

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

CS*****RD.IN

(d) *Telephone number with STD code

04*****00

(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, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

01/08/2024

(b) Due date of AGM

30/09/2024

(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,	48
2	G	Trade	G1	Wholesale Trading	52

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 PRODUCT	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	434,385,980	434,385,980	434,385,980
Total amount of equity shares (in Rupees)	1,915,000,000	434,385,980	434,385,980	434,385,980

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	434,385,980	434,385,980	434,385,980
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,915,000,000	434,385,980	434,385,980	434,385,980

(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	507,692	431,666,740	432174432	432,174,432	432,174,432	
Increase during the year	0	2,353,918	2353918	2,211,548	2,211,548	60,086,861.0
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	1,128,540	1128540	1,128,540	1,128,540	60,086,861.0
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		1,225,378	1225378	1,083,008	1,083,008	
Allotment of Equity Shares pursuant to scheme of						
Decrease during the year	142,370	0	142370	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	
iv. Others, specify	142,370		142370	0	0	
Dematerialised during the year						
At the end of the year	365,322	434,020,658	434385980	434,385,980	434,385,980	
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
--	---------	-------------	------------

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"/>
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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

45,594,224,272.83

(ii) Net worth of the Company

17,680,712,136.82

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	40.52	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	13.96	0	
	Total	236,637,552	54.48	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	48,079,815	11.07	0	
	(ii) Non-resident Indian (NRI)	2,014,462	0.46	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	729,338	0.17	0	
4.	Banks	91	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	57,982,271	13.35	0	
7.	Mutual funds	86,904,659	20.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,849,448	0.43	0	
10.	Others IEPF, Escrow Account, Trust	188,344	0.04	0	
	Total	197,748,428	45.53	0	0

Total number of shareholders (other than promoters)

121,407

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

121,414

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

105

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CALIFORNIA STATE TE	HSBC SECURITIES SERVICES 11TH F			72,124	0.02
COPTHALL MAURITIUS	JP MORGAN CHASE BANK N.A, INC			21,532	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			65,575	0.02
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			38,515	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOLDMAN SACHS INV	STANDARD CHARTERED BANK SEC			12,406	0
ISHARES EMERGING M	JP MORGAN CHASE BANK N.A, INC			5,778	0
ISHARES IV PUBLIC LIM	CITIBANK N.A. CUSTODY SERVICES			76,716	0.02
STATE STREET MSCI EM	HSBC SECURITIES SERVICES 11TH F			70,545	0.02
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			563,511	0.13
UBS PRINCIPAL CAPIT	STANDARD CHARTERED BANK SEC			625	0
UNITED NATIONS FOR	CITIBANK N.A. CUSTODY SERVICES			66,409	0.02
UTAH STATE RETIREM	CITIBANK N.A. CUSTODY SERVICES			7,534	0
BVK PERSONALVORSC	JP MORGAN CHASE BANK N.A, INC			100,194	0.02
DIMENSIONAL WORL	CITIBANK N.A. CUSTODY SERVICES			74,966	0.02
EMERGING MARKETS S	JP MORGAN CHASE BANK N.A, INC			648,051	0.15
GOLDMAN SACHS (SIN	STANDARD CHARTERED BANK SEC			19,800	0
KOTAK FUNDS - INDIA	HSBC SECURITIES SERVICES 11TH F			3,174,125	0.73
LEGAL & GENERAL EM	CITIBANK N.A. CUSTODY SERVICES			50,759	0.01
MARSHALL WACE INV	CITIBANK N.A. CUSTODY SERVICES			6,030	0
THE REGENTS OF THE	DEUTSCHE BANK AG, DB HOUSE H			105,761	0.02
THE SULTANATE OF O	HSBC SECURITIES SERVICES 11TH F			103,727	0.02
VANGUARD FTSE ALL-	STANDARD CHARTERED BANK SEC			578,098	0.13
WORLD ALLOCATION	CITIBANK N.A. CUSTODY SERVICES			7,912	0
CC & AMPL Q EMERGII	CITIBANK N.A. CUSTODY SERVICES			38,842	0.01
CUSTODY BANK OF JA	HSBC SECURITIES SERVICES 11TH F			2,432	0

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)	124,990	121,407
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	19.89	0
B. Non-Promoter	1	6	2	7	0.54	0
(i) Non-Independent	1	0	2	0	0.54	0
(ii) Independent	0	6	0	7	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	3	7	20.43	0

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

12

(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 NADUVATH	00061030	Director	0	

