

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L31200KL1996PLC010010

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV5492Q

(ii) (a) Name of the company

V GUARD INDUSTRIES LIMITED

(b) Registered office address

42/962, VENNALA HIGH SCHOOL ROAD,
VENNALA
KOCHI
Ernakulam
Kerala
682022

(c) *e-mail ID of the company

cscompliance@vguard.in

(d) *Telephone number with STD code

04844335000

(e) Website

www.vguard.in

(iii) Date of Incorporation

12/02/1996

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE LTD - A 1024	1,024
2	BSE LTD -A 1	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

12/08/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	43.57
2	G	Trade	G1	Wholesale Trading	56.43

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GUTS ELECTRO-MECH LIMITED	U52520TG1987PLC007245	Subsidiary	74

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	428,287,535	428,287,535	428,287,535
Total amount of equity shares (in Rupees)	500,000,000	428,287,535	428,287,535	428,287,535

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	500,000,000	428,287,535	428,287,535	428,287,535
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	428,287,535	428,287,535	428,287,535

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

At the beginning of the year	426,934,094	426,934,094	426,934,094	
Increase during the year	1,353,441	1,353,441	1,353,441	21,198,082.36
i. Pubic Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	1,353,441	1,353,441	1,353,441	21,198,082.36
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
Nil				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Nil				
At the end of the year	428,287,535	428,287,535	428,287,535	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
Nil				
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Nil				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; height: 20px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 20px;"></div>
Type of transfer	<div style="border: 1px solid black; display: inline-block; width: 100px; height: 30px; vertical-align: middle;"></div> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<div style="border: 1px solid black; display: inline-block; width: 150px; height: 30px; vertical-align: middle;"></div> Amount per Share/ Debenture/Unit (in Rs.) <div style="border: 1px solid black; display: inline-block; width: 150px; height: 30px; vertical-align: middle;"></div>
Ledger Folio of Transferor	<div style="border: 1px solid black; height: 20px;"></div>

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			100,000,000
Deposit			0
Total			100,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

24,819,628,556.17

(ii) Net worth of the Company

9,937,747,208.37

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	84,589,166	19.75	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others trust & other individuals	184,070,036	42.98	0	
	Total	268,659,202	62.73	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	40,052,366	9.35	0	
	(ii) Non-resident Indian (NRI)	3,176,053	0.74	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	6,337,433	1.48	0	
4.	Banks	91	0	0	
5.	Financial institutions	129,186	0.03	0	
6.	Foreign institutional investors	57,350,250	13.39	0	
7.	Mutual funds	47,423,313	11.07	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	723,695	0.17	0	
10.	Others AIF, IEPF, Trust, HUF, Clearir	4,435,946	1.04	0	
	Total	159,628,333	37.27	0	0

Total number of shareholders (other than promoters)

82,218

**Total number of shareholders (Promoters+Public/
Other than promoters)**

82,224

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

98

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NALANDA INDIA EQUI	KOTAK MAHINDRA BANK LIMITED			18,262,790	4.26
Nalanda India Fund Li	C/O KOTAK MAHINDRA BANK LIM			8,349,796	1.95
India Midcap (Mauritiu	HSBC SECURITIES SERVICES 11TH F			5,230,000	1.22
Kotak Funds - India Mi	HSBC SECURITIES SERVICES 11TH F			3,288,878	0.76
First State Investment	DEUTSCHE BANK AG, DB HOUSE H			2,055,039	0.48
Bay Capital India Func	4TH FLOOR, RAFFLES TOWER,19 C			2,011,046	0.47
Vanguard Total Intern	JPMORGAN CHASE BANK N.A. , INC			1,636,620	0.38
Kuwait Investment Au	CITIBANK N.A. CUSTODY SERVICES			1,588,286	0.37

