

Limited Review Report**Review Report to
The Board of Directors
V-Guard Industries Limited**

1. We have reviewed the accompanying statement of unaudited financial results of V-Guard Industries Limited ('the Company') for the quarter ended December 31, 2014 (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", specified under the Companies Act, 1956 (which are deemed to be applicable as per section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

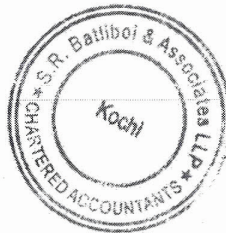
For S.R. BATLIBOI & ASSOCIATES LLP**ICAI Firm registration number: 101049W**

Chartered Accountants

per **Aditya Vikram Bhauwala**

Partner

Membership No.: 208382



Place: Bangalore

Date: January 16, 2015

V-GUARD INDUSTRIES LIMITED

Registered Office: 33/2905 F, Vennala High School Road,
Vennala P.O., Kochi - 682 028, Kerala, India

Tel : +91 484 3005000, 2005000

Fax: +91 484 3005100

Email: mail@vguard.in

CIN: L31200KL1996PLC010010



www.vguard.in

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31.12.2014

(₹ in Lakhs)

| PART I Sl. No. | Particulars | For the three months ended | | | For the nine months ended | | For the Year ended 31.03.2014 |
|-------------------|--|----------------------------|------------------|------------------|---------------------------|-------------------|----------------------------------|
| | | 31.12.2014 | 30.09.2014 | 31.12.2013 | 31.12.2014 | 31.12.2013 | |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | |
| 1 | Income from operations | | | | | | |
| | (a) Net sales/income from operations (Net of excise duty) | 38,980.37 | 42,724.29 | 34,987.02 | 129,094.27 | 108,689.54 | 150,588.04 |
| | (b) Other operating income | 556.28 | 401.01 | 305.91 | 1,337.27 | 823.02 | 1,168.27 |
| | Total income from operations (net) | 39,536.65 | 43,125.30 | 35,292.93 | 130,431.54 | 109,512.56 | 151,756.31 |
| 2 | Expenses | | | | | | |
| | (a) Cost of materials consumed | 11,719.96 | 15,911.61 | 12,964.28 | 40,008.92 | 36,582.50 | 49,424.16 |
| | (b) Purchases of stock-in-trade | 15,733.16 | 19,020.43 | 15,531.64 | 57,634.58 | 44,940.71 | 63,537.82 |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 1,344.98 | (3,910.04) | (2,700.45) | (2,454.43) | (1,254.71) | (791.82) |
| | (d) Employee benefits expense | 2,739.67 | 2,747.17 | 2,049.47 | 8,030.27 | 6,418.49 | 8,481.34 |
| | (e) Selling and Distribution expense | 2,820.68 | 2,445.07 | 2,081.73 | 8,565.78 | 7,020.52 | 9,306.28 |
| | (f) Depreciation and amortisation expense | 389.07 | 380.87 | 314.88 | 1,140.71 | 886.96 | 1,203.86 |
| | (g) Other expenses | 3,012.31 | 3,346.81 | 2,453.80 | 8,871.29 | 7,092.95 | 9,543.91 |
| | Total Expenses | 37,759.77 | 39,941.92 | 32,695.35 | 121,797.12 | 101,687.40 | 140,705.55 |
| 3 | Profit / (Loss) from operations before other Income, finance cost and Exceptional items (1-2) | 1,776.88 | 3,183.38 | 2,597.58 | 8,634.42 | 7,825.16 | 11,050.76 |
| 4 | Other Income | 115.33 | 106.71 | 123.99 | 287.72 | 347.00 | 483.88 |
| 5 | Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4) | 1,892.21 | 3,290.09 | 2,721.57 | 8,922.14 | 8,172.16 | 11,534.64 |
| 6 | Finance costs | (533.11) | (525.27) | (543.33) | (1,598.40) | (1,573.40) | (2,106.31) |
| 7 | Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 + 6) | 1,359.10 | 2,764.82 | 2,178.24 | 7,323.74 | 6,598.76 | 9,428.33 |
| 8 | Exceptional items | - | - | - | - | - | - |
| 9 | Profit / (Loss) from ordinary activities before tax (7 + 8) | 1,359.10 | 2,764.82 | 2,178.24 | 7,323.74 | 6,598.76 | 9,428.33 |
| 10 | Tax expense | (436.09) | (848.23) | (425.28) | (2,258.75) | (1,633.10) | (2,414.93) |
| 11 | Net Profit / (Loss) for the period (9+10) | 923.01 | 1,916.59 | 1,752.96 | 5,064.99 | 4,965.66 | 7,013.40 |
| 12 | Paid-up equity share capital (Face value of ₹ 10/- each) | 2,991.81 | 2,985.69 | 2,984.75 | 2,991.81 | 2,984.75 | 2,984.75 |
| 13 | Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year | - | - | - | - | - | 28,858.50 |
| 14 | Earnings per share (EPS) (of ₹ 10/- each) (not annualised) | | | | | | |
| | (a) Basic | 5.09 | 6.42 | 5.88 | 16.96 | 16.64 | 23.50 |
| | (b) Diluted | 3.05 | 6.36 | 5.87 | 16.73 | 16.61 | 23.47 |

