

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



May 19, 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 Altered Memorandum of Association following Postal Ballot results under Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

This is to inform you that the company has altered its Memorandum of association pursuant to Section 4 and 13 of Companies Act, 2013, and Companies (Incorporation) Rules, 2014 through postal ballot process on April 30, 2017. Kindly take the same on your records.

Thanking You,

Yours sincerely,

For V-Guard Industries Limited

Jayasree K
Company Secretary



**MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF
V-GUARD
INDUSTRIES LIMITED**

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, केरल एवं लक्षद्वीप

लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन का नया
निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U31200KL1996PLC010010

मैसर्स V GUARD INDUSTRIES PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

V GUARD INDUSTRIES PRIVATE LIMITED

जो मूल रूप में दिनांक बारह फरवरी उन्नीस सौ छियासठे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

V GUARD INDUSTRIES PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत आवश्यक
विनिश्चय दिनांक 16/07/2007 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

V GUARD INDUSTRIES LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा इरणाकुलम में आज दिनांक एक अगस्त दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Kerala and Lakshadweep

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number : U31200KL1996PLC010010

In the matter of M/s V GUARD INDUSTRIES PRIVATE LIMITED

I hereby certify that V GUARD INDUSTRIES PRIVATE LIMITED which was originally incorporated on Twelfth day of February Nineteen Hundred Ninety Six under the Companies Act, 1956 (No. 1 of 1956) as V GUARD INDUSTRIES PRIVATE LIMITED having duly passed the necessary resolution on 16/07/2007 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to V GUARD INDUSTRIES LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Ernakulam this First day of August Two Thousand Seven.



(AMEERUL MILATH S M)
कम्पनी रजिस्ट्रार / Registrar of Companies
केरल एवं लक्षद्वीप
Kerala and Lakshadweep

कम्पनी रजिस्ट्रार के कार्यालय अर्थात् लेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

V GUARD INDUSTRIES LIMITED
44/875L F C ROAD, KALOOR,
ERNAKULAM - 682017,
Kerala, INDIA



Co. No. U31200KL 1996PTC010010

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT TO CONVERSION INTO
PRIVATE LIMITED COMPANY**

I hereby certify that **V-GUARD INDUSTRIES LIMITED** which was originally incorporated on **12th February, 1996** under the Companies Act, 1956 and under the name **V-GUARD INDUSTRIES LIMITED**, having duly passed the necessary resolution in terms of Sections **21 & 31** of the Companies Act, 1956 on **14-08-2001** for conversion into Private company and the name of the said company is this day changed to **V-GUARD INDUSTRIES PRIVATE LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Cochin, this day of **15th November, 2001 (Two Thousand One)**

Sd/-
(S.M. AMEERUL MILLATH)
REGISTRAR OF COMPANIES,
KERALA



सत्यमेव जयते

CERTIFICATE FOR COMMENCEMENT OF BUSINESS
Pursuant to Section 149 (3) of the Companies Act, 1956

I hereby certify that the..... **V-GUARD INDUSTRIES**
LIMITED.....

.....
which was incorporated under the Companies Act, 1956, on the
..... **12th**day of **February**.....1996
and which has this day filed a duly verified declaration in the
prescribed form that the conditions of Section 149 (1) (a) to
(d) / 149 (2) (a) to (c) of the said Act, have been complied with is
entitled to commence business.

Given under my hand at Cochin
this **the 26th**day of **February,**..... One thousand nine
hundred and **Ninety Six**.....


(V.A. VIJAYAN MENON)

Registrar of Companies
KERAKA

Form I.R.



CERTIFICATE OF INCORPORATION

No. 09-10010 of 1996

I hereby certify that V-GUARD INDUSTRIES LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of the 1956) and that the Company is Limited.

Given under my hand at KOCHI this the 12th day of February, One thousand nine hundred and ninety six, the 23rd day of Magha, 1917 (Saka)

Sd/-
(V. A. VIJAYAN MENON)
Registrar Of Companies, Kerala

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

V-GUARD INDUSTRIES LIMITED

- I. The name of the company is **V-GUARD INDUSTRIES LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Kerala.