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Vanguard Emerging M	JPMORGAN CHASE BANK N.A.,IND			1,387,202	0.32
Emerging Markets Cor	CITIBANK N.A. CUSTODY SERVICES			1,133,094	0.26
Ishares Core Emerging	CITIBANK N.A. CUSTODY SERVICES			1,059,999	0.24
Government Pension	CITIBANK N.A. CUSTODY SERVICES			1,000,000	0.23
Sundaram India Midca	HSBC SECURITIES SERVICES, 11TH			964,678	0.22
The Emerging Markets	HSBC SECURITIES SERVICES, 11TH			929,907	0.21
Kotak India Advantage	CITIBANK N.A. CUSTODY SERVICES			795,088	0.18
Alps/Kotak India Grow	DEUTSCHE BANK AG, DB HOUSE, F			736,927	0.17
India Bluechip (Maurit	HSBC SECURITIES SERVICES, 11TH			518,877	0.12
Schroder International	JPMORGAN CHASE BANK N.A., IND			497,840	0.11
Bay Capital India Func	DEUTSCHE BANK AG, DB HOUSE, F			480,923	0.11
Unisuper Limited As T	BNP PARIBAS HOUSE, 1 NORTH AV			358,393	0.08
Employees Retirement	DEUTSCHE BANK AG, DB HOUSE H			310,895	0.07
Emerging Markets Sm	JPMORGAN CHASE BANK N.A., IND			304,015	0.07
Lockheed Martin Corp	CITIBANK N.A. CUSTODY SERVICES			295,533	0.06
Fairfax County Employ	DEUTSCHE BANK AG, DB HOUSE H			294,777	0.06
Vanguard Ftse All-Wo	DEUTSCHE BANK AG,DB HOUSE, H			293,395	0.06

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	80,134	82,218
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	25.14	17.2
B. Non-Promoter	1	6	1	5	0.1	0
(i) Non-Independent	1	1	1	1	0.1	0
(ii) Independent	0	5	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	7	2	6	25.24	17.2

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KOCHOUSEPH THOMAS	00020512	Director	73,657,964	01/04/2020
MITHUN KOCHOUSEP	00027610	Managing Director	107,686,278	
RAMACHANDRAN VENKAT	06576300	Whole-time director	422,662	
CHENAYAPPILLIL JOH	00003132	Director	0	
CHERIAN NADUVATHI	00061030	Director	0	
KASARAGOD ULLAS K	00506681	Director	0	
JOSHNA JOHNSON TH	02613030	Director	0	
RADHA UNNI	03242769	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUDARSHAN KASTUR	ACIPS8596H	CFO	29,297	
JAYASREE KAMALA	AQPPK1304A	Company Secretar	67,742	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KARUNAKARAN APPU	00009148	Director	29/07/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	24/07/2019	73,496	137	33.02

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2019	9	6	66.67
2	24/07/2019	9	9	100
3	06/11/2019	8	7	87.5
4	31/01/2020	8	6	75
5	14/02/2020	8	7	87.5
6	16/03/2020	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/05/2019	5	4	80
2	Audit Committee	24/07/2019	6	6	100
3	Audit Committee	06/11/2019	5	5	100
4	Audit Committee	31/01/2020	5	4	80
5	Audit Committee	16/03/2020	5	5	100
6	Nomination & Remuneration Committee	28/05/2019	4	3	75
7	Nomination & Remuneration Committee	05/11/2019	4	4	100
8	Nomination & Remuneration Committee	31/01/2020	5	5	100
9	Nomination & Remuneration Committee	16/03/2020	5	5	100
10	Stakeholders Forum	28/05/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/08/2020
								(Y/N/NA)
1	KOCHOUSEP	6	6	100	5	5	100	Yes
2	MITHUN KOC	6	6	100	9	9	100	Yes
3	RAMACHANDRAN	6	6	100	0	0	0	Yes
4	CHENAYAPPAN	6	4	66.67	11	9	81.82	Yes
5	CHERIAN NAIR	6	6	100	13	13	100	Yes
6	KASARAGOD	6	4	66.67	7	7	100	Yes
7	JOSHNA JOHNSON	6	3	50	1	0	0	No
8	RADHA UNNI	6	6	100	7	7	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MITHUN KOCHOUS	MANAGING DIF	16,580,719	31,496,210	0	0	48,076,929
2	RAMACHANDRAN	DIRECTOR & C	24,047,042	0	89,501,559	0	113,548,601
	Total		40,627,761	31,496,210	89,501,559	0	161,625,530

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDARSHAN KAS	CHIEF FINANCI	17,790,929	0	14,678,701	0	32,469,630
2	JAYASREE K	COMPANY SEC	2,134,615	0	1,659,902	0	3,794,517
	Total		19,925,544	0	16,338,603	0	36,264,147

