

July 31, 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, 5 th 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 Sir / Madam,

This is to inform you that the Board of Directors of the Company at their meeting held on July 31, 2018, have approved and adopted the Unaudited Standalone Financial Results for the quarter ended June 30, 2018 and Limited Review Report issued by the Statutory Auditors. The Unaudited Standalone Financial Results were reviewed by the members of Audit Committee in their meeting held on the same day. Please find enclosed copy of the Unaudited Standalone Financial Results for the quarter ended June 30, 2018 and Limited Review Report.

The following other decisions were taken by the Board at the meeting.

- Allotted 5,93,325 equity shares of face value of Re. 1/- each to employees who have exercised stock options under ESOS2013. Out of the total number of 5,93,325 equity shares allotted, 1,55,454 and 3,81,025 and 56,846 nos. of equity shares were allotted at a price of Re.1/- and Rs. 34.64 and Rs.71.36 each respectively. These shares shall rank pari passu with the existing equity shares of the Company in all respects.
- Recommended appointment of Mrs. Radha Unni, as an Independent Director of the Company for a term of three years which will be approved by the members of the Company. Mrs. Radha Unni has made a declaration to the Company that she is not debarred from holding the office of director in the Company pursuant to any order, received from SEBI or any other authority.

The brief profile of Mrs. Radha Unni is enclosed herewith as Annexure A. She is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company.



- c. Options are granted to eligible employees under Employee Stock Option Scheme (ESOS) 2013, details of which are as under:

Brief details of option granted	99,452 options granted to eligible employees 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 within which options may be exercised	6 years from the date of vesting.
Exercise Price	Re.1/- per option.
Options lapsed	If an Employee Stock Option is not vested or expires 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 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. 15 p.m. and concluded at 2.15 p.m.

Kindly take the information on record.

Thanking you

For V-Guard Industries Limited


Jayasree K
Company Secretary

Encl: as above



Annexure A**Brief profile of Mrs. Radha Unni**

Mrs. Radha Unni is an Associate at Indian Institute of Banking & Finance. She is having more than 36 years of experience in banking sector. She is on the Board of Directors at The Catholic Syrian Bank Ltd., Royal Sundaram General Insurance Co. Ltd., Nitta Gelatin India Ltd., Muthoot Capital Services Ltd., and Sundaram BNP Paribas Home Finance Ltd. Prior to joining Catholic Syrian Bank, she had held various positions at the State Bank of India, including a two-year deputation to SBI Capital Markets Limited, and retired as the Chief General Manager of State Bank of India. Post retirement she has been engaged by State Bank of India in Management Audit and recruitment of its officers. She holds a Bachelor's degree in Education from Annamalai University and secured first rank in M.A from the University of Delhi.

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STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30.06.2018

Sl. No	Particulars	For the three months ended			(₹ in lakhs)
		30.06.2018	31.03.2018	30.06.2017	Year ended
		Unaudited	(Audited) (refer note 7 below)	(Unaudited)	31.03.2018 (Audited)
1	Income				
	Revenue from operations	63,489.10	65,860.81	56,906.62	232,127.11
	Other Income	152.49	111.22	251.12	745.21
	Finance Income	170.07	221.77	64.94	366.23
	Total Income	63,811.66	66,193.80	57,222.68	233,238.55
2	Expenses				
	Cost of raw materials consumed	17,482.87	17,354.36	16,031.87	63,788.68
	Purchase of Stock-in-Trade	24,770.29	30,731.17	27,588.41	100,566.15
	(Increase)/ decrease in inventories of finished goods, work- in-progress and traded goods	1,939.09	(1,507.23)	(3,037.83)	(2,840.63)
	Excise duty on sale of goods (Refer Note 3)	-	-	953.42	953.42
	Employee benefits expense	4,975.58	4,205.07	4,282.32	17,020.35
	Depreciation and amortization expense	523.48	511.55	450.78	1,911.15
	Finance costs	24.78	30.91	44.40	166.07
	Other expenses	9,673.85	11,290.75	7,823.85	33,945.67
	Total Expenses	59,389.94	62,616.58	54,137.22	215,510.86
3	Profit before exceptional items and tax (1-2)	4,421.72	3,577.22	3,085.46	17,727.69
4	Exceptional items	-	-	-	-
5	Profit before tax (3-4)	4,421.72	3,577.22	3,085.46	17,727.69
6	Tax expense:				
	Current tax	1,050.26	749.14	741.40	4,522.64
	Deferred tax	(68.49)	70.18	19.16	(103.65)
		981.77	819.32	760.56	4,418.99
7	Profit for the period/year (5-6)	3,439.95	2,757.90	2,324.90	13,308.70
8	Other Comprehensive Income/(Loss)				
	Net other comprehensive income not to be reclassified to profit or loss in subsequent periods, net of tax	-	84.78	(32.78)	(10.77)
	Other Comprehensive Income/(Loss) for the period net of tax	-	84.78	(32.78)	(10.77)
9	Total Comprehensive Income for the period (Comprising Profit/(loss) and Other Comprehensive Income for the period (7+8)	3,439.95	2,842.68	2,292.12	13,297.93
10	Paid up equity share capital (Face value of ₹ 1/- each)	4,258.17	4,256.76	4,246.54	4,256.76
11	Earnings per equity share (EPS)				
	(nominal value of ₹ 1/-each) (not annualised)				
	(a) Basic	0.81	0.65	0.55	3.13
	(b) Diluted	0.79	0.64	0.54	3.08



