V-GUARD INDUSTRIES LIMITED

Registered Office: 33/2905 F, Vennala High School Road,
Vennala P.O., Kochi - 682 028, Kerala, India

Tel : +91 484 3005000, 2005000
Fax: +91 484 3005100
Email: mail@vguard.in

www.vguard.in

Ref: VGL/SEC/NSE/ 291

15.05.2013

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai-400051

Kind Attn: Mr. Kamlesh/Sagar

Dear Sir,

Sub: Results of voting by Postal Ballot – declared on 14th May 2013

Ref: NSE Symbol- VGUARD/ SERIES:EQ

We wish to inform you that the members of the Company have by way of Postal ballot passed the Special Resolution pursuant to Section 81(1A) of the Companies Act, 1956 seeking their consent for issue of shares to employees of the Company under the Employees Stock Option Scheme (ESOS) 2013.

As required under Clause 35A of the listing agreement we furnish below the details of voting results:

Resolution required: Special Resolution
Mode of Voting: Postal Ballot & e-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)}*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)={(4)/(2)}*100	% of against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	19488147	19487347	99.995	19487347	Nil	100	0
Public – Institutional holders	4863864	632455	13.003	488394	144061	77.222	22.778
Public - Others	5495509	549687	10.002	544686	5001	99.090	0.910
Total	29847520	20669489		20520427	149062		

Kindly take the same on your record

Thanking You,

Yours sincerely,

For V-Guard Industries Limited

Jayasree K
Company Secretary

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF V-GUARD INDUSTRIES LIMITED BY WAY OF POSTAL BALLOT ON TUESDAY, THE 14TH DAY OF MAY, 2013

Approval of Employee Stock Option Scheme

RESOLVED THAT pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the Company be and are hereby accorded respectively to the Employee Stock Option Scheme 2013 (hereinafter referred to as "ESOS 2013") and to the Board of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to create, offer, grant and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Whole-time Director of the Company, except those who are promoter or belonging to the promoter group, options exercisable into not more than 11,20,000 equity shares of the Company under ESOS 2013, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one equity share of a face value of Rs. 10/- each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 11, 20,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

V-GUARD INDUSTRIES LTD. DOOR NO. 33/2905-F VENNALA HIGH SCHOOL ROAD COCHIN-682028

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the scheme and to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the scheme on the Stock Exchanges as per the provisions of the Listing Agreement with the Stock Exchanges concerned, the SEBI Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents as may be necessary in this regard.

Certified to be true
For V-Guard Industries Ltd

Jayasree K
Company Secretary