III. * A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**

- (i) To establish and carry on the business of manufacturing, selling, distributing or otherwise dealing in all types of electrical, electro mechanical, and electronic appliances, equipment, lighting and lighting fixtures, accessories and spares including stabilizers, electric motors, pump sets, clocks, time pieces, watches, water heaters, washing machines, dish washers, ovens, mixies, electric irons, refrigerators, television sets, air conditioners, ****home and kitchen appliances of all kinds both electrical and non-electrical**, communication equipments, photocopying machines, cameras, panel boards, relays, switch gears, switches and control gears, circuit breakers, transformers, electric meters, water meters, uninterrupted power supply systems, constant voltage transformers, accumulators and computers, security alarms, security systems, door locks with or without power, padlocks, other locking devices, printed circuit boards of all kinds and for all purposes whether populated or otherwise, insulated cables, insulated and enameled winding wires of all varieties and uses, all kinds of tubes, pipes, pipe fittings, hoses, components, accessories, moulded goods of all kinds and for all purposes including tanks, containers, bottles, toys and all other blown, moulded, formed or extruded goods and articles, whether made of steel, alloys, stainless steel, PVC, plastics, rubber or any other metal, or substance or materials, photovoltaic solar energy devices/systems such as lighting, pump sets, audio-video equipments, fans and all kinds of solar energy systems.

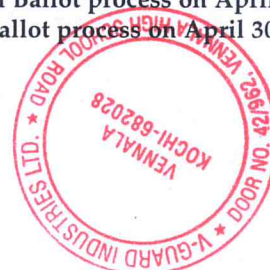
*(Substituted pursuant to the Resolution passed through Postal Ballot process on April 30, 2017)

** (inserted pursuant to the Resolution passed through Postal Ballot process on April 30, 2017)

For V-GUARD INDUSTRIES LTD.



Company Secretary



B.* MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III A:

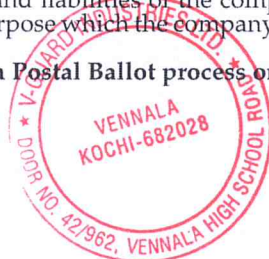
1. To acquire and take over as a going concern, any business similar to those in which the company is authorised to engage in by its Memorandum and Articles of Association and to take over its assets or part of the asset or assets such as trade marks, goodwill, patents, land and buildings, plant and machinery, vehicles, furniture and fittings and current assets and all liabilities.
2. To acquire, erect, construct, establish, operate and maintain, factories, equipments, land, building, roads, warehouse and other works suitable for the manufacture and selling of electrical and electronic goods and other facility in order to attain the objectives of the company.
3. To undertake and execute contracts for electrical wiring and plumbing in houses, offices, shops, factories and other premises and to undertake the installation, commissioning of electrical equipment and machines at houses, offices, shops, factories and other premises.
4. To promote, help, encourage and/or undertake technical or scientific research for development of products, existing and / or new, including, improvement to products and other works of any nature suitable for the business of the company.
5. To buy land, building and courtyards and to build houses and quarters on such lands or to repair, develop and to perfection as required such buildings for the purpose of carrying on the business of the Company or as investments of the funds of the Company for that purpose to develop and turn to account any land in which the Company is interested and in particular by laying out and preparing the same for building purpose, construction, altering, pulling down, maintaining, fitting up, improving buildings and by painting, paving, draining, cultivating, letting or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
6. To act as stockists, commission agents, manufacturer's representatives or agents, selling and purchasing agents, distributors, brokers of any individual, company, firm or association of persons.
7. To establish, provide, maintain and operate workshops or service centres, to undertake and carry on servicing and repair facilities of all types of electrical, eletro mechanical and electronic equipments, appliances and accessories and renewable energy devices.
8. To enter into any arrangement or agreement with any Government, State or Authority, Municipal, Local or otherwise, or any Corporation, Companies or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State, Authority, Corporation, Companies or persons any rights, privileges or concessions and to carry out, exercise, and comply with such arrangement or agreement.
9. To apply for, promote and obtain under any Act or legislation or other authority for enabling the Company to carry out any of its objects into effect, or for effecting any modification of the Company's Constitution or for any other purpose which may seem expedient and to oppose any proceedings, or applications which may seem calculated directly or indirectly prejudicial to the Company's interests.
10. To establish and carry on, and to promote the establishment of and carrying on or develop any property in which the company is interested, or any business which may be conveniently carried on or in connection with such property and the establishment of which may deem calculated to enhance the value of the Company's interest in such property to facilitate the disposal thereof.
11. To exercise, conduct, research, develop, grant licences or otherwise turn to account any inventions, processes, letters, patent, licences, concessions, rights or privileges belonging to the company on which it may acquire or any interest in the same to apply for, take out and register any patent or patents for any inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world.
12. To send out to foreign countries Directors, employees or any other persons for investigating possibilities of any business, trade or for procuring and buying any machinery or establishing trade connection or in promoting the interest of the company and to pay all expenses incurred in this connection.
13. To form, promote, subsidise, organise, assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates, or partnerships, co-operative societies, or other association of all kinds for the purpose of acquiring and undertaking any property and liabilities of the company or of advancing directly or indirectly the objects thereof or for any other purpose which the company may think expedient

*(Substituted pursuant to the Resolution passed through Postal Ballot process on April 30, 2017)

For V-GUARD INDUSTRIES LTD.



