

July 02, 2021

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Dear Madam / Sir,


**Sub: - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, on proposed formation of Wholly Owned Subsidiary Company - reg**

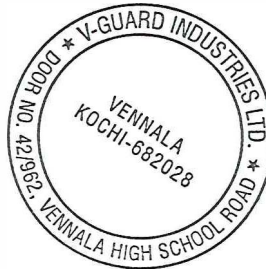
Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we would like to inform that the Board of Directors at their meeting held today, has approved incorporation of a Wholly Owned Subsidiary (WOS) of the Company.

The details required under regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as Annexure -I.

Kindly take the note of the same on your record.

Thanking you  
For V-Guard Industries Limited

  
Jayasree K  
Company Secretary & Compliance Officer  
Membership No.: A15900

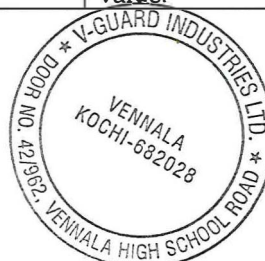


Encl: as stated

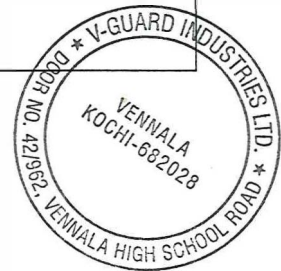
Annexure - I

Sl no.	Particulars	Details
1.	Name of the target entity, details in brief as size, turnover etc.	Name proposed is V-Guard Consumer Products Ltd. / V-Guard Manufacturing Ltd. / or such other name with 'V-Guard' mark as 'prefix', which will be approved by the Central Registration Centre (CRC) of the Ministry of Corporate Affairs (MCA).  Proposed Authorised capital: Rs. 10,00,000/- (Rupees Ten lakhs only)
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The Company is proposing to form a Wholly Owned Subsidiary (WOS) and the entity after incorporation, shall be a related party of the Company. Promoters of the Company are interested in the formation of WOS to the extent of their shareholding in the Company.
3.	Industry to which the entity being acquired belongs	Consumer Electricals
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed WOS shall be engaged in establishment and carrying on the business of manufacturing, selling and dealing in otherwise of various consumer electrical, electronics, electromechanical products and home and kitchen appliances of all kinds both electrical and non-electrical and such other allied products.
5.	Brief details of any governmental or regulatory approval for the required acquisition	Incorporation of the entity is subject to the approval of the MCA and such other statutory authorities.
6.	Indicative time period for completion of the acquisition	Entity shall be incorporated on receipt of requisite approvals from various statutory authorities.
7.	Nature of consideration whether cash consideration or share swap and details of the same	Securities shall be subscribed for cash.
8.	Cost of acquisition or the price at which the shares are acquired	Securities shall be subscribed at face value.

22



9.	Percentage of shareholding / control acquired and/ or number of shares acquired	100% shareholding
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3-year turnover, country in which the acquired entity has presence and any other significant information (in brief)	Not applicable as the entity is yet to be incorporated.



*22*

May 26, 2021

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Madam / Sir,

This is to inform you that, the Board of Directors of V-Guard Industries Limited at their meeting held on May 26, 2021, today, i.e. May 26, 2021, appointed Prof. Biju Varkkey (DIN: 01298281), as an Additional Director in the Independent Category, subject to the approval of the shareholders at the 25<sup>th</sup> Annual General Meeting for a tenure of five years. The Board also recommended re-appointment of Ms. Radha Unni (DIN: 03242769), Independent Director for another term of five years effective from September 27, 2021, subject to the approval of the shareholders in the said Annual General Meeting.

Profile of Prof. Biju Varkkey and Ms. Radha Unni, are enclosed herewith.

Kindly take the information on record.