V-GUARD INDUSTRIES LTD.
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SEGMENT WISE REVENUE, RESULTS, ASSETS, LIABILITIES AND CAPITAL EMPLOYED

(₹ in lakhs)

Sl. No	Particulars	For the three months ended			Year ended
		30.06.2018	31.03.2018	30.06.2017	31.03.2018
		Unaudited	(Audited) (refer note 7 below)	(Unaudited)	(Audited)
1	Segment Revenue				
	(a) Electronics	24,051.28	20,772.20	22,675.84	72,919.66
	(b) Electricals	26,136.21	29,457.78	23,656.94	101,711.09
	(c) Consumer Durables	13,301.61	15,630.83	10,573.84	57,496.36
	Total	63,489.10	65,860.81	56,906.62	232,127.11
	Less : Inter Segment Revenue	-	-	-	-
	Income from operations	63,489.10	65,860.81	56,906.62	232,127.11
2	Segment Results				
	(a) Electronics	2,235.19	1,446.61	2,399.59	7,975.23
	(b) Electricals	1,829.49	2,360.04	667.51	7,573.57
	(c) Consumer Durables	381.74	(308.31)	(61.33)	2,072.19
	Total	4,446.42	3,498.34	3,005.77	17,620.99
	(Add)/Less: (i) Interest	24.78	30.91	44.40	166.07
	(ii) Other un-allocable expense net of un-allocable income	(0.08)	(109.79)	(124.09)	(272.77)
	(iii) Exceptional items	-	-	-	-
	Profit Before Tax	4,421.72	3,577.22	3,085.46	17,727.69
3	Segment Assets				
	(a) Electronics	25,896.48	30,384.44	20,130.57	30,384.44
	(b) Electricals	36,453.09	38,062.72	30,550.55	38,062.72
	(c) Consumer Durables	24,136.63	26,347.61	19,438.41	26,347.61
	(d) Unallocated	28,841.25	20,669.64	24,896.20	20,669.64
	Total segment assets	115,327.45	115,464.41	95,015.73	115,464.41
4	Segment Liabilities				
	(a) Electronics	7,396.16	10,535.27	6,764.80	10,535.27
	(b) Electricals	12,728.83	8,853.24	9,362.97	8,853.24
	(c) Consumer Durables	8,469.18	12,659.39	7,114.70	12,659.39
	(d) Unallocated	7,564.91	8,255.10	5,560.66	8,255.10
	Total segment liabilities	36,159.08	40,303.00	28,803.13	40,303.00
5	Capital Employed				
	(a) Electronics	18,500.32	19,849.17	13,365.77	19,849.17
	(b) Electricals	23,724.26	29,209.48	21,187.58	29,209.48
	(c) Consumer Durables	15,667.45	13,688.22	12,323.71	13,688.22
	(d) Unallocated	21,276.34	12,414.54	19,335.54	12,414.54
	Total capital employed	79,168.37	75,161.41	66,212.60	75,161.41

