

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]



Annual Return (other than OPCs and Small Companies)

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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

28/07/2022

(b) Due date of AGM

30/09/2022

(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,	55
2	G	Trade	G1	Wholesale Trading	45

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

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

2

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

2	V-GUARD CONSUMER PRODUCT	U31904KL2021PLC069893	Subsidiary	100
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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	431,541,934	431,541,934	431,541,934
Total amount of equity shares (in Rupees)	500,000,000	431,541,934	431,541,934	431,541,934

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	431,541,934	431,541,934	431,541,934
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	431,541,934	431,541,934	431,541,934

(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	Physical	DEMAT	Total			
At the beginning of the year	817,514	429,370,944	430188458	430,188,458	430,188,458	
Increase during the year	0	1,528,816	1528816	1,353,476	1,353,476	44,294,756
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	1,353,476	1353476	1,353,476	1,353,476	44,294,756
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Shares dematerialized during the year	0	175,340	175340	0	0	
Decrease during the year	175,340	0	175340	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Shares dematerialized during the year	175,340	0	175340	0	0	
At the end of the year	642,174	430,899,760	431541934	431,541,934	431,541,934	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

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

ISIN of the equity shares of the company

INE951101027

(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

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

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) *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
Total			0

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**

34,746,551,174.79

(ii) Net worth of the Company

14,025,088,418.53

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	180,504,302	41.83	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	60,633,250	14.05	0	
	Total	241,137,552	55.88	0	0

Total number of shareholders (promoters)

7

(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	57,342,835	13.29	0	
	(ii) Non-resident Indian (NRI)	2,321,741	0.54	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	6,846,192	1.59	0	

4.	Banks	91	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	54,666,686	12.67	0	
7.	Mutual funds	67,871,216	15.73	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	585,773	0.14	0	
10.	Others Clearing members, HUF, IEF	769,848	0.18	0	
	Total	190,404,382	44.14	0	0

Total number of shareholders (other than promoters)

147,502

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

147,509

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Nalanda India Equity F	C/O KOTAK MAHINDRA BANK LIM			18,262,790	4.23
Nalanda India Fund Li	C/O KOTAK MAHINDRA BANK LIM			8,349,796	1.93
India Midcap (Mauritiu	HSBC SECURITIES SERVICES 11TH F			3,781,388	0.87
Kotak Funds - India Mi	HSBC SECURITIES SERVICES 11TH F			3,174,125	0.73
Amundi Funds Sbi Fm	HSBC SECURITIES SERVICES 11TH F			2,358,082	0.54
Ishares Core Emerging	CITIBANK N.A. CUSTODY SERVICES			1,925,129	0.44
Vanguard Total Intern	JP MORGAN CHASE BANK N.A. INC			1,852,600	0.42
Kuwait Investment Au	CITIBANK N.A. CUSTODY SERVICES			1,723,031	0.39
Vanguard Emerging M	JP MORGAN CHASE BANK N.A. INC			1,717,490	0.39
Schroder International	JP MORGAN CHASE BANK N.A. INC			1,325,562	0.3
Government Pension	CITIBANK N.A. CUSTODY SERVICES			1,000,000	0.23
Tkp Investments Bv - /	CITIBANK N.A. CUSTODY SERVICES			941,179	0.21
Emerging Markets Cor	CITIBANK N.A. CUSTODY SERVICES			749,110	0.71

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Vanguard Fiduciary Tr	JP MORGAN CHASE BANK N.A. INC			726,107	0.16
Vanguard Ftse All-Wor	DEUTSCHE BANK AG DB HOUSE, H			592,359	0.13
The Emerging Markets	CITIBANK N.A. CUSTODY SERVICES			585,042	0.13
Emerging Markets Sm	JPMORGAN CHASE BANK N.A. IND			523,960	0.12
Sun Life Excel India Fu	STANDARD CHARTERED BANK SEC			451,389	0.1
Emerging Markets Sm	JPMORGAN CHASE BANK N.A. IND			442,528	0.1
Ups Group Trust	DEUTSCHE BANK AG, DB HOUSE H			338,980	0.07
Ishares Core Msci Em I	CITIBANK N.A. CUSTODY SERVICES			306,646	0.07
Ishares India Sc Mauri	CITIBANK N.A. CUSTODY SERVICES			272,005	0.06
State Street Global Sm	HSBC SECURITIES SERVICES 11TH F			243,703	0.05
Pub Equities Emerging	JPMORGAN CHASE BANK N.A. IND			239,665	0.05
College Retirement Ec	DEUTSCHE BANK AG DB HOUSE, H			173,269	0.04