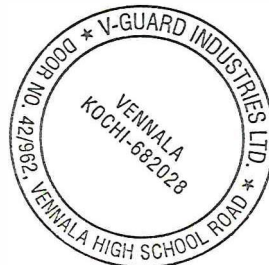
Thanking you

For V-Guard Industries Limited



Jayasree K  
Company Secretary

Encl: as above





**ANNEXURE 1**

S. No.	Disclosure Requirement	Radha Unni	Biju Varkkey
1	Reason for Change	Re-appointment of Ms. Radha Unni as an Independent Director	Appointment of Prof. Biju Varkkey as an Additional Director in the Independent Category to hold office till the conclusion of 25 <sup>th</sup> Annual General Meeting (AGM) and subject to approval of the shareholders at the 25 <sup>th</sup> AGM, appointment as an Independent Director effective from May 26, 2021.
2	Date and term of Appointment	Re-appointment is for a period of 5 years from September 27, 2021 to September 26, 2026. She is not liable to retire by rotation.	Appointment is for a period of 5 years from May 26, 2021 to May 25, 2026. He is not liable to retire by rotation.
3	Brief Profile	<p>Ms. Radha Unni was appointed as Independent Director of the Company from September 27, 2018 for a period three years. She is having more than 38 years of experience in banking industry. She had held various positions at the State Bank of India and retired as Chief General Manager. Post retirement she has been engaged by the State Bank of India in Management Audit and recruitment of its officers.</p> <p>She is on the Board of several companies as Independent Director, which include Nitta Gelatin India Ltd, Royal Sundaram General Insurance Co. Ltd., Muthoot Capital Services Ltd., and Western India Plywoods Ltd., apart from others.</p> <p>She holds a Post Graduate in Economics from University of Delhi and secured first rank. She also holds Bachelor's degree in Education from Annamalai University.</p>	<p>Prof. Biju Varkkey holds Master's Degree in Human Resource Management from Mahatma Gandhi University, Kerala and Fellow Title in management from NIBM, Pune.</p> <p>He has industry experience in Consulting and teaching in Leading Management Schools in India. He has worked on various consulting assignments with leading organizations across the globe.</p> <p>Currently he is a faculty at IIM Ahmedabad in Human Resource Management Area where he teaches for graduation, executive development and doctoral programs.</p>
4	Disclosure of relationship between Directors	There is no inter-se relationship between Ms. Radha Unni and other members of the Board.	There is no inter-se relationship between Prof. Biju Varkkey and other members of the Board.



April 1, 2021

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: - Intimation of resignation of Director pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Para A of Part A of Schedule III to the Listing Regulations, we hereby inform that Ms. Joshna Johnson Thomas, Non-Executive Non-Independent Director (DIN: 02613030), has tendered resignation from the position with effect from April 01, 2021 due to personal reasons.

Kindly take the above information on record.

Thanking You,

For V-Guard Industries Limited

  
Jayasree K  
Company Secretary



March 19, 2021

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: Outcome of Board Meeting and various disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - reg.

Dear Madam / Sir,

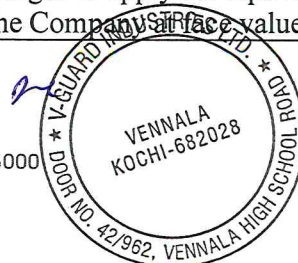
This is to inform you that, the Board of Directors of V-Guard Industries Limited at its meeting held today, i.e. March 19, 2021, inter alia, considered and approved the following businesses:

- A. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, approved re-appointment of Mr. Mithun K Chittilappilly (DIN: 00027610) as the Managing Director of the Company, for a period of five years effective from April 1, 2021 subject to the approval of the shareholders of the Company at the Annual General Meeting of the members to be held for the financial year 2020-21. As per the provisions of the Companies Act, 2013, Mr. Mithun K Chittilappilly is not disqualified to act as Director and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or of any other such authority.

Brief Profile of Mr. Mithun K Chittilappilly and disclosures as required pursuant to Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 9, 2015, are given in the Annexure attached herewith.