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHERIAN N PUNNI	INDEPENDENT	0	942,820	0	560,000	1,502,820
2	C J GEORGE	INDEPENDENT	0	0	0	380,000	380,000
3	A K NAIR	INDEPENDENT	0	0	0	165,000	165,000
4	ULLAS K KAMATH	INDEPENDENT	0	0	0	370,000	370,000
5	RADHA UNNI	INDEPENDENT	0	0	0	460,000	460,000
6	KOCHOUSEPH CH	NON EXECUTIV	0	15,118,181	0	375,000	15,493,181
7	JOSHNA JOHNSON	NON EXECUTIV	0	6,299,242	0	150,000	6,449,242
	Total		0	22,360,243	0	2,460,000	24,820,243

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Keyul M Dedhia

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8618

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

12

dated

01/06/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
MITHUN
KOCHOUSEPH
CHITTLAPPILLY
Date: 2020.10.09
19:51:11 +05'30'

DIN of the director

00027610

To be digitally signed by

Digitally signed by
JAYASRE
E KAMALA
Date: 2020.10.09
19:52:43 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

15900

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

V Guard Certificate MGT-8 FY March 2020
letter to ROC.pdf
List of Committee Meetings.pdf
List of FII.pdf
List of Share transfer.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

October 9, 2020

The Registrar of Companies, Kerala
Company Law Bhavan
BMC, Thrikkakara
Ernakulam – 682021

Sub : Filing of Annual Return for the Financial Year 2019-20.
Ref : CIN : L31200KL1996PLC010010

Dear Sir,

We would like to submit the following clarification in connection with filing of Form MGT-7 for the Financial Year 2019-20.

- 1) The list of Members of the Company as on March 31, 2020, is not forming part of the form MGT-7 and the same shall be uploaded in MCA portal in prescribed excel template, after filing the form.
- 2) Details of sitting fees paid to the Independent Directors includes the amount of fees paid to them for attending the meeting of Independent Directors held on March 16, 2020 pursuant to Schedule IV of Companies act, 2013.
- 3) Mr. A K Nair, attended the Board Meetings which were held on May 29, 2019 and July 24, 2019. Mr. A K Nair was also the Member of the Audit Committee and Nomination and Remuneration Committee and had attended the respective Committee meetings which were held on May 29, 2019 and July 24, 2019 and May 28, 2019. Mr. A K Nair retired from the Board with effect from July 29, 2019.

You are requested to take the above submission on record.

Yours faithfully

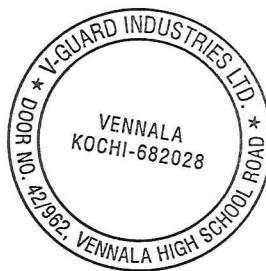
For V-Guard Industries Limited



Jayasree K

Company Secretary

Membership No. A 15900



Form MGT-7

Annual Return as on March 31, 2020.

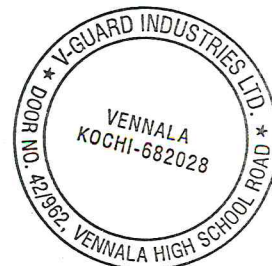
IX. MEETINGS OF MEMBERS/ CLASS OF MEMBERS/ BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS

C. List of Committee Meetings

Number of Meetings held: 13

Sl no.	Type of meetings	Date of meeting	Total No. Members as on the date of Meeting	Attendance	
				Number of Members Attended	% of attendance
1	Audit Committee	29/05/2019	5	4	80
2	Audit Committee	24/07/2019	6	6	100
3	Audit Committee	06/11/2019	5	5	100
4	Audit Committee	31/01/2020	5	4	80
5	Audit Committee	16/03/2020	5	5	100
6	Nomination & Remuneration Committee	28/05/2019	4	3	75
7	Nomination & Remuneration Committee	05/11/2019	4	4	100
8	Nomination & Remuneration Committee	31/01/2020	5	5	100
9	Nomination & Remuneration Committee	16/03/2020	5	5	100
10	Stakeholders Relationship Committee	28/05/2019	3	3	100

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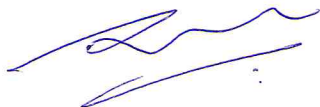