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	7
Members (other than promoters)	93,728	147,509
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	0	1	0	20.01	0
B. Non-Promoter	1	6	1	7	0.39	0.03
(i) Non-Independent	1	1	1	1	0.39	0.03

(ii) Independent	0	5	0	6	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	6	2	7	20.4	0.03

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

11

(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)
CHERIAN NADUVATHI	00061030	Director	0	
MITHUN KOCHOUSEP	00027610	Managing Director	86,389,878	
RAMACHANDRAN VEN	06576300	Whole-time director	1,687,846	
CHENAYAPPILLIL JOH	00003132	Director	0	
KASARAGOD ULLAS K	00506681	Director	0	
RADHA UNNI	03242769	Director	0	
JAYARAJ BALAKRISHN	00027479	Director	150,200	28/07/2022
GEORGE MUTHOOT J.	00018955	Director	0	
BIJU VARKKEY	01298281	Director	0	
SUDARSHAN KASTUR	ACIPS8596H	CFO	1,979	
JAYASREE KAMALA	AQPPK1304A	Company Secretar	48,841	

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

2

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)
JOSHNA JOHNSON TH	02613030	Director	01/04/2021	Resignation
BIJU VARKEY	01298281	Director	26/05/2021	Appointed as Additional Non- Execut

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 Meeting	05/08/2021	136,678	84	61.25

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2021	9	9	100
2	02/07/2021	9	9	100
3	30/07/2021	9	8	88.89
4	28/10/2021	9	9	100
5	20/12/2021	9	9	100
6	02/02/2022	9	7	77.78
7	25/03/2022	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

15

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

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	25/05/2021	5	5	100
2	Audit Committee	30/07/2021	5	5	100
3	Audit Committee	27/10/2021	7	7	100
4	Audit Committee	20/12/2021	7	7	100
5	Audit Committee	01/02/2022	7	6	85.71
6	Nomination and Remuneration	26/05/2021	4	4	100
7	Nomination and Remuneration	30/07/2021	5	5	100
8	Nomination and Remuneration	28/10/2021	5	5	100
9	Nomination and Remuneration	02/02/2022	5	5	100
10	Nomination and Remuneration	25/03/2022	5	5	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	28/07/2022
								(Y/N/NA)
1	CHERIAN NA	7	7	100	13	13	100	Yes
2	MITHUN KOC	7	7	100	10	9	90	Yes
3	RAMACHAND	7	7	100	2	2	100	Yes
4	CHENAYAPP	7	5	71.43	11	11	100	No
5	KASARAGOD	7	7	100	12	12	100	Yes
6	RADHA UNNI	7	6	85.71	10	10	100	Yes
7	JAYARAJ BAL	7	7	100	5	5	100	Yes
8	GEORGE MU	7	6	85.71	4	2	50	Yes
9	BIJU VARKKE	7	7	100	4	4	100	No

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 K CHITTIL	MANAGING DIR	19,955,689	45,103,011	0	0	65,058,700
2	RAMACHANDRAN	CHIEF OPERAT	30,865,644	109,863,000	0	0	140,728,644
	Total		50,821,333	154,966,011	0	0	205,787,344

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 FINANCE	21,013,540	0	9,564,127	0	30,577,667
2	JAYASREE K	COMPANY SEC	2,693,353	0	1,194,125	0	3,887,478
	Total		23,706,893	0	10,758,252	0	34,465,145

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 Dir	0	1,650,000	0	625,000	2,275,000
2	CHENAYAPPILLIL	Independent Dir	0	0	0	495,000	495,000
3	KASARAGOD ULLA	Independent Dir	0	0	0	580,000	580,000
4	RADHA UNNI	Independent Dir	0	0	0	530,000	530,000
5	GEORGE MUTHOC	Independent Dir	0	0	0	380,000	380,000
6	BIJU VARKKEY	Independent Dir	0	0	0	440,000	440,000
7	JAYARAJ BALAKRI	Non-Executive N	0	0	0	455,000	455,000
	Total		0	1,650,000	0	3,505,000	5,155,000

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. ...