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	
RAMACHANDRAN VE	06576300	Whole-time director	1,893,648	
ANTONY SEBASTIAN	01628332	Whole-time director	459,568	
CHENAYAPPILLIL JOI	00003132	Director	0	
KASARAGOD ULLAS	00506681	Director	0	
RADHA UNNI	03242769	Director	0	
GEORGE MUTHOOT	00018955	Director	0	
BIJU VARKEY	01298281	Director	0	
ISHWAR SUBRAMANI	01473535	Director	0	
SUDARSHAN KASTUR	ACIPS8596H	CFO	428	
VIKAS KUMAR TAK	ADTPT9403C	Company Secretar	0	

(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)
ISHWAR SUBRAMA	01473535	Additional director	30/05/2023	Appointment
ANTONY SEBASTIA	01628332	Additional director	30/05/2023	Appointment
ISHWAR SUBRAMA	01473535	Director	24/08/2023	Change in designation
ANTONY SEBASTIA	01628332	Whole-time director	24/08/2023	Change in designation

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	24/08/2023	120,570	66	37.57

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/04/2023	8	6	75
2	03/05/2023	8	7	87.5
3	30/05/2023	10	9	90
4	09/08/2023	10	9	90
5	30/08/2023	10	9	90
6	31/10/2023	10	9	90
7	01/02/2024	10	9	90
8	21/03/2024	10	10	100

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
1	Audit Committee	29/05/2023	6	6	100
2	Audit Committee	08/08/2023	6	6	100
3	Audit Committee	30/08/2023	6	6	100
4	Audit Committee	30/10/2023	6	5	83.33
5	Audit Committee	31/01/2024	7	6	85.71
6	Nomination and Remuneration	29/05/2023	5	5	100
7	Nomination and Remuneration	27/07/2023	5	4	80
8	Nomination and Remuneration	30/10/2023	5	4	80
9	Nomination and Remuneration	31/01/2024	6	5	83.33
10	Stakeholder's	08/08/2023	5	3	60

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	01/08/2024
								(Y/N/NA)
1	CHERIAN NA	8	8	100	12	12	100	Not Applicable
2	MITHUN KOC	8	8	100	11	11	100	Yes
3	RAMACHAND	8	7	87.5	3	3	100	Yes
4	ANTONY SEB	6	6	100	0	0	0	Yes
5	CHENAYAPP	8	6	75	10	6	60	Not Applicable
6	KASARAGOD	8	7	87.5	12	12	100	Not Applicable
7	RADHA UNNI	8	8	100	11	11	100	Yes
8	GEORGE MU	8	7	87.5	10	9	90	No
9	BIJU VARKKE	8	7	87.5	5	4	80	Yes
10	ISHWAR SUB	6	4	66.67	2	0	0	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MITHUN KOCHOU	MANAGING DIF	32,370,623	44,672,899	0	0	77,043,522
2	RAMACHANDRAN	WHOLE TIME D	37,479,771	0	153,748,700	0	191,228,471
3	ANTONY SEBASTI	WHOLE TIME D	10,142,826	0	0	0	10,142,826
	Total		79,993,220	44,672,899	153,748,700	0	278,414,819

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	29,857,672	0	12,989,924	0	42,847,596
2	VIKAS KUMAR TAK	COMPANY SEC	5,504,358	0	0	0	5,504,358
	Total		35,362,030	0	12,989,924	0	48,351,954

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 NADUVA	INDEPENDENT	0	1,996,500	0	1,625,000	3,621,500
2	CHENAYAPPILLIL	INDEPENDENT	0	0	0	1,100,000	1,100,000
3	KASARAGOD ULLA	INDEPENDENT	0	0	0	1,525,000	1,525,000
4	RADHA UNNI	INDEPENDENT	0	0	0	1,575,000	1,575,000
5	GEORGE MUTHOC	INDEPENDENT	0	0	0	1,375,000	1,375,000
6	BIJU VARKKEY	INDEPENDENT	0	0	0	1,000,000	1,000,000
7	ISHWAR SUBRAM	INDEPENDENT	0	0	0	400,000	400,000
	Total		0	1,996,500	0	8,600,000	10,596,500

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

31/10/2023

(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: 2024.09.03
14:37:46 +05'30'

DIN of the director

0*0*7*1*

To be digitally signed by

Digitally signed by
VIKAS
KUMAR
TAK
Date: 2024.09.03
16:01:26 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

6*1*

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 31032024 Sig
FI Details.pdf
Committee details.pdf
ROC Letter.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

August 22, 2024

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

Sub: Filing of Annual Return in Form MGT-7 for the Financial Year 2023-24.

Ref: CIN: L31200KL1996PLC010010

Dear Sir/Ma'am,

We would like to submit the following clarification in connection with filing of Form MGT-7 for the Financial Year 2023-24 being filed with your good office.

