

14.10.2019

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
Scrp Code: 532953	Symbol: VGUARD

Dear Sir,

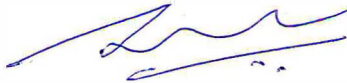
**Sub: Certificate of Compliance under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 for the half-year ended 30<sup>th</sup> September 2019**

Pursuant to Regulation 40 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a Certificate issued by M/s. SVJS & Associates, Company Secretaries for the half-year ended 30.09.2019 in compliance with Regulation 40 (9) of SEBI (LODR) Regulations, 2015.

Kindly take the same on your record.

Thanking You,

Yours sincerely,  
For V-Guard Industries Limited



Jayasree K  
Company Secretary

Encl: As above



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**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE HALF YEAR ENDED 30.09.2019**

We have examined all registers, files and other documents relating to **V-GUARD INDUSTRIES LIMITED**, 42/962, Vennala High School Road, Vennala, Ernakulam, Kerala - 682028 maintained by **Link Intime India Private Ltd (The Registrar and Transfer Agent)**, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, pertaining to transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies of the Company for the period **01.04.2019 to 30.09.2019** for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company and The Registrar and Transfer Agent, we hereby certify that:

A. During the period April 01, 2019 - September 30, 2019, the following transmissions were approved;

SL No.	Transmission Approval Date	Transferor Folio	Transferor Name	Transferee Folio	Transferee Name	No. of Shares
1	28-05-2019	0000261	Suresh B	0001326	Shanthamma G	880
2	18-09-2019	0000550	T Dinesh Kumar	IEPF 2017*	IEPF 2017	400
3	18-09-2019	0000764	Prakash V	IEPF 2017*	IEPF 2017	600

\*To enable transfer of equity shares held in physical form in respect of which dividend is unpaid or unclaimed for seven consecutive years to the demat account of the IEPFA, it is required to issue new share certificates in the name of the shareholders who hold the said shares in lieu of the original share certificates and the shares were transferred thereafter, through transmission and corporate action has executed to credit the shares to the demat account of IEPFA

No request for Share Transfers have received during the period under review.

B. During the period **01.04.2019 to 30.09.2019**, the Company has made the following allotments;



Sl. No	Particulars of shares allotted and date of allotment	No. of shares allotted	Amount paid per share (face value- Re.1/ share)	Total amount received
1	Equity shares under ESOP Scheme 13.04.2019	1,47,223*	Re.1.00/-	Rs. 1,47,223
2	Equity shares under ESOP Scheme 24.07.2019	230,388	Re.1.00/-	Rs. 230,388
		92,636	Rs.34.64/-	Rs.3,208,911.04
		46,033	Rs. 71.36/-	Rs. 3,284,914.88

\* Out of 1,47,223 no. of options exercised under ESOS2013, the Share Application Money pertaining to 1,05,223 no. of options were received during the period October 01, 2018 to March 31, 2019.

C. Any other information, if applicable:

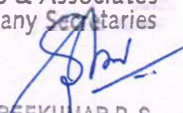
a) During the period under review, the Company has received the following share application money for which allotment is pending.

Sl. No.	Particulars of application money received	No. of shares to be allotted	Exercise price	Total amount received
1.	Pursuant to exercise of options under ESOP 2013	1,43,836	Re.1/-	1,43,836
		63,130	Rs.34.64/-	21,86,823.20

No other requests for subdivision, consolidation, renewal, exchange or endorsement of calls have received during the year under review.

b) No requests were received from the shareholders for issue of duplicate share certificate(s) during the period under review.

For SVJS & Associates  
Company Secretaries

  
SREEKUMAR P. S.  
Partner  
CP No: 8067

Kochi  
14.10.2019



UDIN: F008130A000067959