V-GUARD INDUSTRIES LTD.
Regd. office 42/962,
Vennala High School Road,
Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010

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E mail@vguard.in
W www.vguard.in

11	Stakeholders Relationship Committee	06/11/2019	3	3	100
12	Corporate Social Responsibility Committee	29/05/2019	3	3	100
13	Corporate Social Responsibility Committee	05/11/2019	3	3	100

For V-Guard Industries Limited



Jayasree K

Company Secretary

Membership No. A15900



FORM MGT-7

ANNUAL RETURN AS ON MARCH 31, 2020

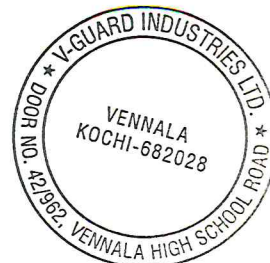
VI. Share holding Pattern

(c) Details of Foreign Institutional Investors (FII) holding shares of the company as on March 31, 2020

TOTAL NO. OF FII AS ON 31.03.2020 – 98				
SL NO.	NAME OF FII/FPI	ADDRESS	NO. OF SHARES	% OF SHARE HOLDING
1	Nalanda India Equity Fund Limited	C/O Kotak Mahindra Bank Limited Kotak Infiniti, Bldg.No.21, 6th Flr Zone I, Custody Servs, Infinity Park Gen. Ak Vaidya Marg, Malad E, Mumbai - 400097	1,82,62,790	4.264
2	Nalanda India Fund Limited	C/O Kotak Mahindra Bank Limited Kotak Infiniti, Bldg.No.21, 6th Flr Zone Iv,Custody Servs,Infinity Park Gen. Ak Vaidya Marg, Malad E, Mumbai - 400097	83,49,796	1.950
3	India Midcap (Mauritius) Ltd.	HSBC Securities Services 11th Flr, Bldg No.3, Nesco - It Park Nesco Complex, W E Highway Goregaon East, Mumbai - 400063	52,30,000	1.221
4	Kotak Funds - India Midcap Fund	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai - 400063	32,88,878	0.768
5	First State Investments Icvc - Stewart Investors Indian Subcontinent Sustainability Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai Mumbai 400001	20,55,039	0.480

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6	Bay Capital India Fund Ltd	4th Floor, Raffles Tower,19 Cybercity Ebene, Mauritius	20,11,046	0.470
7	Vanguard Total International Stock Index Fund	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai - 400064	16,36,620	0.382
8	Kuwait Investment Authority Fund F239	Citibank N.A. Custody Services, Fife- 11th Flr, G Block, Plot C-54 And C-55, Bkc Bandra - East, Mumbai-400098	15,88,286	0.371
9	Vanguard Emerging Markets Stock Index Fund, A Series Of Vanguard International Equity Index Funds	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	13,87,202	0.324
10	Emerging Markets Core Equity Portfolio (The Portfolio) Of Dfa Investment Dimensions Group Inc. (Dfaidg)	Citibank N.A. Custody Services, Fife- 11th Flr, G Block, Plot C-54 And C-55, Bkc Bandra - East, Mumbai-400098	11,33,094	0.265
11	Ishares Core Emerging Markets Mauritius Co	Citibank N.A. Custody Services, Fife- 11th Flr, G Block, Plot C-54 And C-55, Bkc Bandra - East, Mumbai-400098	10,59,999	0.248
12	Government Pension Fund Global	Citibank N.A. Custody Services, Fife- 11th Flr, G Block, Plot C-54 And C-55, Bkc Bandra - East, Mumbai-400098	10,00,000	0.234

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13	Sundaram India Midcap Fund	HSBC Securities Services 11th Flr, Bldg No.3, Nesco - It Park Nesco Complex, W E Highway Goregaon East, Mumbai 400063	9,64,678	0.225
14	The Emerging Markets Small Cap Series of The Dfa Investment Trust Company	HSBC Securities Services 11th Flr, Bldg No.3, Nesco - It Park Nesco Complex, W E Highway Goregaon East, Mumbai Mumbai 400063	9,29,907	0.217
15	Kotak India Advantage Fund - Iii Class B	Citibank N.A. Custody Services, Fifc- 11th Flr, G Block, Plot C-54 And C-55, Bkc Bandra - East, Mumbai-400098	7,95,088	0.186
16	Alps/Kotak India Growth Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai 400001	7,36,927	0.172
17	India Bluechip (Mauritius) Ltd	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai Mumbai 400063	5,18,877	0.121
18	Schroder International Selection Fund Indian Opportunities	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	4,97,840	0.116
19	Bay Capital India Fund QP	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	4,80,923	0.112
20	Unisuper Limited as Trustee For Unisuper	BNP Paribas House, 1 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra East, Mumbai- 400051	3,58,393	0.084