- B. The Nomination and Remuneration Committee in its meeting held on March 19, 2021, approved grant of options to eligible employee(s) under Employee Stock Option Scheme of the Company (ESOS 2013) and the same was approved by the Board of Directors in their meeting held on the same day. Details of grant approved are given as under:

Particulars	Details
Brief details of options granted	24,907 no. of options granted to an eligible employee under Employee Stock Option Scheme (ESOS 2013).
Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014	The scheme is in due compliance with the terms of SEBI (SBEB) Regulations, 2014.
Total number of shares covered by these options	Options carry the right to apply for equivalent number of equity shares of the Company at face value of Re. 1/- each





Vesting period	Options granted will be vested over a period of four years, basis Time and Performance criteria. Time based options will vest equally over a period of four years and Performance options will be vested at the end of the fourth year, subject to achievement of performance criteria.
Time within which options may be exercised	6 years from the date of vesting.
Exercise Price	Re. 1/- per option
Options lapsed or cancelled	If an Employee Stock Option is not vested or expired or becomes un-exercisable due to any reason, it shall be available for future Grants, subject to compliance with all Applicable Laws. The Nomination and Remuneration Committee will have powers to re-grant such options.
Brief details of significant terms of ESOS 2013	The ESOS2013 is administered by the Nomination and Remuneration Committee. Options granted under ESOS2013 will vest not less than one year and not more than four years from the date of grant of such options. Vesting of options is subject to continued employment with the Company and fulfilment of performance criteria, if any. The Exercise Price shall be determined by the Nomination and Remuneration Committee, from time to time, but shall not be less than face value of the share and not more than the prevailing market value of the shares as on the date of Grant. The Employee Stock Options granted shall be capable of being exercised within a period of six years from the date of vesting of the respective Employee Stock Options.

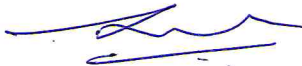
C. The Board of Directors allotted 7,00,828 no. of equity shares having face value of Re.1/- each to employees who have exercised stock options under Employee Stock Option Scheme of the Company (ESOS 2013). Out of the total number of 7,00,828 equity shares allotted, 1,98,280, 5,01,548 and 1,000 nos. of equity shares were allotted at a price of Re.1/-, Rs.34.64 and Rs.71.36, per share respectively. The shares allotted rank pari-passu with the existing equity shares of the Company in all respects.

The aforesaid meeting commenced at 10.30 am and concluded at 1.30 p.m.

Kindly take the information on record.

Thanking you

For V-Guard Industries Limited



Jayasree K  
Company Secretary



Encl: as above



**ANNEXURE**

Sl. No.	Disclosure Requirement	Details
1	Reason for Change	The Board of Directors re-appointed Mr. Mithun K Chittilappilly as Managing Director of the Company.
2	Date and term of Re-Appointment	April 01, 2021  Re-appointment is for a period of five years.
3	Brief Profile	<b>Brief Profile of Mr. Mithun K Chittilappilly</b>  Mr. Mithun K Chittilappilly is in the Board of the Company for more than 16 years. He has been actively involved, in the overall management of the Company and has initiated various strategic projects for taking the organization to the next level of growth.  Under his leadership, the Company has been able to achieve exponential growth in non-South markets and was able to roll out various new products to the portfolio. He has played a critical role in the Company unveiling a new brand identity and logo thus leading the transformation of the company into a technology-driven smart organization by offering smart products.
4	Disclosure of relationships between Directors	Other than Ms. Joshna Johnson Thomas, Non- Executive Non-Independent Director, Mr. Mithun K Chittilappilly has no inter-se relationship between any other members of the Board.



February 3, 2021

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

**Sub: - Outcome of Board Meeting and various disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Madam / Sir,

This is to inform you that, the Board of Directors of the Company at their meeting held today, i.e. February 3, 2021, has approved and adopted the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter and nine months ended December 31, 2020. The Unaudited Financial Results both Standalone and Consolidated were reviewed by the members of the Audit Committee in their meeting held on the same day. The Limited Review Report on the Standalone and Consolidated Results submitted by M/s. S R Batliboi & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company are also enclosed herewith.

