

13.04.2018

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
Scrip Code: 532953	Symbol: VGUARD

Dear Sir/Madam,

Sub: Certificate under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed Certificate dated April 13, 2018 for the half year ended March 31, 2018, from Mr. Sreekumar P. S. of M/s. SVJS & Associates, Practicing Company Secretaries.

The certificate has been issued confirming compliance of the provisions of Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and 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 31.03.2018

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 of equity shares of the Company for the period **01.10.2017 to 31.03.2018** 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. The Company has delivered the Share Certificate(s) relating to the transfer of Shares received during the period from **01.10.2017 to 31.03.2018** as entered in the Memorandum of Transfers, which has been issued within fifteen days of the date of lodgment for transfer excepting those rejected on technical grounds.
- B. During the period **01.10.2017 to 31.03.2018**, 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 22.01.2018	3,82,425	4,31,744	Rs. 33.64/- (Rupees Thirty Three and Sixty Four Paise only)	Rs. 2,21,14,525.48/- (Rupees Two Crore Twenty One Lakhs Fourteen thousand Five hundred and Twenty Five and Forty eight paise only)
			94,962	(Rs.70.36/- Rupees Seventy and Thirty Six Paise only)	



2	Equity shares under ESOP Scheme - 2013 made on 14.03.2018	36,239	4,000	Rs. 33.64/- (Rupees Thirty Three and Sixty Four Paise only)	Rs. 52,98,447/- (Rupees Fifty Two Lakh Ninety Eight Thousand Four Hundred and Forty Seven only)
			71,800	(Rs.70.36/- Rupees Seventy and Thirty Six 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) No requests were received from the shareholders for issue of duplicate share certificate(s) during the period under review. The Company has issued new share certificates in respect of those shares, which were to be transferred to IEPF.

Kochi

13.04.2018



For SVJS & Associates
Company Secretaries

[Signature]
SREEKUMAR P. S.
Partner
CP No: 8067