Notes:

- These financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and relevant amendment thereafter.
- The above standalone unaudited financial results for the quarter ended June 30, 2018 were reviewed by the Audit Committee at the meeting held on July 31, 2018 and approved by the Board of Directors and taken on record at the meeting held on July 31, 2018.
- According to the requirements of Ind AS and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, revenue for the three months ended June 30, 2017 and for the year ended March 31, 2018 are reported inclusive of excise duty. The Government of India has implemented Goods and Service Tax ("GST") from July 01, 2017 replacing Excise Duty, Service Tax and various other indirect taxes. As per Ind AS 18, the revenue from operations for the period commencing July 01, 2017 is reported net of GST. Had the previously reported revenue shown net of excise duty, comparative revenue of the Company would have been as follows:

Particulars	For the three months ended June 30, 2017	For the year ended March 31, 2018
Revenue from Operations (Net of Excise duty)	55,953.20	231,173.69

- Ind AS 115 "Revenue from Contracts with Customers" is mandatory for reporting period beginning on or after April 01, 2018 and has replaced existing Ind AS related there to. Under the modified retrospective approach, there were no significant adjustments required to be made to the retained earnings as at April 01, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial results for the quarter ended June 30, 2018.
- During the quarter ended June 30, 2018, the Company allotted 141,782 equity shares on exercise of stock options by eligible employees under the Employees Stock Option Scheme, 2013.
- Based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and segment information is presented accordingly. Electronics includes Stabilizers, Digital UPS, UPS and Solar Inverters; Electricals includes PVC Insulated Cables, LT Cables, Switch Gears, Single Phase Pumps, Three Phase Pumps and Modular Switches; Consumer Durables includes Electric Water Heaters, Solar Water Heaters, Fans, Induction Cooktops, Mixer Grinders, Glasstop Gas Stoves, Rice Cookers and Air Coolers.
- The figures for the quarter ended March 31, 2018 are the balancing figures between audited figures in respect of the full financial year up to March 31, 2018 and the unaudited published year to date figures up to December 31, 2017, being the date of the end of the third quarter of the financial year, which were subjected to limited review.
- Figures for the previous periods have been regrouped and / or reclassified wherever necessary to conform with the current period presentation.

Place: Kochi
Date: 31.07.2018



For V-GUARD INDUSTRIES LIMITED

Managing Director



Limited Review Report**Review Report to
The Board of Directors
V-Guard Industries Limited**

1. We have reviewed the accompanying statement of unaudited standalone Ind AS financial results of V-Guard Industries Limited (the 'Company') for the quarter ended June 30, 2018 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation'), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular').
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS) 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004**per Aditya Vikram Bhauwala**

Partner

Membership No.: 208382

Kochi

July 31, 2018



V-Guard's Net Profit for Q1 FY 2018-19 increases by 50%

India, July 31, 2018:

India's leading consumer electrical and electronics company, V-Guard Industries Ltd., announced its results for the quarter ended June 30, 2018.

Highlights:

- Net Revenue from operations for the quarter ended June 30, 2018 was Rs.634.89 crores; with a like to like growth of 19% (GST adjusted) over the corresponding quarter of the previous year.
- Profit After Tax for the quarter ended June 30, 2018 was Rs. 34.40 crores; an increase of 50% over corresponding period of previous year (Rs.22.92 crores).
- Growth driven by Digital UPS, Fans, Water Heaters, Wires and Switchgear.
- Recent launches of Kitchen appliances and Modular Switches have received good consumer response.

Business Outlook:

- Commenting on the company's performance, **Mr. Mithun. K. Chittilappilly, Managing Director, V-Guard Industries Ltd** said *"A weak summer adversely impacted some of our categories, yet we are on track to achieve our growth ambition. We are making good progress in building the strength of our brand, gaining scale in our non-traditional markets and in continuously expanding our product portfolio. We welcome the reduction in the GST rates from 28% to 18% on appliances such as Mixer/Grinder and Storage Water Heaters. We have passed on the full benefits of GST reduction to our customers. We believe that the rationalisation of rates and other steps taken under GST will stimulate consumer demand and formalisation of the economy."*