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dated

19/05/2022

(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
CHITTILAPPILLY
Date: 2022.09.19
19:10:33 +05'30'

DIN of the director

00027610

To be digitally signed by

Digitally signed by
JAYASRE
E KAMALA
Date: 2022.09.19
19:11:15 +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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

V Guard - MGT-8 Certificate 31032022 - S
Letter to ROC.pdf
Details of Committee Meetings.pdf
Details of foreign institutional investors.pdf
Details of shares and debenture 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

September 19, 2022

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

Sub: Filing of Annual Return for the Financial Year 2021-22.

Ref: CIN: L31200KL1996PLC010010

Dear Sir,

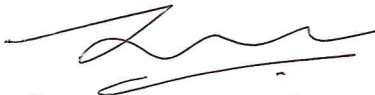
We would like to submit the following clarification in connection with filing of Form MGT-7 for the Financial Year 2021-22.

1. The list of Members of the Company as on March 31, 2022, 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 December 20, 2021 & March 25, 2022, pursuant to Schedule IV of Companies act, 2013.

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



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
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Form MGT-7

Annual Return as on March 31, 2022

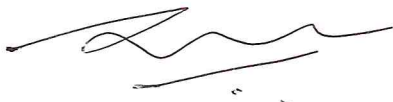
IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. Committee Meetings

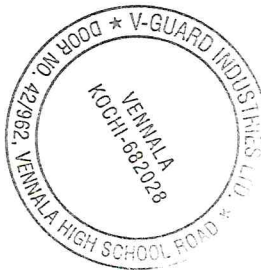
Number of meetings held: 15

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	25/05/2021	5	5	100
2	Audit Committee	30/07/2021	5	5	100
3	Audit Committee	27/10/2021	7	7	100
4	Audit Committee	20/12/2021	7	7	100
5	Audit Committee	01/02/2022	7	6	85.71
6	Nomination & Remuneration Committee	26/05/2021	4	4	100
7	Nomination & Remuneration Committee	30/07/2021	5	5	100
8	Nomination & Remuneration Committee	28/10/2021	5	5	100
9	Nomination & Remuneration Committee	02/02/2022	5	5	100
10	Nomination & Remuneration Committee	25/03/2022	5	5	100
11	Corporate Social Responsibility Committee	26/05/2021	3	3	100
12	Corporate Social Responsibility Committee	01/02/2022	4	3	75
13	Stakeholders Relationship Committee	25/03/2022	3	3	100
14	Risk Management Committee	28/02/2022	3	3	100
15	Risk Management Committee	29/03/2022	3	2	66.67

For V-Guard Industries Limited



Jayasree K
Company Secretary
Membership No. A15900



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FORM MGT-7

ANNUAL RETURN AS ON MARCH 31, 2022

VI. (C) DETAILS OF FOREIGN INSTITUTIONAL INVESTORS' (FIIS) HOLDING SHARES OF THE COMPANY

SR NO.	NAME OF FII	ADDRESS	NUMBER OF SHARES HELD	% OF SHARES HELD
1	NALANDA INDIA EQUITY 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	1,82,62,790	4.2320
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	83,49,796	1.9349
3	INDIA MIDCAP (MAURITIUS) LTD.	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO. 3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	37,81,388	0.8763
4	KOTAK FUNDS - INDIA MIDCAP FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	31,74,125	0.7355
5	AMUNDI FUNDS SBI FM INDIA EQUITY	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	23,58,082	0.5464

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6	ISHARES CORE EMERGING MARKETS MAURITIUS CO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	19,25,129	0.4461
7	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	JP MORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	18,52,600	0.4293
8	KUWAIT INVESTMENT AUTHORITY FUND 223	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	17,23,031	0.3993
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	17,17,490	0.3980
10	SCHRODER INTERNATIONAL SELECTION FUND ASIAN SMALLER COMPANIES	JP MORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	13,25,562	0.3072
11	GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	10,00,000	0.2317
12	TKP INVESTMENTS BV - AEGON CUSTODY B.V. RE MM EQUITY SMALL CAP FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	9,41,179	0.2181
13	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	7,49,110	0.1736

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14	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	JP MORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	7,26,107	0.1683
15	VANGUARD FTSE ALL-WORLD EX- US SMALL-CAP INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	5,92,359	0.1373
16	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	5,85,042	0.1356
17	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	5,23,960	0.1214
18	SUN LIFE EXCEL INDIA FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23- 25 MAHATMA GANDHI ROAD FORT, MUMBAI	4,51,389	0.1046
19	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	4,42,528	0.1025
20	UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	3,38,980	0.0786