The following decision was also taken by the Board in the meeting:

- a. The Nomination and Remuneration Committee in its meeting held on February 3, 2021, approved grant of options to eligible employee(s) under Employee Stock Option Scheme (ESOS) 2013 and the same was approved by the Board of Directors in their meeting held on the same day. Details of grant approved are as under:

Particulars	Details
Brief details of options granted	3,16,325 no. of options granted to eligible employee(s) under Employee Stock Option Scheme (ESOS 2013).
Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014	The scheme is in due compliance with the terms of SEBI (SBEB) Regulations, 2014.
Total number of shares covered by these options	Options carry the right to apply for equivalent number of equity shares of the Company at face value of Re. 1/- each
Vesting period	Options granted will be vested over a period of four years, basis time and performance criteria. Time based options will vest equally over a period of four years and performance options will be vested at the end of the fourth year, subject to achievement of performance criteria.
Time within which options may be exercised	6 years from the date of vesting.
Exercise Price	Re. 1/- per option


Options lapsed or cancelled	If an Employee Stock Option is not vested or expired or becomes un-exercisable due to any reason, it shall be available for future Grants, subject to compliance with all Applicable Laws. The Nomination and Remuneration Committee will have powers to re-grant such options.
Brief details of significant terms of ESOS 2013	The ESOS2013 is administered by the Nomination and Remuneration Committee. Options granted under ESOS2013 will vest not less than one year and not more than four years from the date of grant of such options. Vesting of options is subject to continued employment with the Company and fulfilment of performance criteria, if any. The Exercise Price shall be determined by the Nomination and Remuneration Committee, from time to time, but shall not be less than face value of the share and not more than the prevailing market value of the shares as on the date of Grant. The Employee Stock Options granted shall be capable of being exercised within a period of six years from the date of vesting of the respective Employee Stock Options.

The aforesaid meeting commenced at 1.15 p.m. and concluded at 2.15

Kindly take the information on record.

Thanking you

For V-Guard Industries Limited



Jayasree K  
Company Secretary

Encl: as above





January 17, 2021

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Outcome of Board Meeting dated January 15, 2021

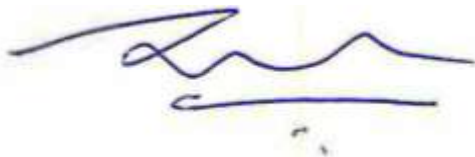
Dear Madam / Sir,

With reference to the above outcome of Board Meeting filed on January 15, 2021, we would like to further inform you that, the Company has executed the Share Subscription and Shareholders Agreement (“SSHA”) with Gegadyne Energy Labs Private Ltd. (GEL), its Promoters and Existing Investors.

You are requested to take the information on record.

Thanking you

For V-Guard Industries Ltd.




Jayasree K  
Company Secretary  
(Membership No. A15900)

# **V-Guard Industries Limited**

Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi – 682 028  
CIN: L31200KL1996PLC010010

**P** +91 484 433 5000, 200 5000  
**E** [mail@vguard.in](mailto:mail@vguard.in)  
**W** [www.vguard.in](http://www.vguard.in)

January 15, 2021

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: - Outcome of Board Meeting and disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Madam / Sir,

This is to inform that the Board of Directors of V-Guard Industries Ltd., (the Company) in their meeting held today, i.e. January 15, 2021, has approved the proposal of investment in the securities of Gegadyne Energy Labs Private Ltd. Detailed disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed herewith.

The meeting of Board of Directors commenced at 10.30 a.m. and concluded at 1.30 p.m.

You are requested to take the information on record.

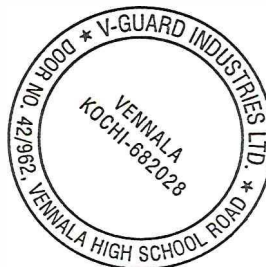
Thanking you

For V-Guard Industries Ltd.