22



21	Employees Retirement System of Texas - Self Managed Portfolio	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai Mumbai 400001	3,10,895	0.073
22	Emerging Markets Small Capitalization Equity Index Non-Lendable Fund	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	3,04,015	0.071
23	Lockheed Martin Corporation Master Retirement Trust	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	2,95,533	0.069
24	Fairfax County Employees' Retirement System	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	2,94,777	0.069
25	Vanguard Ftse All-World Ex-Us Small-Cap Index Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	2,93,395	0.069
26	Ishares India Sc Mauritius Company	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	2,89,507	0.068
27	Axiom International Small-Cap Equity Fund	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai Mumbai 400098	2,77,417	0.065
28	Emerging Markets Small Capitalization Equity Index Fund	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai Mumbai 400064	2,65,609	0.062

2e



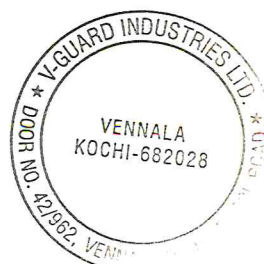
29	Kotak Infinity Fund - Class Ac	Kotak Mahindra Bank Limited, Kotak Infiniti, Bldg.No.21, 6th Flr, Zone Iv,Custody Servs,Infinity Park, Gen. Ak Vaidya Marg, Malad E, Mumbai-400097	2,54,060	0.059
30	California Public Employees' Retirement System	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	2,48,338	0.058
31	Ishares Core Msci Em Imi Ucits Etf	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	1,79,714	0.042
32	Northern Trust Collective Emerging Markets Small Cap Index Fund- Non Lending	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	1,32,364	0.031
33	State Street Global Small Cap Equity Ex-U.S. Index Non-Lending Series Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	1,25,526	0.029
34	Sei Trust Company, As Trustee On Behalf Of The Rainier International Small Cap Equity Collective Trust Fund	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai 400063	97,894	0.023
35	India Premier Equity Portfolio	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O. Box No. 1142, Fort, Mumbai 400001	80,451	0.019
36	Integrated Core Strategies Asia Pte Ltd	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	77,040	0.018

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37	Kotak Funds - India Growth Fund	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai 400063	74,749	0.018
38	Omers Administration Corporation - Oac Custody Account (Scv6)	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	72,199	0.017
39	BNP Paribas Arbitrage – Odi	BNP Paribas House, 1 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra East, Mumbai- 400051	70,955	0.017
40	Spdr S And P Emerging Markets Small Cap Etf	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	67,379	0.016
41	Kb India Equity Fund	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	60,311	0.014
42	Sei Trust Company As Trustee On Behalf Of The Axiom International Small Cap Equity Trust	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai 400063	57,177	0.013
43	Schroder India Equity Fund	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	56,884	0.013

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44	State Street Msci Emerging Markets Small Cap Index Securities Lending Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai Mumbai 400001	50,701	0.012
45	Morgan Stanley Asia (Singapore) Pte.	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	45,129	0.011
46	Emerging Markets Core Equity Fund Of Dimensional Funds Icv	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai Mumbai 400001	44,814	0.011
47	The Regents Of The University Of California - State Street Global Advisors	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai Mumbai 400001	44,388	0.010
48	Wells Fargo Bank Declaration Of Trust Establishing Investment Funds For Employee Benefit Trusts -Wells Fargo Factor Enhanced Emerging Markets Index Cit	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, BKC, Bandra - East, Mumbai 400098	42,676	0.010
49	Ishares Emsc Mauritius Co	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	42,560	0.010
50	Emerging Markets Social Core Equity Portfolio Of Dfa Investment Dimensions Group Inc.	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai Mumbai 400098	40,880	0.010

