

May 29, 2019

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

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular ref. No. CIR/CFD/CMD1/27 /2019 dated 08.02.2019, the Annual Secretarial Compliance Report dated May 29, 2019 for the year ended March 31, 2019 issued by M/s. Keyul M. Dedhia & Associates, Practicing Company Secretaries are attached herewith.

We request you to take the above record.

Thanking You,

For V-Guard Industries Limited


Jayasree K
Company Secretary



ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to Regulation 24A of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Board of Directors,

V-Guard Industries Limited

Corporate Identity Number: L31200KL1996PLC010010

42/962, Vennala High School Road, Vennala, Kochi, Kerala- 682 028.

We, Keyul M. Dedhia And Associates, Company Secretaries, have examined on test check basis:

- (a) all the documents and records made available to us and explanation provided by V-Guard Industries Limited, (hereinafter called "the listed entity"),
- (b) the fillings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issues thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009/ Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 (to the extent applicable);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2018;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Depository and Participant) Regulations, 1996/ Securities and Exchange Board of India (Depository and Participant) Regulations, 2018 (to the extent applicable);
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- (g) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and based on above examination, we hereby report that, during the financial year ended March 31, 2019 :

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereafter.
- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our test check basis examination of those records.
- (c) no actions taken against the Company/ its promoters/ directors/ material subsidiary(ies), as the case may be, either SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) the listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the previous financial years	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-	NA	NA	NA	NA

- (e) We further report that, during the Audit period, one of the connected persons of the Company, has delayed in submitting the disclosures under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the Company.

For Keyul M. Dedhia & Associates
Company Secretaries

SM Dedhia

Keyul M. Dedhia

Proprietor

FCS No: 7756 COP No: 8618



May 29, 2019, Mumbai.