1. The list of Members of the Company as on March 31st, 2024, 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 MGT-7 on Ministry of Corporate Affairs portal www.mca.gov.in.
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 April 17, 2023, and May 29, 2023, pursuant to Schedule IV of Companies act, 2013.
3. The amount mentioned at Point No. V in the Form MGT-7 with respect to Net-worth of the Company as on March 31, 2024, includes Share Pending Issuance & Share based payments Reserve.
4. 2,40,181 Equity Shares were allotted on March 21, 2024, under "ESOS-2013" and the same were listed on April 03rd, 2024.
5. During the year under review, the Company has filed adjudication application with the Hon'ble Registrar of Companies, Kerala, for violation of provisions of Section 152(6) of the Companies Act, 2013 and rules made thereunder and the status of the same is pending as on March 31, 2024.



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

P +91 484 300 5000, 200 5000
E mail@vguard.in
W www.vguard.in

6. As per amended Companies (Management and Administration) (Second Amendment) Rules, 2023, by virtue of MCA notification No G.S.R. 801(E) dated October 27, 2023, introducing the concept of “designated person” as responsible person for furnishing and extending co-operation for providing information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company, Mr. Vikas Kumar Tak, Company Secretary of the Company has been designated by the Board of Directors in its meeting held on May 16, 2024, as responsible person for the compliance of said purpose.

You are requested to take the above submission on record.

Yours faithfully

For V-Guard Industries Limited


Vikas Kumar Tak
Company Secretary
Membership No. F6618



Form MGT-7

Annual Return as on March 31, 2024

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

C. Committee Meetings

Number of meetings held : 15

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	29/05/2023	6	6	100
2.	Audit Committee	08/08/2023	6	6	100
3.	Audit Committee	30/08/2023	6	6	100
4.	Audit Committee	30/10/2023	6	5	83.33
5.	Audit Committee	31/01/2024	7	6	85.71
6.	Nomination & Remuneration Committee	29/05/2023	5	5	100
7.	Nomination & Remuneration Committee	27/07/2023	5	4	80
8.	Nomination & Remuneration Committee	30/10/2023	5	4	80
9.	Nomination & Remuneration Committee	31/01/2024	6	5	83.33
10.	Corporate Social Responsibility Committee	29/05/2023	3	3	100
11.	Corporate Social Responsibility Committee	30/10/2023	3	3	100
12.	Stakeholders Relationship Committee	08/08/2023	5	3	60
13.	Risk Management Committee	14/08/2023	4	4	100
14.	Risk Management Committee	31/01/2024	6	6	100
15.	Risk Management Committee	04/03/2024	6	5	83.33

For V-Guard industries Limited


Vikas Kumar Tak
Company Secretary
Membership No.F6618



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Form MGT-7

ANNUAL RETURN AS ON MARCH 31, 2024

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

S.NO	NAME OF FII	ADDRESS	NUMBER OF SHARES HELD	% OF SHARES HELD
1.	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC.	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	72124	0.0166
2.	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E	21532	0.005
3.	DIMENSIONAL EMERGING MARKETS 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	65575	0.0151
4.	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	38515	0.0089
5.	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI	12406	0.0029
6.	ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	5778	0.0013
7.	ISHARES IV PUBLIC LIMITED COMPANY- ISHARES MSCI EM IMI ESG SCREENED UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	76716	0.0177

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8.	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	70545	0.0162
9.	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	563511	0.1297
10.	UBS PRINCIPAL CAPITAL ASIA LTD	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	625	0.0001
11.	UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NATIONS JOINT STAFF PENSION FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	66409	0.0153
12.	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	7534	0.0017
13.	BVK PERSONALVORSORGE DES KANTONS ZURICH	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY, GOREGAON E.	100194	0.0231
14.	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	74966	0.0173

15.	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	648051	0.1492
16.	GOLDMAN SACHS (SINGAPORE) PTE. - ODI	STANDARD CHARTERED BANK SECURITIES SERVICES OPERATIONS 3RD FLOOR, 23-25, M.G ROAD FORT, MUMBAI, INDIA	19800	0.0046
17.	KOTAK FUNDS - INDIA MIDCAP FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	3174125	0.7307
18.	LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	50759	0.0117
19.	MARSHALL WACE INVESTMENT STRATEGIES - TOPS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	6030	0.0014
20.	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	105761	0.0243
21.	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	103727	0.0239
22.	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	578098	0.1331