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51	Vanguard Fiduciary Trust Company Institutional Total International Stock Market Index Trust	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	39,826	0.009
52	Pub Equities Emerging Markets 2	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	39,222	0.009
53	Kapital Foreningen Unipension Invest, Internationale Aktier	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	38,395	0.009
54	Wisdomtree India Investment Portfolio, Inc.	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	38,291	0.009
55	Schroder International Selection Fund Emerging Multi-Asset Income	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	37,046	0.009
56	Ups Group Trust	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	34,669	0.008
57	Ishares Msci Em Small Cap Ucits Etf	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	33,841	0.008

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58	Vanguard Total World Stock Index Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	32,255	0.008
59	Ishares Emerging Markets Imi Equity Index Fund	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	31,008	0.007
60	World Ex U.S. Core Equity Portfolio Of Dfa Investment Dimensions Group Inc.	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	29,973	0.007
61	Emerging Markets Small Capitalization Equity Index Non-Lendable Fund B	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	29,046	0.007
62	Public Employees Retirement System Of Ohio	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	28,973	0.007
63	T.A. World Ex U.S. Core Equity Portfolio Of Dfa Investment Dimensions Group Inc.	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	24,622	0.006
64	College Retirement Equities Fund - Stock Account	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	21,234	0.005

20



65	Gothic Corporation	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	20,730	0.005
66	State Street Msci Emerging Markets Small Cap Index Non-Lending Common Trust Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	19,429	0.005
67	Kotak Global Funds	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai 400063	18,879	0.004
68	Sunsuper Superannuation Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	17,844	0.004
69	Ubs (Us) Group Trust	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	17,587	0.004
70	City of Los Angeles Fire And Police Pension Plan	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	14,308	0.003
71	Dfa International Core Equity Fund	Standard Chartered Bank, Securities Services, 3rd Floor, 23- 25 M.G. Road, Fort, Mumbai, 400001	13,845	0.003
72	Emerging Markets Sustainability Core 1 Portfolio	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	13,789	0.003

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73	Alaska Permanent Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	12,919	0.003
74	Kotak India Consumption Fund Ltd	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai 400063	12,880	0.003
75	Virginia Retirement System	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai Mumbai 400001	11,517	0.003
76	Mercer Qif Fund Plc- Mercer Investment Fund 1	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai Mumbai 400001	11,400	0.003
77	Wells Fargo Factor Enhanced Emerging Markets Portfolio	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	11,366	0.003
78	Ssga Spdr Etf Europe I Public Limited Company - Spdr Msci Emerging Markets Small Cap Uclt Etf	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	10,743	0.003
79	Public Employees Retirement Association Of New Mexico	HSBC Securities Services 11th Floor, Bldg 3, Nesco - It Park Nesco Complex, W.E. Highway Goregaon (East), Mumbai 400063	9,721	0.002
80	Gothic Hsp Corporation	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai 400001	8,530	0.002

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81	International Monetary Fund - Manager B	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai 400001	7,825	0.002
82	Utah State Retirement Systems	Citibank N.A. Custody Services Fifc- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	7,534	0.002
83	The Duke Endowment	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai 400001	7,520	0.002
84	Legal And General Assurance (Pension Management) Limited	Citibank N.A. Custody Services Fifc- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	6,420	0.002
85	International Monetary Fund - Manager A	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	6,315	0.002
86	Vanguard Esg International Stock Etf	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	6,229	0.002
87	Old Westbury Small & Mid Cap Strategies Fund – Dimensional Fund Advisors	Citibank N.A. Custody Services Fifc- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	5,959	0.001
88	John Hancock Funds II Emerging	Citibank N.A. Custody Services Fifc- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	5,667	0.001
89	Brihat Arka Capital Llc	30966, Periwinkle Drive Union City California USA	4,840	0.001

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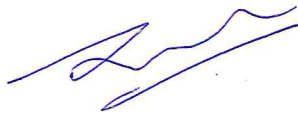


