association are open for inspection by the members at the Registered Office of the Company on all working days during 11 a.m to 01.00 p.m up to the date of the meeting and also at the meeting.

The Directors / Key Managerial Personnel or their relatives are concerned or interested, to the extent of their shareholding and outstanding grants under ESOS in the Company, if any, in the resolutions set out at item nos. 1 & 2 of the accompanying notice.

By Order of the Board  
For V-GUARD INDUSTRIES LIMITED

Place : Kochi  
Date : January 30, 2017

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

### ROUTE MAP OF THE EGM VENUE



# V-GUARD INDUSTRIES LIMITED

**CIN: L31200KL1996PLC010010**

**Registered Office:** 42/962, Vennala High School Road, Vennala P.O., Kochi - 682 028, Kerala, India  
Tel : + 91 484 - 3005000; Fax: +91 484 3005100; E-mail id: mail@vguard.in; website: www.vguard.in

## FORM NO. MGT -11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                         |  |
|-------------------------|--|
| Name of the Member(s) : |  |
| Registered Address :    |  |
| E-mail ID :             |  |
| Folio No. / Client ID : |  |
| DP ID :                 |  |

I/We, being the member(s) holding ..... shares of the above named company, hereby appoint:

1. Name : .....  
 Address : .....  
 E-mail ID : .....  
 Signature : .....

or failing him/her

2. Name : .....  
 Address : .....  
 E-mail ID : .....  
 Signature : .....

or failing him/her

3. Name : .....  
 Address : .....  
 E-mail ID : .....  
 Signature : .....

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, March 6, 2017, at 4.30 p.m., at Hotel "The Renai Cochin", Palarivattom P.O, Kochi - 682025 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

| Resolution Number       | Resolutions   | Vote (Optional see Note 2)<br>(Please mention No. of shares) |         |         |
|-------------------------|---|--|---------|---------|
|                         |   | For  | Against | Abstain |
| <b>Special Business</b> |   |  |         |         |
| 1                       | To increase the Authorised Share Capital of the Company from Rs.40 crores to Rs.50 crores.                                |  |         |         |
| 2                       | To issue bonus shares in the ratio 2:5 by capitalizing the free reserves of the Company to the extent of Rs.12.14 crores. |  |         |         |

Signed this ..... day of ..... 2017.

Signature of Shareholder .....

Signature of Proxy holder(s) .....

|  |
|--|
| Affix<br>Revenue<br>Stamp not<br>less than<br>Re.1/- |
|--|

**Note:** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to indicate your preference. If you leave the 'for', 'against', 'abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem applicable.

# V-GUARD INDUSTRIES LIMITED

CIN: L31200KL1996PLC010010

Registered Office: 42/962, Vennala High School Road, Vennala P.O., Kochi - 682 028, Kerala, India

Tel : + 91 484 - 3005000; Fax: +91 484 3005100; E-mail id: mail@vguard.in; website: www.vguard.in

## ATTENDANCE SLIP

Extraordinary General Meeting - March 6, 2017

|   |  |
|---|--|
| Registered Folio No. /<br>DP ID & Client ID |  |
| Name and address of<br>the Member(s)        |  |
| No. of shares                               |  |

I hereby record my presence at the Extraordinary General Meeting of the Company at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O, Ernakulam - 682025 on Monday, March 6, 2017.

\_\_\_\_\_  
Member's / Proxy's name in Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

**Note:** Members who are attending the meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.

## ELECTRONIC VOTING PARTICULARS

| <b>EVEN</b><br><b>(Electronic Voting Event Number)</b> | <b>User ID</b> | <b>Password</b> |
|--|----------------|-----------------|
| <b>105963</b>  |                |                 |

### Notes:

1. Please read the instructions printed under the Notes to the Notice of the Extraordinary General Meeting to be held on Monday, March 6, 2017 at 4.30 p.m.
2. The remote e-voting period starts from 9.00 a.m. on Friday, March 3, 2017 and ends at 5.00 p.m. on Sunday, March 5, 2017.