

December 9, 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

Dear Madam / Sir,

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

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we are pleased to inform that the Board of Directors in their meeting held today, approved acquisition of 100% shareholding in Sunflame Enterprises Private Limited (SEPL), subject to completion of certain conditions precedent. The Company has executed a Share Purchase Agreement today with SEPL and its shareholders in relation to the aforesaid transaction.

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.

Kindly take the note of the same on your record.

Thanking you

For V-Guard Industries Limited

**Jayasree
Kamala**

Digitally signed by
Jayasree Kamala
Date: 2022.12.09 14:25:19
+05'30'

Jayasree K

Company Secretary & Compliance Officer

Membership No.: A15900



Encl: as stated

Annexure - I

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 small domestic 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
₹ In Crs (approx.)										
Revenue from operation	349.79									
Profit before tax	44.23									
Profit after tax	33.01									
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 								



		<p>product portfolio enabling deeper engagement with consumers</p> <ul style="list-style-type: none"> • 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	Mid-January , 2023, subject to fulfilment of conditions precedent agreed in the Share Purchase Agreement.
7.	Nature of consideration whether cash consideration or share swap and details of the same	Nature of consideration is cash. Total consideration is ₹ 660 crs, on cash free debt free basis, (Rupees Six Hundred and Sixty crores only) (subject to closing adjustments), of which ₹ 25 crs (Rupees Twenty Five crores only) will be paid after two years from the date of transaction closure
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 ₹ 660 crs (Rupees Six Hundred and Sixty crores only) (subject to closing adjustments). Out of the total consideration, an amount of ₹ 25 crs (Rupees Six Hundred and Sixty crores only) will be paid after two years from the date of the transaction closure.
9.	Percentage of shareholding / control acquired and/ or number of shares acquired	15,650 equity shares of SEPL amounting to 100% of the issued and paid up share capital is proposed to be 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	SEPL is engaged in the business of manufacture and marketing of Kitchen and Home appliances such as chimneys, cook tops, cookers and



<p>has presence and any other significant information (in brief)</p>	<p>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> <table border="1" data-bbox="906 436 1354 569"> <thead> <tr> <th colspan="2"></th> <th style="text-align: right;">₹. In Crs (approx.)</th> </tr> </thead> <tbody> <tr> <td>FY 19-20</td> <td></td> <td style="text-align: right;">263.00</td> </tr> <tr> <td>FY 20-21</td> <td></td> <td style="text-align: right;">264.07</td> </tr> <tr> <td>FY 21-22</td> <td></td> <td style="text-align: right;">349.79</td> </tr> </tbody> </table>			₹. In Crs (approx.)	FY 19-20		263.00	FY 20-21		264.07	FY 21-22		349.79
		₹. In Crs (approx.)											
FY 19-20		263.00											
FY 20-21		264.07											
FY 21-22		349.79											