90	Morgan Stanley Asia (Singapore) Pte. – Odi	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	4,613	0.001
91	Dimensional Funds Plc - Multi-Factor Equity Fund	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	4,470	0.001
92	Northern Trust Common All Country World Ex-Us Investable Market Index Fund-Non Lending	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	3,633	0.001
93	Employees' Retirement Plan of Duke University	Deutsche Bank AG, DB House, Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai-400001	2,940	0.001
94	Wisdomtree Issuer Public Limited Company – Wisdomtree India Quality Ucits Etf	Citibank N.A. Custody Services Fife- 11th Flr, G Block Plot C-54 And C-55, Bkc Bandra - East, Mumbai 400098	2,867	0.001
95	Nighthawk India Equity Fund Lp	HDFC Bank Limited Custody Operations, Empire Plaza 1 4th Floor Lbs Marg, Chandan Nagar Vikhroli West, Mumbai Maharashtra-400083	2,025	0.001
96	American Century Etf Trust-Avantis Emerging Markets Equity Etf	Deutsche Bank Ag, Db House Hazarimal Somani Marg, P.O.Box No. 1142, Fort, Mumbai 400001	1,107	0.000



97	Flexshares Morningstar Emerging Markets Factor Tilt Index Fund	JP Morgan Chase Bank N.A. India Sub Custody 6th Floor, Paradigm B Mindspace, Malad W, Mumbai 400064	1,032	0.000
98	John Chu	98/142 Ds Tower 1rm 20b 1, Soi Dang Udom Sukhumvit 33 Road, Bangkok, Thailand 10110 Pin – 111111	2,646	0.001
TOTAL			5,73,50,250	13.391

For V- Guard Industries Limited



Jayasree K

Company Secretary

Membership No. A15900



Form MGT-7

Annual Return as on March 31, 2020

IV. Share Capital, Debentures and other securities of the Company

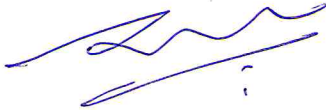
(iii) Details of share transfer

V-Guard Industries Limited

Details of Shares/debentures transfer from 01/04/2019 to 31/03/2020

Transfer date	Type	SH/DB	Amount per share	Folio	Seller Name	Folio	Buyer Name
28/05/2019	1	880	000001	00000261	Suresh B	00001326	Shanthamma G
18/09/2019	1	400	000001	00000550	T Dinesh Kumar	IEPF2017	IEPF2017
18/09/2019	1	600	000001	00000764	Prakash V	IEPF2017	IEPF2017

For V-Guard Industries Limited



Jayasree K

Company Secretary

Membership no. 15900



V-GUARD INDUSTRIES LTD.

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Vennala, Kochi - 682 028.
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FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **V-Guard Industries Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on **March 31, 2020**. In our opinion and to the best of our information and according to the examinations carried out by us on test check basis and the explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately subject to our comments as mentioned below.
- B. during the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under as mentioned below:

Sr. No.	Compliance	Comments / Qualification / Reservation / Remarks
1	Its status under the Act;	The status of the Company is a Listed Public Company, Limited by Shares.
2	Maintenance of registers / records and making entries therein within the time prescribed therefor;	The Company has kept and maintained statutory registers and records as required under the provisions of the Act and Rules made thereunder and has made necessary entries therein within the time prescribed under the Act.
3	Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;	The Company has filed required forms and returns as prescribed under the Act and Rules made there under with the Registrar of Companies as required under the Act. The Company was not required to file any form with Regional Director, Central Government, the Tribunal, Court or other authorities during the financial year under review.
4	Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute	The Company has complied with provisions of the Act & Rules made there under in respect of calling/ convening/ holding meetings of Board of Directors, its Committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the Minute Book maintained for the purpose. The Company has duly complied with the provisions of the Act and rules made there under in