Company Secretary



and to take or otherwise acquire and to hold shares in any other company or society having objects similar to those of this company or carrying on any business capable of being conducted so as to directly or indirectly benefit the Company.

14. Subject to the provisions of the Companies Act, 1956, to take or otherwise acquire and hold shares, stock or debentures in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.
15. To enter into any partnership or any arrangements for sharing profits, union of interest, joint ventures, reciprocal concession or otherwise, with any person or persons or corporation carrying on or engaged in or about to carry on or engage in, any business or enterprise which this Company is authorized to carry on or engaged in, and to take or otherwise acquire and hold shares or stock on or securities of and to subsidise or otherwise assist any such Company, and to sell, hold or issue with or without guarantee or otherwise deal with such shares, stock or securities.
16. To draw, make, accept, endorse, discount, execute and issue bills of exchange, cheques, promissory notes, hundies, bills of lading, railway receipts, lorry receipts, air way bills, warrants, debentures, and other negotiable or transferable instruments or securities.
17. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise, charges, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem and pay off any such securities.
18. To remunerate any persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation of the Company or the conduct of its business.
19. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, including shares with or without preferred/guaranteed rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode or partly in another, and on such terms as the Company may determine.
20. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise.
21. To establish, provide, maintain and conduct or otherwise subsidise, research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical research, experiments and test of all kinds, to promote studies and researches, both scientific and technical investigations and inventions, by providing, subsidising and endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students and/or employees or otherwise, and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered as likely to assist any business which the company is authorised to carry on.
22. To aid, pecuniary or otherwise, any association, body or movement, having as their objects, the solution, settlement or surmounting of industrial or labour problems or trouble or the promotion of industry or trade.
23. To dedicate, present or otherwise dispose of either voluntarily or for value, any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority for any trustees for or on behalf of any of the same or of the public.
24. To apply the assets of the company in any way in or towards the establishment/ maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with scientific research, trade, industry or commerce and particularly with the business and activities of the Company including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by bad debts, accidents or otherwise.
25. To adopt such means of making known the services of the Company as may seem expedient and in particular by advertising in the press, or through any electronic media by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

26. To apply for, purchase, or otherwise acquire any patents, designs, trade marks, copy rights, inventions, licences, concessions and similar or like incorporeal or proprietary rights conferring an exclusive or non-exclusive or limited right to use, trade in, or use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop, grant licenses in respect of or otherwise turn to account the property rights and information so acquired.
27. To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by and obligations of any persons or Companies and to give all kinds of indemnities.
28. To buy, sell, manufacture, repair or otherwise deal in, alter, improve, exchange, let or hire, import, export and deal in all works, plant, machinery, tools, utensils, appliances, apparatus and/or products capable of being used in any and every such business as aforesaid.
29. To purchase, charter, hire, construct, equip and maintain ships, boats, barges, lighters, vessels, aircraft, mills, warehouses, godowns, docks, piers, jetties and wharves and any other conveniences or erections suitable for any of the purpose of the Company.
30. To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or such other company as aforesaid or by partnership or in any arrangement of the nature of partnership or in any other manner.
31. To take part in the management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any directors, executives or other experts.
32. To issue debentures, debenture stocks, to grant and issue letters of credit, circular notes, bills, drafts, and other instruments and securities, whether payable to bearer or otherwise, and to make the same or any of them assignable free from equities.
33. To borrow or raise money on any terms without security or on the security of land, buildings, factories, machinery, tools, bills of exchange, promissory notes, bonds, bills of lading, warrants, stocks, debts, book debts, undertaking of the company and properties of every description or any one of them or more of them.
34. To receive money or deposit, and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient, however the company shall not do the business of banking as defined in the Banking Regulations Act, 1949.
35. To pay out, advance, invest and deal with the Company's moneys to such person or company and in or upon such investments or securities and generally in such manner as may from time to time be determined.
36. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
37. To pay all or any part of the expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to the same and to pay commission to broker and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.
38. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred right in respect of dividends, or repayment of capital or by debentures or otherwise by any securities with which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.
39. To make donations to such persons or institutions of cash, any other assets, services or facilities as may be thought directly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation for introducing business to the Company.
40. To procure the company to be registered or recognised in any part of the world outside India.
41. To subscribe or guarantee money for charitable, religious, benevolent or useful objects and to establish and support or aid in the establishment and support of associations, funds, trusts and conveniences for the benefits of the employees, ex-employees or of persons having dealings with the company or the

dependants or relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances or gratuities, bonus either by way of annual payment or lumpsum and to make payment towards insurance and to form and contribute to provident and benefit funds to or for such persons.

