

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 (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 NA
KOCHI
Ernakulam
Kerala
682028

(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

MUFG INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(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,	58
2	G	Trade	G1	Wholesale Trading	42

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

*No. of Companies for which information is to be given 4

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	100

2	V-GUARD CONSUMER PRODUCTIONS [+]	U31904KL2021PLC069893	Subsidiary	100
3	SUNFLAME ENTERPRISES PRIVATE [+]	U74899DL1984PTC018992	Subsidiary	100
4	GEGADYNE ENERGY LABS PRIVATE [+]	U40300MH2017PTC301104	Associate	24.32

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	1,915,000,000	435,779,033	435,779,033	435,779,033
Total amount of equity shares (in Rupees)	1,915,000,000	435,779,033	435,779,033	435,779,033

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,915,000,000	435,779,033	435,779,033	435,779,033
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,915,000,000	435,779,033	435,779,033	435,779,033

(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	365,322	434,020,658	434385980	434,385,980	434,385,980	
		+		+	+	
Increase during the year	0	1,423,281	1423281	1,393,053	1,393,053	79,003,050
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	1,393,053	1393053	1,393,053	1,393,053	79,003,050
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		30,228	30228	0	0	0
Dematerialised during the year						
Decrease during the year	30,228	0	30228	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	30,228		30228	0	0	
Dematerialised during the year						
At the end of the year	335,094	435,443,935	435779033	435,779,033	435,779,033	
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						
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						
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	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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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"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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

(ii) Net worth of the Company


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	176,004,302	40.39	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	13.91	0	
	Total	236,637,552	54.3	0	0

Total number of shareholders (promoters)

(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	46,812,107	10.74	0	
	(ii) Non-resident Indian (NRI)	2,069,357	0.47	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	390,827	0.09	0	
4.	Banks	91	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	58,528,064	13.43	0	
7.	Mutual funds	88,317,398	20.27	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,651,117	0.38	0	
10.	Others IEPF, Escrow Account, Trust 	1,372,520	0.31	0	
	Total	199,141,481	45.69	0	0

Total number of shareholders (other than promoters)

135,243

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

135,250

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

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

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	7	7
Members (other than promoters)	121,407	135,243
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	19.82	0
B. Non-Promoter	2	7	2	4	0.67	0
(i) Non-Independent	2	0	2	0	0.67	0
(ii) Independent	0	7	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	3	7	3	4	20.49	0

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

9

(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)
MITHUN KOCHOUSEF	00027610	Managing Director	86,389,878	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMACHANDRAN VE	06576300	Whole-time director	2,479,248	
ANTONY SEBASTIAN	01628332	Whole-time director	459,568	
RADHA UNNI	03242769	Director	0	
GEORGE MUTHOOT	00018955	Director	0	
BIJU VARKEY	01298281	Director	0	
ISHWAR SUBRAMANI	01473535	Director	0	
SUDARSHAN KASTUR	ACIPS8596H	CFO	2,836	
VIKAS KUMAR TAK	ADTPT9403C	Company Secretary	6,717	

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

4

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)
CHERIAN NADUVAR	00061030	Director	28/07/2024	Retired
CHENAYAPPILLIL J	00003132	Director	28/07/2024	Retired
KASARAGOD ULLAS	00506681	Director	28/07/2024	Retired
RAMACHANDRAN V	06576300	Whole-time director	01/08/2024	Re-appointment was approved

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	01/08/2024		72	35

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2024	10	9	90
2	24/07/2024	10	10	100
3	29/10/2024	7	6	85.71
4	28/01/2025	7	7	100
5	17/03/2025	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

17

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	15/05/2024	7	6	85.71
2	Audit Committee	23/07/2024	7	7	100
3	Audit Committee	28/10/2024	4	4	100
4	Audit Committee	27/01/2025	4	4	100
5	Audit Committee	17/03/2025	4	4	100
6	Nomination and Remuneration	15/05/2024	6	5	83.33
7	Nomination and Remuneration	23/07/2024	6	6	100
8	Nomination and Remuneration	28/10/2024	3	3	100
9	Nomination and Remuneration	27/01/2025	3	3	100
10	Stakeholder's Meeting	23/07/2024	6	6	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	
								(Y/N/NA)
1	MITHUN KOC	5	5	100	13	13	100	

2	RAMACHAND	5	5	100	4	4	100	
3	ANTONY SEE	5	5	100	3	3	100	
4	RADHA UNNI	5	5	100	14	13	92.86	
5	GEORGE MU	5	4	80	15	13	86.67	
6	BIJU VARKKE	5	5	100	8	8	100	
7	ISHWAR SUB	5	5	100	9	9	100	

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MITHUN KOCHOUS +	MANAGING DIF +	38,315,393	56,619,082	0	0	94,934,475
2	RAMACHANDRAN +	WHOLE TIME D +	40,405,558	0	291,342,500	0	331,748,058
3	ANTONY SEBASTI +	WHOLE TIME D +	13,534,221	0	0	0	13,534,221
	Total		92,255,172	56,619,082	291,342,500	0	440,216,754

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 FINANCIAL +	35,652,047	0	17,970,623	0	53,622,670
2	VIKAS KUMAR TAK +	COMPANY SEC +	5,665,894	0	2,203,128	0	7,869,022
	Total		41,317,941	0	20,173,751	0	61,491,692

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	RADHA UNNI	INDEPENDENT +	0	0	0	1,375,000	1,375,000
2	GEORGE MUTHOC +	INDEPENDENT +	0	0	0	1,175,000	1,175,000
3	BIJU VARKKEY	INDEPENDENT +	0	0	0	1,000,000	1,000,000
4	ISHWAR SUBRAM +	INDEPENDENT +	0	0	0	1,175,000	1,175,000
5	CHERIAN NADUVA +	INDEPENDENT +	0	0	0	600,000	600,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	CHENAYAPPILLIL	INDEPENDENT	0	0	0	550,000	550,000
7	KASARAGOD ULLA	INDEPENDENT	0	0	0	325,000	325,000
	Total		0	0	0	6,200,000	6,200,000

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. ... dated
(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

DIN of the director

To be digitally signed by

- ☐ Company Secretary
- ☐ Company secretary in practice

Membership number

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

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

Form MGT-7

Annual Return as on March 31, 2025

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

C. Committee Meetings

Number of meetings held : 17

S.No	Type of Meetings	Date of Meetings	Total No members as on the date of Meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	15/05/2024	7	6	85.71
2.	Audit Committee	23/07/2024	7	7	100
3.	Audit Committee	28/10/2024	4	4	100
4.	Audit Committee	27/01/2025	4	4	100
5.	Audit Committee	17/03/2025	4	4	100
6.	Nomination & Remuneration Committee	15/05/2024	6	5	83.33
7.	Nomination & Remuneration Committee	23/07/2024	6	6	100
8.	Nomination & Remuneration Committee	28/10/2024	3	3	100
9.	Nomination & Remuneration Committee	27/01/2025	3	3	100
10.	Corporate Social Responsibility Committee	15/05/2024	5	5	100
11.	Corporate Social Responsibility Committee	28/10/2024	4	4	100
12.	Corporate Social Responsibility Committee	27/01/2025	4	4	100
13.	Stakeholders Relationship Committee	23/07/2024	6	6	100
14.	Risk Management Committee	07/05/2024	6	5	83.33
15.	Risk Management Committee	11/07/2024	6	5	83.33
16.	Risk Management Committee	08/10/2024	5	5	100
17.	Risk Management Committee	07/01/2025	5	4	80