	Book/registers maintained for the purpose and the same have been signed;	respect of the Resolution(s) passed by way of Circulation and by way of postal ballot during the financial year under review.
5	Closure of Register of Members / Security holders, as the case may be;	The Company has duly complied with the provisions of the Act in respect of closure of Register of Member during the financial year ended March 31, 2020.
6	Advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act;	As informed by the management, the Company has not granted any advances/ loans to its directors and/or persons or firms or companies referred in Section 185 and hence, no comments are invited in respect of the same.
7	Contracts/arrangements with related parties as specified in section 188 of the Act;	As informed by the management, the related party transactions which were entered into during the financial year were on arms' length basis and were in ordinary course of the business. The Company has not entered into any related party transactions which may have potential conflict with interest of the Company at large.
8	Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificate in all instances;	<p>The Company has delivered all certificates on the issue/ allotment of Shares, lodgement of request, for transfer / Transmission/ request for issue of duplicate share certificates from members (as applicable), within prescribed time, during the financial year under review.</p> <p>The Company has no instances of buy back of securities/ redemption of preference shares or debentures or reduction of share capital during the financial year under review and hence no comment is invited in this respect.</p>
9	Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;	As informed by the management, the Company has no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares and hence no comment is invited in respect of the same.
10	Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;	<p>The Company has duly complied with the provisions of the Act in respect of declaration and payment of dividend during the financial year under review.</p> <p>The Company has duly transferred the amount lying with them in respect of unpaid/ unclaimed dividend or any other amount which were required to be deposited to Investor Education and Protection Fund in accordance with Section 125 of the Act.</p>
11	Signing of audited financial statement as per the provisions of Section 134 of	The Company has complied with the provisions of signing of audited financial statements for the financial

	the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;	year ended March 31, 2019 as per the provisions of section 134 of the Act. Further, the reports of the directors for the aforesaid financial year is in compliance with sub - sections (3), (4) and (5) of Section 134 of the Act.
12	Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosure of Directors, Key Managerial Personnel and remuneration paid to them;	<p>The Board of Directors of the Company is duly constituted. Mr. A. K. Nair, Non-Executive Independent Director, completed his term of Independent Director on July 29, 2019, retired as a Director of the Company. The re-appointment of Director on retires by rotation was made in compliance with the provisions of the Act. The Company had no instance of appointment/resignation/ retirement/ directors filling up casual vacancy during the financial year ended March 31, 2020 and hence no comment is invited in this respect.</p> <p>Mr. Kochouseph Chittilappilly retired as a Non-Executive Director and Mr. B Jayraj was appointed as an Additional [Non-Executive] Director with effect from April 1, 2020.</p> <p>As informed by the management, the Company has complied with the provisions relating to disclosure of Director's interest.</p> <p>The Company has duly complied with the provisions relating to Key Managerial Personnel (Section 203) and payment of remuneration to managerial personnel (Section 197).</p>
13	Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;	The Company has appointed M/s S R Batliboi and Associates LLP, Chartered Accountants, with ICAI Firm Registration No. 101049W/ E300004 as a Statutory Auditors of the Company for the term of five years in the Annual General Meeting of the Company held on July 31, 2017 and complied with the provisions of Section 139 of the Act. There was no casual vacancy in the office of Auditor during the financial year under review and hence no comment is invited in respect of the same.
14	Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;	The Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the financial year under review.

15	Acceptance/ renewal/ repayment of deposits;	As informed by the management of the Company, the Company has not accepted / renewed / repaid any deposits as contemplated under Section 73, 76 of the Act and rules made thereunder during the financial year under review and hence no comment is invited.
16	Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;	The borrowings made by the Company from banks, public financial institutions, and others, as the case may be is within the limits prescribed under Section 180 of the Companies Act, 2013. The company has filed necessary forms for creation/ modification/ satisfaction of charge, as the case may be.
17	Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;	The Company has not made investments, provided guarantees/ securities during the financial year under review. The Company has given loans in compliance with the provisions of the Act.
18	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;	During the financial year under review, the Company has adopted new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company in compliance with the provisions of the Act. The Company has not altered any of the provisions of Memorandum Association during the financial year under review and hence no comments are invited in respect of the same.

For Keyul M. Dedhia & Associates
Company Secretaries

Unique ICSI Code Number: S2009MH120800

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DEDHIA

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DEDHIA
Date: 2020.10.09
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Keyul M. Dedhia

Proprietor

FCS No: 7756 COP No: 8618

UDIN: F007756B000900615

October 09, 2020, Mumbai.

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this certificate.

Annexure- A

To,

V-Guard Industries Limited

Corporate Identity Number: L31200KL1996PLC010010

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

Our Certificate of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we follow, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and we rely on Auditors Independent Assessment on the same.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test-check basis.
6. The Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Keyul M. Dedhia & Associates

Company Secretaries

Unique ICSI Code Number: S2009MH120800

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Date: 2020.10.09
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Keyul M. Dedhia

Proprietor

FCS No: 7756 COP No: 8618

UDIN: F007756B000900615

October 09, 2020, Mumbai.