See accompanying note to the financial results

SELECT INFORMATION FOR THE QUARTER ENDED DECEMBER 31, 2014

| PART II Sl. No. | Particulars | For the three months ended | | | For the nine months ended | | For the Year ended 31.03.2014 |
|--------------------|--|----------------------------|------------|------------|---------------------------|------------|----------------------------------|
| | | 31.12.2014 | 30.09.2014 | 31.12.2013 | 31.12.2014 | 31.12.2013 | |
| A | PARTICULARS OF SHAREHOLDING | | | | | | |
| 1 | Public shareholding | | | | | | |
| | - Number of shares | 10,151,275 | 10,090,052 | 10,290,866 | 10,151,275 | 10,290,866 | 10,101,160 |
| | - Percentage of shareholding | 33.93% | 33.79% | 34.48% | 33.93% | 34.48% | 33.84% |
| 2 | Promoters and Promoter Group Shareholding: | | | | | | |
| | a) Pledged/Encumbered: | | | | | | |
| | - Number of shares | - | - | - | - | - | - |
| | - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | - | - | - | - | - | - |
| | - Percentage of shares (as a % of the total share capital of the company) | - | - | - | - | - | - |
| | b) Non-encumbered: | | | | | | |
| | - Number of shares | 19,766,860 | 19,766,860 | 19,556,654 | 19,766,860 | 19,556,654 | 19,746,360 |
| | - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 100% | 100% | 100% | 100% | 100% | 100% |
| | - Percentage of shares (as a % of the total share capital of the company) | 66.07% | 66.21% | 65.52% | 66.07% | 65.52% | 66.16% |

| Particulars | 3 months ended 31.12.2014 |
|--|------------------------------|
| B INVESTOR COMPLAINTS | |
| Pending at the beginning of the quarter | 6 |
| Received during the quarter | 6 |
| Disposed of during the quarter | 6 |
| Remaining unresolved at the end of the quarter | 1 |



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V-GUARD INDUSTRIES LIMITED

Registered Office: 33/2905 F, Vennala High School Road,
Vennala P.O., Kochi - 682 028, Kerala, India