Jayasree K  
Company Secretary  
(Membership No. A15900)

Encl: as stated



**V-GUARD INDUSTRIES LTD.**

Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
CIN: L31200KL1996PLC010010

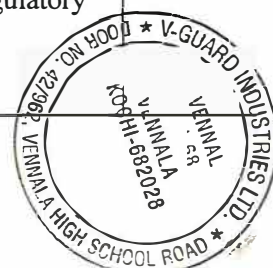
P +91 484 433 5000, 200 5000  
E mail@vguard.in  
W www.vguard.in

**Regulation 30(2) and 30(6) read with Schedule III to the Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015**

**Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring:**

Sl. No.	Particulars	Details
1	Name of the target entity and details in brief such as size, turnover etc.	Gegadyne Energy Labs Private Limited (GEL) Turnover: GEL is yet to commence commercial operations and hence revenue from operations is Nil. Income from other sources for the financial year 2019-20 is Rs.1.43 lakhs.
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	No
3	Industry to which the entity being acquired belongs	Energy Storage (Alternate battery technology)
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>a. Participate, nurture and have access to alternate battery technology with distinct advantages including:</p> <ul style="list-style-type: none"> <li>i. Lower TCO</li> <li>ii. Longer Life</li> <li>iii. Faster- recharge</li> <li>iv. Better Safety profile</li> <li>v. Lower maintenance</li> </ul> <p>b. Potential to leverage the alternate battery technology for various primary applications like DUPS/ Energy Storage, etc. going forward; and</p> <p>c. Potential 'secondary applications' in other products of V-Guard's existing portfolio.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition	Approval from Boards of both GEL and V-Guard Industries Ltd., approval from the shareholders of GEL and any such regulatory approvals that may be required.

2





6	Indicative time period for completion of the acquisition	February, 2021
7	Nature of consideration - Whether cash consideration or share swap and details of the same	Securities are acquired for cash consideration.
8	Cost of Acquisition or the price at which the shares are acquired	INR 33.4 crores
9	Percentage of shareholding / control acquired and / or number of shares acquired;	18.77% (on a fully diluted basis). Investment is made in equity and convertible preference shares of GEL.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Products: Alternate technology-based Battery (cell / pack), Battery Rack Systems. Incorporated: 2017</p> <p>Turnover: GEL is yet to commence commercial operations and hence revenue from operations is Nil.</p> <p>Country: India</p> <p>Registered Office: Pushpanjali R H 32, Ovala Naka, Opp Puranik City, Thane, Maharashtra 400615</p>

re



*Press Release*

**V-Guard acquires non-controlling stake in a battery startup - Gegadyne Energy Labs Private Limited**

**Kochi, January 15, 2021:** V-Guard Industries (V-Guard), India's leading FMEG company, today announced that its Board has approved the acquisition of a minority stake (18.77%) in Gegadyne Energy Labs Private Limited (GEL) for a cash consideration of Rs. 33.4 crores.

GEL is a Mumbai based alternate battery technology start-up developing innovative energy storage (battery) solutions, which could deliver better battery performance on key parameters like total cost of ownership (TCO), Life Cycle, Recharge time, Safety profile and Maintenance costs, compared to prevalent battery technologies. In addition, all key raw materials can be sourced locally, thereby providing distinctive advantage against some of the upcoming battery technologies based on rare metals with significant import dependence.

V-Guard envisages start-up collaboration as one of the routes to participate in emerging technologies and building product capabilities for fueling future growth. GEL investment is a stepping-stone in this direction and signifies V-Guard's willingness to move into cutting edge technology space and its growing focus on creating disruptions in established businesses. V-Guard foresees potential in GEL's alternative battery technology for various primary applications like DUPS / Energy storage in addition to secondary applications in other products of its existing portfolio.

Speaking on the occasion, Mr. Mithun Chittilappilly, Managing Director, V-Guard Industries Limited, said, "The proposed acquisition marks V-Guard's foray into deep tech start-up space and is in-line with V-Guard's philosophy of delivering thoughtful products and experiences to its consumers. We believe this collaboration will help GEL to realize its potential faster while also enabling V-Guard to further strengthen and expand its product offerings."

Deloitte Touche Tohmatsu India was the financial advisor and Cyril Amarchand Mangaldas was the legal advisor to the transaction for V-Guard.