23.	WORLD ALLOCATION 60/40 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	7912	0.0018
24.	CC & AMPL Q EMERGING MARKETS EQUITY FUND LP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	38842	0.0089
25.	CUSTODY BANK OF JAPAN, LTD. AS TRUSTEE FOR WORLD LOW VOLATILITY SMALL-MID CAP EQUITY FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	2432	0.0006
26.	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	21107	0.0049
27.	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBA	44814	0.0103
28.	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	10841	0.0025
29.	INTERNATIONAL MONETARY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	2920	0.0007
30.	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	306646	0.0706

31.	MARSHALL WACE INVESTMENT STRATEGIES - MARKET NEUTRAL TOPS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	67349	0.0155
32.	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	170153	0.0392
33.	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	6235	0.0014
34.	SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPARTAN TOTAL INTERNATIONAL INDEX POOL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	1064	0.0002
35.	UNIVERSAL - INVESTMENT - GESELLSCHAFT MBH ON BEHALF OF FOVERUKA PENSION UNIVERSAL	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	79869	0.0184
36.	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	1107	0.0003
37.	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS SUSTAINABILITY TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	5959	0.0014
38.	DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23- 25 MAHATMA GANDHI ROAD FORT, MUMBAI	16848	0.0039

39.	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	6399	0.0015
40.	INDIA ADVANTAGE FUND LIMITED	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	52357	0.0121
41.	INDIA MIDCAP (MAURITIUS) LTD.	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	3510664	0.8082
42.	ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	22140	0.0051
43.	ISHARES MSCI INDIA SMALL-CAP ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	479678	0.1104
44.	MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	11400	0.0026
45.	PUB EQUITIES EMERGING MARKETS 2	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	183083	0.0421
46.	QUADRATURE CAPITAL VECTOR SP LIMITED	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	87714	0.0202

47.	SCHRODER INTERNATIONAL SELECTION FUND ASIAN SMALLER COMPANIES	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	1116178	0.257
48.	BOFA SECURITIES EUROPE SA - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	82	0
49.	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	68621	0.0158
50.	FUNDPARTNER SOLUTIONS (SUISSE) SA- TURICUM - AKTIEN - UND IMMOBILIENWERTSCHRIFTEN	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	10572	0.0024
51.	ISHARES CORE MSCI EMERGING MARKETS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	2184275	0.5028
52.	JPMORGAN INDIA SMALLER COMPANIES FUND	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	364769	0.084
53.	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	1107009	0.2548
54.	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	7626097	1.7556

55.	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	20544	0.0047
56.	TIAA-CREF QUANT INTERNATIONAL SMALL-CAP EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	359309	0.0827
57.	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	2212718	0.5094
58.	BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	4745	0.0011
59.	DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 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	11061	0.0025
60.	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	50966	0.0117
61.	GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	1309000	0.3013
62.	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	63743	0.0147

63.	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	55920	0.0129
64.	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	59454	0.0137
65.	SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI	124391	0.0286
66.	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	155540	0.0358
67.	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	1120273	0.2579
68.	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
69.	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	15605	0.0036
70.	ABU DHABI INVESTMENT AUTHORITY - MONSOON	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	865117	0.1992

71.	ABU DHABI INVESTMENT AUTHORITY - XENON	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	30380	0.007
72.	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	1040667	0.2396
73.	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	369325	0.085
74.	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	30263	0.007
75.	FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	91319	0.021
76.	LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LIMITED	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	2064	0.0005
77.	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	6857	0.0016
78.	ROBECO CAPITAL GROWTH FUNDS	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	1285524	0.2959

79.	SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	11193	0.0026
80.	SPDR S & AMPP EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	127167	0.0293
81.	VANGUARD TOTAL WORLD STOCK INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	80619	0.0186
82.	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY,GOREGAON E.	2130172	0.4904
83.	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	49285	0.0113
84.	VANGUARD FUNDS PLC - VANGUARD ESG EMERGING MARKETS ALL CAP UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	888	0.0002
85.	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	88703	0.0204
86.	ALASKA PERMANENT FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	26144	0.006

87.	ALLIANZ GLOBAL INVESTORS FUND - ALLIANZ INDIA EQUITY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	211141	0.0486
88.	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	2008	0.0005
89.	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	2534	0.0006
90.	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	2358082	0.5429
91.	CALIFORNIA PUBLIC EMPLOYEES & APOS; RETIREMENT SYSTEM	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	279371	0.0643
92.	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	496725	0.1144
93.	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	48797	0.0112
94.	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	15125	0.0035

95.	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	5667	0.0013
96.	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	84512	0.0195
97.	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	18262790	4.2043
98.	PUB EQUITIES EMERGING MARKETS 1	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY, GOREGAON E.	225963	0.052
99.	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	9721	0.0022
100.	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	398523	0.0917
101.	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	47989	0.011
102.	UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	174996	0.0403