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21	ISHARES CORE MSCI EM IMI UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	3,06,646	0.0711
22	ISHARES INDIA SC MAURITIUS COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	2,72,005	0.0630
23	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	2,43,703	0.0565
24	PUB EQUITIES EMERGING MARKETS 1	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	2,39,665	0.0555
25	COLLEGE RETIREMENT EQUITIES FUND – STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	1,73,269	0.0402
26	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	1,64,951	0.0382
27	ABSL UMBRELLA UCITS FUND PLC - INDIA QUALITY ADVANTAGE FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	1,36,855	0.0317

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28	PUB EQUITIES EMERGING MARKETS 2	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	1,34,840	0.0312
29	SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	1,23,031	0.0285
30	THE SULTANATE OF OMAN MINISTRY OF DEFENCE PENSION FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	1,12,040	0.0260
31	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	1,11,190	0.0258
32	BVK PERSONALVORSORGE DES KANTONS ZURICH	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	1,00,194	0.0232
33	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	96,062	0.0223
34	INDIA ADVANTAGE FUND LIMITED	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	92,312	0.0214

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35	WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	81,354	0.0189
36	VANGUARD TOTAL WORLD STOCK INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	80,619	0.0187
37	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	80,356	0.0186
38	WISDOM TREE INDIA INVESTMENT PORTFOLIO, INC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	80,307	0.0186
39	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	74,966	0.0174
40	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	70,545	0.0163
41	DEUTSCHE INVEST I - DEUTSCHE INVEST I ASIAN SMALL/MID CAP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	66,377	0.0154
42	ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	62,444	0.0145

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43	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	62,150	0.0144
44	ISHARES MSCI EM SMALL CAP UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	56,905	0.0132
45	VANGUARD ESG INTERNATIONAL STOCK ETF	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	50,797	0.0118
46	FLORIDA RETIREMENT SYSTEM - AQR CAPITAL MANAGEMENT, LLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	47,651	0.0110
47	UBS (US) GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	46,635	0.0108
48	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	44,814	0.0104
49	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	44,331	0.0103
50	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	43,110	0.0100

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51	INTERNATIONAL MONETARY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	42,773	0.0099
52	OMERS ADMINISTRATION CORPORATION - OAC CUSTODY ACCOUNT (SCV6)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	40,016	0.0093
53	VIRGINIA RETIREMENT SYSTEM	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	39,819	0.0092
54	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	35,674	0.0083
55	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	35,250	0.0082
56	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	33,652	0.0078
57	SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	28,355	0.0066

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58	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	26,144	0.0061
59	QSUPER MANAGED BY STATE STREET GLOBAL ADVISORS, AUSTRALIA LIMITED – SUQP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	21,426	0.0050
60	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	21,107	0.0049
61	STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	20,544	0.0048
62	NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHINA INVESTABLE MARKET INDEX FUND - NON-LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	18,296	0.0042
63	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	17,024	0.0039
64	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	15,760	0.0037

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65	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	14,308	0.0033
66	VANGUARD INVESTMENT SERIES PLC - VANGUARD ESG EMERGING MARKETS ALL CAP EQUITY INDEX FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	12,181	0.0028
67	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	11,745	0.0027
68	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	11,448	0.0027
69	MERCER QIF FUND PLC- MERCER INVESTMENT FUND1	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	11,400	0.0026
70	SPDR MSCI ACWI IMI ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	10,163	0.0024
71	DELA DEPOSITARY & ASSET MANAGEMENT B.V. AS RESPONSIBLE ENTITY TO DELA EQUITY FUND 5	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	10,063	0.0023

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72	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	9,721	0.0023
73	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	7,534	0.0017
74	COPTHALL MAURITIUS INVESTMENT LIMITED - NON ODI ACCOUNT	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	6,628	0.0015
75	LEGAL AND GENERAL ASSURANCE (PENSION MANAGEMENT) LIMITED	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	6,420	0.0015
76	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	6,235	0.0014
77	ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	5,778	0.0013
78	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	5,667	0.0013

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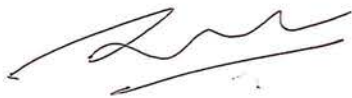
79	DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	5,583	0.0013
80	EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	3,672	0.0009
81	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	3,321	0.0008
82	WISDOM TREE ISSUER PLC - WISDOM TREE EMERGING MARKETS SMALLCAP DIVIDEND UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	2,088	0.0005
83	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	2,008	0.0005
84	BNP PARIBAS ARBITRAGE - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	1,359	0.0003
85	BOFA SECURITIES EUROPE SA	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	1,075	0.0002
86	UBS PRINCIPAL CAPITAL ASIA LTD	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	788	0.0002