42. To place, to reserve or to distribute as dividend or bonus among the members or to otherwise apply, subject to the provisions of the Companies Act, 1956, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received in respect of dividends accrued on forfeited shares and also any moneys arising from the sale by the company of forfeited shares.
43. To sell, exchange, mortgage (with or without power of sale) assign, lease, subject and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the Company as a going concern, to any person or persons, association or otherwise on such consideration as the company may think fit, either for cash or for shares, debentures, or securities, for any other company having objects altogether, or in part, similar to the objects of this Company and hold or distribute among the member in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.
44. To insure with any person, firm, association or company against losses, risks and liabilities or any kind which may affect the company either wholly or partially, and if thought fit to effect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance or any part thereof for the account of the company.
45. To establish branches and appoint agents for or in connection with any of the objects of the company in any part of the world provided however that the Directors may always circumscribe the scope of business of a specified nature and execute power of attorney to the agents of such business defining the limits of their authority in carrying on the business.
46. To develop know-how, engineering services connected with the objects of the company mentioned in the above clauses and to invent or develop the process or designs on the above fields and also to transfer the same to the third parties on suitable terms and conditions.
47. To operate canteen, hospital, school, vocational centre, or facility for the benefit of employees, and public.
48. To generate and sell electrical energy through conventional and / or non-conventional means such as hydro or thermal, sun, wind, or ocean waves.
49. To construct or take on lease and operate hotels, restaurants, amusement parks, holiday resorts, golf course and such other facilities.
50. (A) To provide technical, managerial and other consultancy in relation to setting up of manufacturing unit(s) or plants for production of any of the items referred to in the main objects of the company on turn key basis or otherwise in any part of the world.
(B) To provide technical, managerial and other consultancy in relation to production of products referred to in the main objects of the company.
(C) To provide other technical, managerial and administrative consultancy.
***(Clause III C "The other objects for which the company is established " is deleted pursuant to the Resolution passed through the Postal Ballot process on April 30, 2017)**

IV.* The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them

*(Amended in line with the provisions of Companies Act,2013)

For **V-GUARD INDUSTRIES LTD.** 5


Company Secretary



V. * The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Re.1/- each (Rupee One only), with power to increase or reduce or modify the said capital and to divide the share for the time being of the Company into several classes and attach thereto preferential, deferred, qualified or special rights or conditions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided for by the Articles of Association of the Company.

* The members of the Company at the Annual General Meeting held on 26th July 2016 ammended the Memorandum of Association in connection with sub-division of equity shares and increase in the Authorised Share Capital of the Company.

* The members of the Company at the Extraordinary General Meeting held on 6th March, 2017 ammended the Memorandum of Association in connection with increase in the Authorised Share Capital of the Company.

Sl. No.	Name of subscribers	Address, description and occupation of subscribers	No. of Equity shares taken by each subscriber	Signature of subscribers
1	KOCHOUSEPH CHITTILAPPILLY	Chittilappilly House Bye Pass Road, Vennala P.O., Cochin-682028 S/o. C.O. Thomas BUSINESS	100	Sd/-
2	SHEELA KOCHOUSEPH	Chittilappilly House Bye Pass Road, Vennala P.O., Cochin-682028 W/o. Kochouseph BUSINESS	100	Sd/-
3	C.O. THOMAS	Chittilappilly House Bye Pass Road, Vennala P.O., Cochin-682028 S/o. Late. C.C. Ouseph BUSINESS	100	Sd/-
4	K. VIJAYAN	AIR House, 44/550, Sastha Temple Road, Kaloor, Cochin-682017 S/o. Late P.K. Gopalan, BUSINESS EXECUTIVE	100	Sd/-
5	K.R. KRISHNAMANI	48/1243-C, Aswathi, Asoka Road, Elamakkara P.O., Cochin-682026 S/o. Late K.V. Ramakrishnan SERVICE	100	Sd/-

6	B. JAYARAJ	48/1243-B, Payyana House, Elamakkara P.O., Cochin-682026 S/o. P.N. Balakrishnan Nair SERVICE	100	Sd/-
7	ANTONY SEBASTIAN K	48/1243-D, 'Karathra'Asoka Road, Elamakkara P.O., Cochin-682026 S/o. K.A. Sebastian SERVICE	100	Sd/-
	Total No. of Equity Shares taken		700(Seven hundred only)	

Dated this the 9th day of January 1996.

Witness to above signatures:

Sd/-
M. RAMACHANDRAN
Chartered Accountant
S/o K. Narayanan Nair
S.B. Billimoria & Co.
Chartered Accountants
Raman Centre, II Floor,
Ravipuram Road, Ernakulam-682016