103.	VANGUARD ESG INTERNATIONAL STOCK ETF	JP MORGAN CHASE BANK N.A, INDIA SUB CUSTODY 9TH FLOOR, TOWER A BLOCK 9, NKP, WESTERN EXPRESS HIGHWAY, GOREGAON E.	45528	0.0105
104.	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	1993	0.0005
105.	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	33652	0.0077

For V-Guard industries Limited


Vikas Kumar Tak
 Company Secretary
 Membership No.F6618



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, 2024**. 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 has filed Adjudication Application for contravention of provisions of Section 152(6) of the Companies Act, 2013 with the Hon'ble Registrar of Companies, Kerala and awaiting its Order. 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	The Company has duly 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

	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 Book/registers maintained for the purpose and the same have been signed;	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 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 applicable provisions of the Act in respect of closure of Register of Members during the financial year ended March 31, 2024.
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 of the Act 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, 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 transfer/ transmission, buy back of securities/ redemption of preference shares or debentures or reduction of share capital during the financial year under review and hence no comments are invited in this respect.</p>
9	Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of	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

	shares in compliance with the provisions of the Act;	hence no comments are 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;	<p>The Company has duly complied with the provisions of signing of audited financial statements for the financial year ended March 31, 2024, 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.</p>
12	Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosure of Directors, Key Managerial Personnel and remuneration paid to them;	<p>With the appointment of a Director, liable to retire by rotation, subject to approval of the Shareholders, by the Board in its meeting held on May 30, 2023, the composition of the composition of the Board was in line with requirements of the provisions of Section 152(6) of the Act.</p> <p>The appointment of Director(s) and the re-appointment of Director on retire by rotation were made in compliance with the provisions of the Act.</p> <p>The Company had no instance of directors filling up casual vacancy during the financial year ended March 31, 2024 and hence no comment is invited in this respect.</p> <p>As informed by the management, the Company has duly 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 of the Act) and payment of</p>

		remuneration to managerial personnel (Section 197 of the Act).
13	Appointment/ reappointment/ filling up casual vacancies of Auditors as per the provisions of section 139 of the Act;	M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration No. 012754N/ N500016) were appointed as the Statutory Auditors of the Company at the 26 th Annual General Meeting of the Company held on July 28, 2022, for a term of 5 years to hold office from the conclusion of 26 th Annual General Meeting until the conclusion of 31 st Annual General Meeting of the Company to be held in the year 2027 and duly complied with the provisions of Section 139 of the Act. There was no casual vacancy in the office of Auditors 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;	<p>The Board of Directors of the Company had approved the Scheme of Amalgamation between Simon Electric Private Limited ("Transferor Company") and V-Guard Industries Limited ("Transferee Company") and their respective Shareholders and Creditors ('the Scheme') in accordance with the provisions of Section 230 to 232 of the Act subject to approval of the Members, Creditors, Tribunal and such other concerned regulatory authority(ies), as the case may be. The Hon'ble National Company Law Tribunal, Kochi Bench vide its Order dt March 31, 2023, approved and sanctioned the Scheme of Amalgamation ('Scheme') between Transferor Company and Transferee Company and their respective Shareholders and Creditors. The said Order was filed by the Company with the Registrar of Companies, Kerala on April 28, 2023.</p> <p>The Company has filed Adjudication Application for contravention of provisions of Section 152(6) of the Companies Act, 2013 and rules made thereunder with Hon'ble Registrar of Companies, Kerala, and awaiting its Order.</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</p>

		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;	During the financial year under review, the Company has given loan (<i>repaid within due time</i>) and made investment, in compliance with the provisions of the Act. The Company has not given any new guarantee or provided security during the financial year under review. Further, the existing corporate guarantee was withdrawn and as on March 31, 2024, there was no outstanding Corporate Guarantee subsisting.
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.

For Keyul M. Dedhia & Associates

Company Secretaries

Unique ICSI Code Number: S2009MH120800

KEYUL

MAHENDRA

DEDHIA

Digitally signed by KEYUL
MAHENDRA DEDHIA
Date: 2024.08.27 16:52:48
+05'30'

Keyul M. Dedhia

Proprietor

FCS No: 7756

COP No: 8618

UDIN: F007756F001054846

Peer Review Certificate No.: 876/2020

August 27, 2024, 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
Date: 2024.08.27 16:53:19
+05'30'

Keyul M. Dedhia

Proprietor

FCS No: 7756

COP No: 8618

UDIN: F007756F001054846

Peer Review Certificate No.: 876/2020

August 27, 2024, Mumbai.