

May 19, 2022

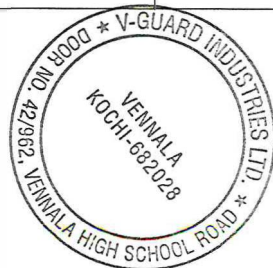
The Manager Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager Listing Department, National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra-East, Mumbai- 400 051
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: Outcome of Meeting of the Board held on May 19, 2022 and various disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Madam / Sir,

This is to inform you that, the Board of Directors of V-Guard Industries Limited at their meeting held today, i.e. May 19, 2022, inter alia, transacted the following business:

Sl. No.	Particulars	Details
1	Financial Results	<p>The Board of Directors have adopted the Audited Standalone & Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022. The Audited Financial Results and Auditors' Report thereon as submitted by the Auditors of the Company are enclosed herewith.</p> <p>Further, in terms of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have given an unmodified opinion on the Audited Standalone and Consolidated Financial Results for the year ended March 31, 2022 and a declaration to that effect by the Managing Director is attached herewith.</p> <p>Key Financial Highlights on the audited standalone financial results for the quarter and year ended March 31, 2022 is enclosed herewith.</p>
2	Annual General Meeting	The 26 th Annual General Meeting of the Company (AGM) is scheduled to be held on Thursday, July 28, 2022. It will be held as per the circulars issued by MCA and SEBI from time to time.
3	Dividend	The Board has recommended a final Dividend of Rs.1.30 (130%) per equity share of Re. 1/-each for the financial year 2021-22. The dividend if approved by the members at the 26 th Annual General Meeting, shall be disbursed on or before August 26, 2022.






4	Book Closure	The Company's Register of Members and Share Transfer Books shall remain closed from July 22, 2022 to July 28, 2022 (both days inclusive) for payment of dividend to the shareholders and dividend will be paid to those shareholders whose name(s) appear in the Register of Members / Register of Beneficial Owners on July 21, 2022.
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5.	ESOS	<p>The Nomination and Remuneration Committee in its meeting held on May 18, 2022, approved grant of options to eligible employee(s) under Employee Stock Option Scheme (ESOS) 2013 and the same was approved by the Board of Directors in their meeting held today May 19, 2022. Details of grant approved are as under:</p> <table border="1"><thead><tr><th>Particulars</th><th>Details</th></tr></thead><tbody><tr><td>Brief details of options granted</td><td>91,407 no. of options granted to eligible employee(s) under Employee Stock Option Scheme (ESOS 2013).</td></tr><tr><td>Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021</td><td>The scheme is in due compliance with the terms of SEBI (SBEBS) Regulations, 2021.</td></tr><tr><td>Total number of shares covered by these options</td><td>Options carry the right to apply for equivalent number of equity shares of the Company at face value of ₹ 1/- each.</td></tr><tr><td>Vesting period</td><td>Options granted will be vested over a period of four years, basis time and performance criteria. Time based options will vest equally over a period of four years and performance options will be vested after the end of fourth financial year, subject to achievement of performance criteria.</td></tr><tr><td>Time within which may be exercised</td><td>6 years from the date of vesting.</td></tr><tr><td>Exercise price</td><td>₹1/- per option.</td></tr><tr><td>Options lapsed or cancelled</td><td>If the stock options get lapsed / cancelled or becomes un-exercisable due to any reason, the Nomination and Remuneration Committee will in accordance with the scheme and applicable laws, in its absolute discretion will decide the re-issue of lapsed/cancelled options.</td></tr><tr><td>Brief details of significant terms of ESOS 2013</td><td>The ESOS 2013 is administered by the Nomination and Remuneration Committee. Options granted under ESOS 2013 will vest not less than one year and not more than five years from the date of grant of such options.</td></tr></tbody></table>	Particulars	Details	Brief details of options granted	91,407 no. of options granted to eligible employee(s) under Employee Stock Option Scheme (ESOS 2013).	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	The scheme is in due compliance with the terms of SEBI (SBEBS) Regulations, 2021.	Total number of shares covered by these options	Options carry the right to apply for equivalent number of equity shares of the Company at face value of ₹ 1/- each.	Vesting period	Options granted will be vested over a period of four years, basis time and performance criteria. Time based options will vest equally over a period of four years and performance options will be vested after the end of fourth financial year, subject to achievement of performance criteria.	Time within which may be exercised	6 years from the date of vesting.	Exercise price	₹1/- per option.	Options lapsed or cancelled	If the stock options get lapsed / cancelled or becomes un-exercisable due to any reason, the Nomination and Remuneration Committee will in accordance with the scheme and applicable laws, in its absolute discretion will decide the re-issue of lapsed/cancelled options.	Brief details of significant terms of ESOS 2013	The ESOS 2013 is administered by the Nomination and Remuneration Committee. Options granted under ESOS 2013 will vest not less than one year and not more than five years from the date of grant of such options.
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		<p>Vesting of options is subject to continued employment with the Company and fulfilment of performance criteria, if any. The Exercise Price shall be determined by the Nomination and Remuneration Committee, from time to time, but shall not be less than face value of the shares and not more than the prevailing market value of the shares as on the date of Grant. The Employee Stock Options granted shall be eligible of being exercised within a period of six years from the date of vesting of Options.</p>
6.	Chief Risk Officer	<p>Based on recommendation of the Risk Management Committee and Nomination and Remuneration Committee held in the meetings on March 29, 2022 and May 18, 2022 respectively, the Board of Directors in their meeting held on May 19, 2022 designated Mr. Chetan Chopra, Head – Control Assurance & Governance as Chief Risk Officer of the Company.</p>
7.	Statutory Auditors	<p>Subject to the approval of the shareholders, the Board proposed the appointment of M/s. Price Waterhouse Chartered Accountant, as Statutory Auditors of the Company for a term of five Years i.e. from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting to be held during the year 2027.</p> <p>M/s. Price Waterhouse Chartered Accountants LLP has confirmed their eligibility to act as the Statutory Auditors of the Company.</p>

The aforesaid meeting commenced at 10 a.m. and concluded at 12.15 p.m.

Kindly take the information on record.

Thanking you

For V-Guard Industries Limited


Mithun K Chittilappilly
Managing Director

Encl: as above

