

12.04.2019

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001  Scrip Code: 532953	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  Symbol: VGUARD
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Dear Sir,

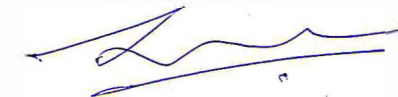
**Sub: Certificate of Compliance under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 for the half-year ended 31<sup>st</sup> March 2019**

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 31.03.2019 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



**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31.03.2019.**

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 Share 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 **01.10.2018 to 31.03.2019** 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 Share Transfer Agent, we hereby certify that:

- A. There are no share transfer/ transmission during the period from 01.10.2018 to 31.03.2019
- B. During the period **01.10.2018 to 31.03.2019**, the Company has received the following share application/ allotment monies:

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 05.10.2018	94,642	Re.1.00/-	Rs.94,642.00
		56,315	Rs.34.64/-	Rs.19,50,751.60
		1,75,399	Rs. 71.36/-	Rs.1,25,16,472.64
2	Equity shares under ESOP Scheme 09.01.2019	93,412	Re.1.00/-	Rs. 93,412.00
		16,454	Rs.34.64/-	Rs.5,69,966.56
		87,134	Rs. 71.36/-	Rs. 62,17,882.24



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	1,05,223	Re.1/-	Rs. 1,05,223

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

- b) During the period under review, share certificates in respect of requests for issue of duplicate certificates have been issued within one month of lodgment.

Kochi  
12.04.2019



For SVJS & Associates  
Company Secretaries

  
P.D. VINCENT  
Managing Partner  
CP No: 7940