22



December 22, 2020

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: Outcome of Circular Resolution passed by the Board of Directors of the Company on December 22, 2020 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

This is to inform you that the Board of Directors of the Company vide. Circular resolution no: 02/2020-21 dated December 22, 2020, has allotted 5,73,482 nos. of equity shares having face value of Re.1/- each to employees who have exercised stock options under Employee Stock Option Scheme of the Company 'ESOS 2013'.

Kindly take the above information on your records.

Thanking You,

For V-Guard Industries Limited



Jayasree K  
Company Secretary



**V-GUARD INDUSTRIES LTD.**

Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
CIN: L31200KL1996PLC010010

P +91 484 433 5000, 200 5000  
E mail@vguard.in  
W www.vguard.in



September 22, 2020

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: Outcome of Circular Resolution passed by the Board of Directors of the Company on September 22, 2020 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

This is to inform you that the Board of Directors of the Company vide. Circular resolution no: 01/2020-21 dated September 22, 2020, has allotted 4,18,459 nos. of equity shares having face value of Re.1/- each to employees who have exercised stock options under Employee Stock Option Scheme of the Company 'ESOS 2013'.

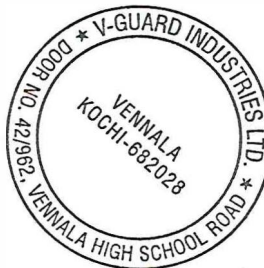
Kindly take the above information on your records.

Thanking You,

For V-Guard Industries Limited



Jayasree K  
Company Secretary



June 1, 2020

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Dear Madam / Sir,

Sub: - Disclosure / Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

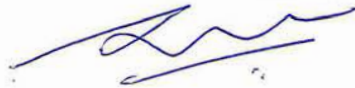
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate proposal of appointment of Mr. B Jayaraj (DIN No. 00027479) as Non-Executive, Non-Independent Director liable to retire by rotation, subject to the approval of the shareholders, in the Annual General Meeting for FY 2019-20

Brief profile of Mr. Jayaraj is attached herewith.

You are requested to take the information on record.

Thanking you

For V-Guard Industries Ltd.



Jayasree K  
Company Secretary



Encl: as stated

## ANNEXURE 1



S. No.	Disclosure Requirement	Details
1	Reason for Change	Recommended the appointment of Mr. B Jayaraj (DIN No. 00027479) as Non-Executive Non-Independent Director, in the ensuing AGM.
2	Date and term of Appointment	From the Date of conclusion of Annual General Meeting of Members to be held for FY 2019-20, if appointed.  Office of director shall be liable to retire by rotation.
3	Brief Profile	<b><u>Brief profile of Mr. B Jayaraj</u></b>  Mr. B Jayaraj (DIN No. 00027479) has been associated with V-Guard group for more than three decades and serving as Executive Director of Veegaland Developers Pvt. Ltd., since 2010.  He has handled diverse roles in various companies in the group, starting as an Accounts Manager way back in 1986, after completing Bachelor of Commerce and CA - Intermediate. He had been the Director of Wonderla Holidays Ltd., which runs the famous amusement park "Wonderla". Post his successful stint with Wonderla Holidays Ltd., he has been appointed as Executive Director of Veegaland Developers Pvt. Ltd., realty concern of promoters of V-Guard Group.  Apart from his business acumen, Mr. Jayaraj is also actively involved in the Group's Charitable activities and served as Trustee of "Thomas Chittilappilly Trust" and later donned the role of General Manager of the "K Chittilappilly Foundation" a Non-Profit Organization.
4	Disclosure of relationship between Directors	There is no inter-se relationship between Mr. Jayaraj and other members of the Board.

22





May 22, 2020

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
Ref:- Scrip Code: 532953	Ref:- Symbol: VGUARD

Sub: Outcome of Board Meeting and various disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - reg.

