

V-Guard Industries Limited

CIN:L31200KL1996PLC010010

Regd. Office:42/962, Vennala High School Road,
Vennala, Ernakulam - 682028; E-mail:investors@vguard.in
Website:www.vguard.in; Phone:0484-4335000

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(s) thereof for the time being in force and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and other applicable laws and regulations, if any, that the Company is seeking consent/approval of the members for the following proposal to be passed through Postal Ballot process:

1. To appoint Mr. George Muthoot Jacob (DIN: 00018955), 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 September 5, 2020, pursuant to Section 102 of the Act relating to the resolution is annexed. Postal Ballot Notice dated September 5, 2020, is placed on the website of, the Company www.vguard.in, the BSE Ltd., www.bseindia.com, the National Stock Exchange of India Ltd., www.nseindia.com and the National Securities Depository Ltd., (NSDL) www.evoting.nsdl.com, the e-voting agency.

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.: A 15900), of the Company as the persons responsible for the entire Postal Ballot process.

The Company has engaged the services of National Securities Depository Ltd., to provide e-voting facility to the members. The Board of Directors vide their resolution dated August 27, 2020, have appointed Mr. M D Selvaraj (ICSI Membership No. F960), MDS & Associates, Company Secretaries in Practice, Coimbatore, as Scrutinizer for scrutinizing the e-voting process.

In view of the continuing restrictions in the country caused by outbreak of COVID – 19 and as per the guidelines issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 (the MCA Circulars), the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Link Intime India Pvt. Ltd., the Company’s Registrar & Transfer Agent (RTA). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

E-voting facility is available at the link <https://www.evoting.nsdl.com/> from Sunday, September 6, 2020, 9.00 a.m.(IST) onwards to Monday, October 5, 2020, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Scrutinizer will submit his report to the Chairman / or any other Director authorized by the Chairman, of the Company after completion of the scrutiny on October 6, 2020. Based on the Scrutinizer's Report, the results of the e-voting will be declared on October 6, 2020, 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 other Director authorized by the Chairman in this regard. Voting results along with the Scrutinizer's Report will be made 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 made available on the website of NSDL. The resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. October 5, 2020.

In case of any grievance or query, members may contact the RTA at Link Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028
E-mail : coimbatore@linkintime.co.in, Phone : 0422-2314792.

SPECIAL BUSINESS

1. To appoint Mr. George Muthoot Jacob (DIN: 00018955), 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 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. George Muthoot Jacob (DIN: 00018955), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a member proposing his 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 five consecutive years with effect from October 5, 2020 to October 4, 2025 and whose term shall not be subject to retirement by rotation.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Ernakulam
Date : September 05, 2020

Sd/-
JAYASREE K
Company Secretary
(Membership No.: A15900)

NOTES:

- (i) The Postal Ballot Notice is being sent to the shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on August 28, 2020. In view of the continuing restrictions on movement of persons at several places in the country caused by outbreak of COVID – 19 and the MCA Circulars, the Postal Ballot Notice is being sent only in electronic mode to those shareholders who have registered their e-mail addresses with the Company or with the Depositories or with the Company's RTA.
- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on August 28, 2020 (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 e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below:
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 113872 then user ID is 113872001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open

the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mds@mdsassociates.in with a copy marked to evoting@nsdl.co.in and investors@vguard.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Ernakulam
Date : September 05, 2020

Sd/-
JAYASREE K
Company Secretary
(Membership No.: A15900)

Statement

The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, (“the Act”) Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) in respect of the resolution mentioned under Item No. 1 of the accompanying Postal Ballot Notice is annexed hereto.

Item No. 1

The members of the Nomination and Remuneration Committee in their meeting held on August 27, 2020, recommended the proposal of appointment of Mr. George Muthoot Jacob (DIN: 00018955) as an Independent Director of the Company for a period of five years. The Board in its meeting held on the same day, considered the proposal and recommended to the shareholders of the Company for their consideration and approval, 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 Mr. George Muthoot Jacob for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him stating that he 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 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Listing Regulations. In the opinion of the Board, Mr. George Muthoot Jacob fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. George Muthoot Jacob is on the Board of various companies in the Muthoot Group and has expertise in the areas of General Management, Legal, Finance, Marketing, Risk Management etc. The Board is of the opinion that the Company would benefit immensely from his professional experience and expertise.

Details of Mr. George Muthoot Jacob are provided in the “Annexure” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. George Muthoot Jacob setting out the terms and conditions of appointment is placed on the website of the Company viz. www.vguard.in

A detailed resume of Mr. George Muthoot Jacob is accompanying this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Ernakulam
Date : September 05, 2020

Sd/-
JAYASREE K
Company Secretary
(Membership No.: A15900)

ANNEXURE

Details of Director seeking appointment through the Postal Ballot Notice dated September 5, 2020, 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	16.08.1983; 37 Years
DIN & Nationality	00018955 & Indian
Date of first appointment to the Board	N.A.
Qualification	B.A. LLB (Hons.), LLM and Masters in Management
Experience in Specific Functional Areas	<p>Mr. George holds a Masters degree in Law from the University of Warwick, UK and has completed Masters in Management from CASS Business School, London. He is on the Board of various companies of Muthoot Group such as Muthoot Vehicle & Asset Finance Limited, Muthoot Securities Ltd., Muthoot Broadcasting Pvt. Ltd., apart from many others.</p> <p>He has expertise in the areas of General Management, Marketing, Legal, Finance, Risk Management etc. He is also a member of the Entrepreneurs' Organization Kerala Chapter and Young Indians (Part of CII) - Kochi Chapter.</p>
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.
Directorship held in other Companies	<p>A. Whole-Time Director</p> <ol style="list-style-type: none"> Muthoot Vehicle & Asset Finance Limited <p>B. Director</p> <ol style="list-style-type: none"> Muthoot Systems and Technologies Private Limited Xandari Hospitality Services Private Limited Geobros Properties and Realtors Private Limited Muthoot Credit Marketing Services Private Limited Vatul Plantations Private Limited Halaval Rubber & Plantations Private Limited Kasal Rubber & Plantations Private Limited Udeli Rubber and Plantations Private Limited Green Guardians Organic Farms and Exports Private Limited Muthoot Money Limited Venus Diagnostics Limited Emgee Muthoot Benefit Fund India Limited Belstar Microfinance Limited Muthoot Securities Limited Muthoot Broadcasting Private Limited
Memberships in the Committees of Board of other listed companies	Nil
Memberships and Chairmanship in the Committees of Board of the Company	N.A.
No. of shares held in the Company	Nil

Number of meetings of the Board attended during the Financial Year 2020-21	N.A.
Terms and conditions of appointment along with details of remuneration sought to be paid	Pursuant to the recommendation of the members of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on August 27, 2020, approval of the shareholders of the Company is sought for appointment of Mr. George Muthoot Jacob (DIN: 00018955), as an Independent Director on the Board of the Company to hold office for a term of five consecutive years effective from October 5, 2020. As per the provisions of Section 152 of the Act, he is not liable to retire by rotation.
Details of last drawn salary	N.A.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Ernakulam
Date : September 05, 2020

Sd/-
JAYASREE K
Company Secretary
(Membership No.: A15900)