

January 12, 2023

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: - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: - Acquisition of 100% shareholding of Sunflame Enterprises Private Limited

Dear Madam / Sir,

With reference to the captioned subject and in furtherance to our previous intimation vide Letter dated December 9, 2022, this is to inform you that the Company has completed the acquisition of 100% shareholding of Sunflame Enterprises Private Limited today (i.e. January 12, 2023) for an aggregate consideration of ₹ 680.33 crores (Rupees Six Hundred and Eighty Crores and thirty three lakhs only)] computed after the closing adjustment as described in the Share Purchase Agreement dated December 9, 2022. Out of the total consideration computed, an aggregate amount of ₹25 crores (Rupees Twenty Five crores only) will be paid to the selling shareholders after two years from the date of closure.

Accordingly, Sunflame Enterprises Private Limited has become a Wholly Owned Subsidiary of the Company with effect from January 12, 2023.

We request you to kindly take the above information on record.

The details required under regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as Annexure -I.

Thanking you

For V-Guard Industries Limited

Jayasree K
Company Secretary & Compliance Officer
Membership No.: A15900



Encl: as stated
V-GUARD INDUSTRIES LTD.
Regd. office 42/962,
Vennala High School Road,
Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010

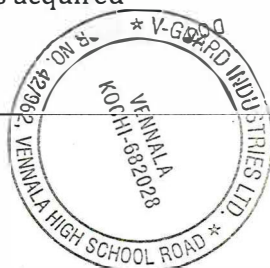
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E mail@vguard.in
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Sl no.	Particulars	Details								
1.	Name of the target entity, details in brief as size, turnover etc.	<p>Sunflame Enterprises Private Limited (SEPL).</p> <p>SEPL is engaged in the business of manufacture and marketing of various kitchen and home appliances.</p> <p>Regd. Office address: D-836, New Friends Colony, New Delhi-110025</p> <p>Authorised capital: ₹. 1,00,00,000/- (Rupees One crores only)</p> <p>Paid up Capital: ₹. 15,65,000/- (Rupees Fifteen lakh Sixty Five thousand only)</p> <p>Brief Financial Summary for FY 2021-22:-</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2" style="text-align: right;">₹ In Crs (approx.)</th> </tr> </thead> <tbody> <tr> <td>Revenue from operation</td> <td style="text-align: right;">349.79</td> </tr> <tr> <td>Profit before tax</td> <td style="text-align: right;">44.23</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: right;">33.01</td> </tr> </tbody> </table>	₹ In Crs (approx.)		Revenue from operation	349.79	Profit before tax	44.23	Profit after tax	33.01
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2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>No.</p> <p>Acquisition of 100% shareholding of SEPL does not fall within the purview of related party transactions. Promoter / Promoter Group / group companies of the Company do not have any interest in the entity being acquired (i.e. SEPL).</p>								
3.	Industry to which the entity being acquired belongs	Kitchen and small domestic appliances								





4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<ul style="list-style-type: none">• Drive growth and margin expansion by catapulting V-Guard into League of serious kitchen players• Strong Brand recall of 'Sunflame' and 'Superflame' brand, with wide product portfolio enabling deeper engagement with consumers• Strong product development capabilities along with established state-of-the-art manufacturing facility at IMT Faridabad, with established front-end and back-end linkages, leading to shortened 'Time to market'• Synergistic fit with multiple levers for unlocking significant synergies in areas like geography, product portfolio and channels
5.	Brief details of any governmental or regulatory approval for the required acquisition	Acquisition of 100% shareholding of SEPL by the Company does not require any governmental or regulatory approval.
6.	Indicative time period for completion of the acquisition	Transaction Completed
7.	Nature of consideration whether cash consideration or share swap and details of the same	Nature of consideration is cash. Total consideration is ₹ 680.33 crs (Rupees Six Hundred and Eighty crores and Thirty Three lakhs only) computed after all closing adjustments, out of which ₹ 25 crs (Rupees Twenty Five crores only) will be paid to the selling shareholders after two years from transaction closure date.
8.	Cost of acquisition or the price at which the shares are acquired	The cost of acquisition of 100% of the issued and paid up share capital of SEPL is ₹ 680.33 crs (Rupees Six Hundred and Eighty crores and Thirty Three lakhs only) after all closing adjustments. Out of the total consideration, an amount of ₹ 25 crs (Rupees Twenty Five crores only) will be paid to the selling shareholders after two years from transaction closure date.
9.	Percentage of shareholding / control acquired and/ or number of shares acquired	15,650 equity shares of Rs.100/- each of SEPL translating to 100% of the issued and paid-up share capital is acquired by the Company.





10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3-year turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>SEPL is engaged in the business of manufacture and marketing of Kitchen and Home appliances such as chimneys, cook tops, cookers and other small appliances, and has a pan India presence.</p> <p>Date of Incorporation of SEPL: 21/08/1984</p> <p>Last 3-year turnover of SEPL is following:</p> <p style="text-align: right;">₹. In Crs (approx.)</p> <table border="1"><tr><td>FY 19-20</td><td>263.00</td></tr><tr><td>FY 20-21</td><td>264.07</td></tr><tr><td>FY 21-22</td><td>349.79</td></tr></table>	FY 19-20	263.00	FY 20-21	264.07	FY 21-22	349.79
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