

June 26, 2020

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: Annual Secretarial Compliance Report for the year ended March 31, 2020.

Dear Sir / Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 read with SEBI Circular ref No. CIR/CFD/CMD1/27/ 2019 dated 08.02.2019, the Annual Secretarial Compliance Report dated June 1, 2020 for the year ended March 31, 2020 issued by M/s Keyul M. Dedhia & Associates, Practicing Company Secretaries are attached herewith.

We Request you to take the above record.

Thanking You,

For V-Guard Industries Limited



Jayasree K

Company Secretary

**V-GUARD INDUSTRIES LTD.**

Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
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**ANNUAL SECRETARIAL COMPLIANCE REPORT**  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Board of Directors,

**V-Guard Industries Limited**

Corporate Identity Number: L31200KL1996PLC010010

42/962, Vennala High School Road, Vennala, Kochi, Kerala- 682 028.

We, Keyul M. Dedhia And Associates, Company Secretaries, have examined on test check basis:

- (a) all the documents and records made available to us and explanation provided by V-Guard Industries Limited, (hereinafter called "the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

and for the financial year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issues thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 (to the extent applicable);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2018;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depository and Participant) Regulations, 2018 (to the extent applicable);
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (g) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and based on above examination, we hereby report that, during the financial year ended March 31, 2020 :

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1.	Filing of Limited Review Report along with Un-Audited Consolidated Financial Results for quarter ended September 30, 2019 as per Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Limited Review Report on Un-Audited Consolidated Financial Results for quarter ended September 30, 2019 was filed on November 8, 2019, after the thirty minutes from the conclusion of the Board Meeting.	There was delay of one day in filing of the Limited Review Report on Un-Audited Consolidated Financial Results for quarter ended September 30, 2019 with Stock Exchanges.

- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our test check basis examination of those records.
- (c) no actions taken against the Company/ its promoters/ directors/ material subsidiary(ies), as the case may be, either SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) the listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the previous financial years</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
-	NA	NA	NA	NA

We further report that, during the review period, one of the designated employees of the Company had dealt in equity shares of the Company during non-transaction period notified as per the Company's Prevention of Insider Trading Code.

We further report that, during the Audit period, one of the designated employees of the Company, has delayed in submitting the disclosures under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the Company.

Further, in terms of SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries, the listed entity has suitably modified the terms of appointment of the statutory auditor to give effect to clause 6(A) and 6(B) of the said circular.

We would like to state that due to nation-wide lockdown ordered by the Government of India in view of COVID-19 global pandemic, we have not been able to physically verify the records of the Company for the purpose of our current audit and have instead placed our reliance solely on the contents of electronically signed / scanned copies of the records, documents, papers, information, explanation etc; provided to us by the Company and its officers and agents in electronic form.

**For Keyul M. Dedhia & Associates  
Company Secretaries**

Unique ICSI Code Number: S2009MH120800

**Keyul M. Dedhia  
Proprietor**

*FCS No: 7756    COP No: 8618*  
UDIN: F007756B000308639

**June 01, 2020, Mumbai.**