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87	QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6TH FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI	517	0.0001
88	VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	281	0.0001
89	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	J.P. MORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6TH FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	92	0.0000
	TOTAL		5,46,66,686	12.66

FOR V-GUARD INDUSTRIES LIMITED



JAYASREE K
COMPANY SECRETARY
MEMBERSHIP NO. A15900



Form MGT-7**Annual Return as on March 31, 2022****IV. Share Capital, Debenture and other securities of the Company****iii) Details of shares/Debentures Transfers since closure date of last financial year****V-Guard Industries Limited****Details of Shares/debentures transferred from April 1, 2021 to March 31, 2022.**

Transfer date	Type	SH/DB	Amount per share	Folio	Seller Name	Folio	Buyer Name
20/09/2021	1	500	000001	00000483	Rambabu Gedela	IEPF2017	IEPF2017
20/09/2021	1	400	000001	00000523	Megha M	IEPF2017	IEPF2017

For V-Guard Industries Limited**Jayasree K**
Company Secretary
Membership No. A15900**V-GUARD INDUSTRIES LTD.**Regd. office 42/962,
Vennala High School Road,
Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010P +91 484 433 5000, 200 5000
E mail@vguard.in
W www.vguard.in

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, 2022**. 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 during the financial year under review. The Company has not passed any resolution by way of postal ballot, hence no comments are invited in this respect.
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, 2022.
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 Act and report of directors is as per sub - sections (3), (4) and (5) thereof;	The Company has complied with the provisions of signing of audited financial statements for the financial year ended March 31, 2022, 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. Re-Appointment of Mr. Mithun Chittilappilly as the Managing Director for a period of five years commencing from April 1, 2021, Re-appointment of Ms. Radha Unni as the Independent Director for a period of five years commencing from September 27, 2021, Appointment of Prof. Biju Varkkey as Independent Director for a period of five years commencing from May 26, 2021, were made in compliance with the provisions of the Act. The re-appointment of Director on retire by rotation was made in compliance with the provisions of the Act. Ms Joshna Thomas resigned as a non-Executive Director with effect from April 1, 2021.</p> <p>The Company had no instance of directors filling up casual vacancy during the financial year ended March 31, 2022 and hence no comment is invited in this respect.</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.

		M/s Price Waterhouse Chartered Accountants LLP, Firm Registration No. 012754N/ N500016 were appointed as the Statutory Auditors of the Company at the 26th Annual General Meeting of the Company held on July 28, 2022 to hold office from the conclusion of 26th Annual General Meeting until the conclusion of 31st Annual General Meeting of the Company to be held in the year 2027.
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;	<p>The Board of Directors of the Company has approved the Scheme of Amalgamation between Simon Electric Private Limited and V-Guard Industries Limited and their respective Shareholders and Creditors ('the Scheme') in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013 subject to approval of the Members, Creditors, Tribunal and such other concerned regulatory authority(ies), as the case may be.</p> <p>Save and except as stated above, the Company was not required to take any other 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.</p>
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 made investments, provided Corporate Guarantee in compliance with the provisions of the Act, during the financial year under review. The Company has not given any loans, provided security(ies) during the financial year under review, hence no comment is invited.
18	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;	The Company has not altered any of the provisions of Memorandum and Articles of Association during the

		financial year under review and hence no comments are invited in respect of the same.
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For Keyul M. Dedhia & Associates

Company Secretaries

Unique ICSI Code Number: S2009MH120800

KEYUL

MAHENDRA

DEDHIA

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MAHENDRA DEDHIA
Date: 2022.09.19 18:18:20
+05'30'

Keyul M. Dedhia

Proprietor

FCS No: 7756

COP No: 8618

UDIN: F007756D000999111

Peer Review Certificate No.: 876/2020

September 19, 2022, Mumbai.

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' to Form MGT-8 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, Ernakulam, 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 Statutory 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

KEYUL MAHENDRA
MAHENDRA DEDHIA
DEDHIA
Digitally signed by KEYUL
MAHENDRA DEDHIA
Date: 2022.09.19 18:19:20
+05'30'

Keyul M. Dedhia

Proprietor

FCS No: 7756

COP No: 8618

UDIN: F007756D000999111

Peer Review Certificate No.: 876/2020

September 19, 2022, Mumbai.