Dear Madam / Sir,

This is to inform you that, the Board of Directors of V-Guard Industries Limited at their meeting held today, i.e. May 22, 2020, inter alia, transacted the following business:

1. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, approved the re-appointment of Mr. Ramachandran V as Whole-Time Director and Key Managerial Person (KMP) of the Company, effective from June 1, 2020, for a period of four years, subject to the approval of the shareholders of the Company in the Annual General Meeting to be held for the Financial Year 2019-20.

As per the provisions of the Companies Act, 2013, Mr. Ramachandran is not disqualified to act as Director and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or of any other such authority.

Brief Profile of Mr. Ramachandran V and disclosures as required pursuant to Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 9, 2015, is given as Annexure 1.

2. The Nomination and Remuneration Committee in its meeting held on May 22, 2020 approved grant of options to eligible employee(s) under Employee Stock Option Scheme (ESOS) 2013 and the same was approved by the Board of Directors in their meeting held on the same day. Details of grant approved are as under:

Particulars	Details
Brief details of options granted	14,59,200 no. of options granted to eligible employee(s) under Employee Stock Option Scheme (ESOS 2013), of which 2,00,000 (performance based) and 12,59,200 (time based) no. of options are granted at an exercise of Re.1/- and Rs.172.05 respectively.

**V-GUARD INDUSTRIES LTD.**  
Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
CIN: L31200KL1996PLC010010

P +91 484 300 5000, 200 5000  
F +91 484 300 5100  
E mail@vguard.in



Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014	The scheme is in due compliance with the terms of SEBI (SBEB) Regulations, 2014.
Total number of shares covered by these options	Options carry the right to apply for equivalent number of equity shares of the Company.
Vesting period	Options granted on performance basis will be vested at the end of the fourth year and time-based options will be vested equally at the end of each of the four years.
Time within which options may be exercised	6 years from the date of vesting.
Exercise Price	Performance based options will be exercised at Re.1/- per option. Time based options will be exercised at Rs. 172.05 per option.
Options lapsed or cancelled	If options are not vested or expired or becomes un-exercisable due to any reason, it shall be available for future grants, subject to compliance with applicable laws. The Nomination and Remuneration Committee will have powers to re-grant such options.
Brief details of significant terms of ESOS 2013	The ESOS2013 is administered by the Nomination and Remuneration Committee. Options granted under ESOS2013 will vest not less than one year and not more than four years from the date of grant of such options. Vesting of options is subject to continued employment with the Company and fulfilment of performance criteria. The Exercise Price shall be determined by the Nomination and Remuneration Committee, from time to time, but should not be less than face value of the share and not more than the prevailing market value of the shares as on the date of Grant. The Employee Stock Options granted shall be capable of being exercised within a period of six years from the date of vesting of the respective Employee Stock Options.

The aforesaid meeting commenced at 12.25 p.m. and concluded at 2:00 p.m.

Kindly take the information on record.

Thanking you

For V-Guard Industries Limited



Jayasree K  
Company Secretary

Encl: as above



# ANNEXURE 1

Sl. No.	Disclosure Requirement	Details
1	Reason for Change	Re-appointment of Mr. Ramachandran V as Whole Time Director & KMP of the company
2	Date and term of Re-Appointment	June 1, 2020.  Re-appointment is for a period of four years.
3	Brief Profile	<p><b><u>Brief profile of Mr. Ramachandran V</u></b></p> <p>Mr. Ramachandran V, a leading management professional with over 30 years of cross functional experience across blue chip companies like HUL and LG Electronics, has been appointed as a whole time Director of the company since June 2013.</p> <p>His primary mandate entails building and enhancing business competitiveness and capabilities required to secure future market position by putting together a strategic framework for the organization. In addition to leading the execution of the corporate strategic initiatives and developing new growth platforms, his mandate includes developing long-term business plans with supporting infrastructure development roadmap.</p> <p>His strategic foresight and pioneering vision have led to several transformational processes being rolled out across various functions including Marketing, Customer Service, Supply Chain Management, Manufacturing Excellence, Research &amp; Development apart from others to build a future ready organization.</p>
4	Disclosure of relationships between Directors	There is no inter-se relationship between Mr. Ramachandran V and other members of the Board.

22

