

V-GUARD INDUSTRIES LIMITED

Registered Office: 42/962, Vennala High School Road
Vennala P.O., Kochi - 682 028, Kerala, India
Tel : +91 484 3005000, 2005000
Fax : +91 484 3005100
E-mail: mail@vguard.in
CIN: L31200KL1996PLC010010



18.04.2017

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 Scrip Code: VGUARD
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Dear Sir,

Sub: Submission of Certificate of Compliance under Regulation 40(9) of the SEBI (LODR) Regulations, 2015 for the half-year ended 31st March, 2017.

Please find attached herewith the Certificate of Compliance issued by the Practicing Company Secretary for V-Guard Industries Limited under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March, 2017.

Kindly take the same on your records.

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 31.03.2017

We have examined all registers, files and other documents relating to **M/s. V-GUARD INDUSTRIES LIMITED**, 42/962, Vennala High School Road, Vennala, Ernakulam, Kerala - 682028 maintained by **M/s. 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 of equity shares of the Company for the period **01.10.2016 to 31.03.2017** for the purpose of issuing a Certificate as per Regulation 40(8) read with 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. No requests for transfer of shares, sub-division, consolidation, renewal, exchange or endorsement of calls has been received by the Company during the aforesaid period.
- B. During the period **01.10.2016 to 31.03.2017**, the Company has received the following share application/ allotment monies:

Sl. No.	Particulars of shares allotted including date of allotment	No. of shares allotted for face value of Re.1/-	No. of shares allotted for Premium	Amount of premium per share	Total amount received including premium
1	Equity shares under ESOP Scheme - 2013 made on 21.10.2016	149,740	225,930	Rs. 47.50/- (Rupees Forty Seven and Fifty paise only)	Rs. 1,24,07,943.10/- (Rupees One Crore Twenty Four Lakhs Seven thousand nine hundred and Forty Three and Ten paise only)
			13,019	Rs. 98.90/- (Rupees Ninety Eight and Ninety Paise only)	



2	Equity shares under ESOP Scheme - 2013 made on 30.01.2017	189,320	47,825	Rs. 47.50/- (Rupees Forty Seven and Fifty paise only)	Rs. 46,89,150.00/- (Rupees Forty Six Lakh Eighty Nine Thousand One Hundred and Fifty only)
			21,825	Rs. 98.90/- (Rupees Ninety Eight and Ninety Paise only)	
3	Equity shares under ESOP Scheme - 2013 made on 27.02.2017.	80,900	736,245	Rs. 47.50/- (Rupees Forty Seven and Fifty paise only)	Rs. 4,12,45,420.40/- (Rupees Four Crore Twelve Lakhs Forty Five Thousand Four Hundred and Twenty and Forty paise only)
			54,621	Rs. 98.90/- (Rupees Ninety Eight and Ninety Paise only)	

C. Any Other Information, if applicable:

- a) No requests for sub-division, consolidation, renewal, exchange or endorsement of calls / allotment monies have been received.
- b) During the period the Company has not received any requests for issue of duplicate share certificates.
- c) During the period the Company has issued 121,329,846 equity shares having face value of Re. 1/- by way of Bonus issue pursuant to the approval of shareholders in the Extra-ordinary General Meeting held on 06.03.2017. The issue and dispatch of all share certificates on Bonus issue of shares were completed on 23.03.2017.

Kochi
18.04.2017



For SVJS & Associates
Company Secretaries

(Signature)
SREEKUMAR P. S.
Partner
CP No: 8067