Tel : +91 484 3005000, 2005000

Fax: +91 484 3005100

Email: mail@vguard.in

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SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

| Sl. No. | Particulars | For the three months ended | | | For the nine months ended | | (₹ in Lakhs) |
|---------|--|----------------------------|------------------|------------------|---------------------------|-------------------|--------------------|
| | | 31.12.2014 | 30.09.2014 | 31.12.2013 | 31.12.2014 | 31.12.2013 | For the Year ended |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | 31.03.2014 |
| 1 | Net Segment Revenue | | | | | | |
| | (a) Electronics | 10,313.23 | 12,140.49 | 8,458.14 | 41,798.32 | 33,428.21 | 45,041.64 |
| | (b) Electrical / Electro-mechanical | 27,609.37 | 29,789.41 | 25,436.41 | 84,865.76 | 73,053.30 | 102,782.73 |
| | (c) Others | 1,614.05 | 1,195.40 | 1,398.38 | 3,767.46 | 3,031.05 | 3,931.94 |
| | Total | 39,536.65 | 43,125.30 | 35,292.93 | 130,431.54 | 109,512.56 | 151,756.31 |
| | Less : Inter Segment Revenue | - | - | - | - | - | - |
| | Income from operations | 39,536.65 | 43,125.30 | 35,292.93 | 130,431.54 | 109,512.56 | 151,756.31 |
| 2 | Segment Results | | | | | | |
| | (Profit before tax & interest from each segment) | | | | | | |
| | (a) Electronics | 917.50 | 1,396.35 | 1,065.22 | 4,501.84 | 4,149.93 | 5,790.41 |
| | (b) Electrical / Electro-mechanical | 818.20 | 2,028.69 | 1,562.51 | 4,444.69 | 4,124.47 | 5,921.74 |
| | (c) Others | 292.68 | 14.47 | 150.02 | 397.88 | 48.86 | 3.00 |
| | Total | 2,028.38 | 3,439.51 | 2,777.75 | 9,344.41 | 8,323.26 | 11,715.15 |
| | (Add) / Less : (i) Interest | 533.11 | 525.27 | 543.33 | 1,598.40 | 1,573.40 | 2,106.31 |
| | (ii) Other un-allocable expense net of un-allocable income | 136.17 | 149.42 | 56.18 | 422.27 | 151.10 | 180.51 |
| | (iii) Exceptional items | - | - | - | - | - | - |
| | Profit Before Tax | 1,359.10 | 2,764.82 | 2,178.24 | 7,323.74 | 6,598.76 | 9,428.33 |
| 3 | Capital Employed | | | | | | |
| | (Segment Assets - Segment Liabilities) | | | | | | |
| | (a) Electronics | 8,484.69 | 9,032.75 | 7,212.99 | 8,484.69 | 7,212.99 | 8,730.03 |
| | (b) Electrical / Electro-mechanical | 29,231.52 | 30,922.07 | 26,377.43 | 29,231.52 | 26,377.43 | 26,348.62 |
| | (c) Others | 3,430.25 | 2,986.28 | 3,220.32 | 3,430.25 | 3,220.32 | 2,976.70 |
| | (d) Unallocated | (3,802.61) | (6,904.87) | (5,520.75) | (3,802.61) | (5,520.75) | (6,212.10) |
| | Total | 37,343.85 | 36,036.23 | 31,289.99 | 37,343.85 | 31,289.99 | 31,843.25 |

Notes :-

- The above unaudited financial results for the quarter ended December 31, 2014 were reviewed by the Audit Committee at the meeting held on January 16, 2015 and approved by the Board of Directors and taken on record at the meeting held on January 16, 2015.
- During the quarter ended June 30, 2014, the Company evaluated the requirements of Schedule II of the Companies Act, 2013 ('the Act') in respect of estimates of useful lives of its fixed assets. The management of the Company concluded that the impact of such change on the current quarter results is not material. Further, in accordance with the transitional provision specified in Schedule II of the Act, an amount of ₹ 106.32 lakhs (net of deferred taxes) has been adjusted in the opening balance of retained earnings.
- During the quarter ended December 31, 2014, the Company allotted 61,223 equity shares of face value of ₹10 each on exercise of stock options by eligible employees under the Employees Stock Option Scheme, 2013.
- Figures for the previous periods have been regrouped and / or reclassified wherever necessary to conform with the current period presentation.

Place: Kochi
Date: 16.01.2015



For V-GUARD INDUSTRIES LIMITED

M. H. S.
Managing Director