

INTEGRATED GOVERNANCE REPORT FOR QUARTER ENDED DECEMBER 31,2025

General information about company		
Scrip code		532953
NSE Symbol		VGUARD
MSEI Symbol		NOTLISTED
ISIN		INE951I01027
Name of the entity		V-GUARD INDUSTRIES LIMITED
Date of start of financial year		01-04-2025
Date of end of financial year		31-03-2026
Reporting Quarter Type		Quarterly
Date of Quarter Ending		31-12-2025
Type of company		Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?		Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	Kindly note that Company has not acquired any shares or voting rights of any unlisted Companies during the quarter ended December 31,2025
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	Kindly note that there were no ongoing tax litigations or disputes that require intimation to the stock exchanges
Risk management committee		Applicable
Market Capitalisation as per immediate previous Financial Year		Top 500 listed entities



Is SCORE ID Available ?	Yes
SCORE Registration ID	v00074
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	



i. Composition Of Board of Director

Title	Name of the Director	DIN and Date of Birth	Category	Initial Date of Appointment	Date of Re-Appointment	Date of cessation	Tenure	Whether the director is disqualified ?	Current status	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Ms	RADHA UNNI	03242769 04-12-1948	Non-Executive - Independent Director	27-09-2018	27-09-2021		87	No	Active	Yes	05-08-2021	1	1	2	1	AC, SRC, RMC, NRC
Mr	MITHUN KOHOUSEPH CHITTLAPPILLY	00027610 02-09-1980	Executive Director	01-04-2003	01-04-2021			No	Active	NA		1	0	2	0	AC, SRC, RMC, CSR, IC
Mr	RAMACHANDRAN V	06576300 27-10-1963	Executive Director	01-06-2013	01-06-2024			No	Active	NA		1	0	0	0	RMC, IC
Mr	GEORGE MUTHOOT JACOB	00018955 16-08-1983	Non-Executive - Independent Director	05-10-2020	05-10-2025		62	No	Active	NA		2	1	3	0	AC, SRC, RMC, CSR
Mr	BIJU VARKKEY	01298281 22-12-1965	Non-Executive - Independent Director	26-05-2021	26-05-2021		55	No	Active	NA		2	2	1	0	SRC, NRC, CSR, IC
Mr	ANTONY SEBASTIAN KARATHRA	01628332 23-05-1960	Executive Director	30-05-2023	30-05-2023			No	Active	NA		1	0	0	0	CSR



Mr	ISHWAR SUBRAMANIAN	01473535 19-02-1960	Non-Executive - Independent Director	30-05-2023	30-05-2023		31	No	Active	NA		1	1	1	1	AC, NRC, IC
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Company Remarks	NIL
Whether Regular chairperson appointed	Yes
Whether the Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment
1	ISHWAR SUBRAMANIAN	ID	Chairperson	31-Oct-2023
2	MITHUN KOCHOUSEPH CHITTLAPPILLY	ED	Member	01-Apr-2009
3	RADHA UNNI	ID	Member	01-Jun-2019
4	GEORGE MUTHOOT JACOB	ID	Member	01-Aug-2021

Company Remarks	NIL
Whether Regular chairperson appointed	Yes

b. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment
1	BIJU VARKKEY	ID	Chairperson	01-Apr-2022
2	RADHA UNNI	ID	Member	01-Jun-2019
3	ISHWAR SUBRAMANIAN	ID	Member	31-Oct-2023

Company Remarks	NIL
Whether Regular chairperson appointed	Yes

c. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment
1	RADHA UNNI	ID	Chairperson	31-Oct-2023
2	MITHUN KOCHOUSEPH CHITTLAPPILLY	ED	Member	01-Apr-2009
3	BIJU VARKKEY	ID	Member	01-Jun-2022
4	GEORGE MUTHOOT JACOB	ID	Member	01-Jun-2022



Company Remarks	NIL
Whether Regular chairperson appointed	Yes

d. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment
1	RADHA UNNI	ID	Chairperson	31-Oct-2023
2	MITHUN KOCHOUSEPH CHITTLAPPILLY	ED	Member	04-Nov-2014
3	RAMACHANDRAN V	ED	Member	04-Nov-2014
4	SUDARSHAN KASTURI	CFO	Member	01-Jun-2017
5	GEORGE MUTHOOT JACOB	ID	Member	31-Oct-2023

Company Remarks	Mr. Sudarshan Kasturi is the Member of the Risk and ESG Committee, whereas he is not a board member.
Whether Regular chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment
1	ANTONY SEBASTIAN KARATHRA	ED	Chairperson	31-Oct-2023
2	MITHUN KOCHOUSEPH CHITTLAPPILLY	ED	Member	20-Mar-2014
3	GEORGE MUTHOOT JACOB	ID	Member	01-Aug-2021
4	BIJU VARKKEY	ID	Member	31-Oct-2023

Company Remarks	NIL
Whether Regular chairperson appointed	Yes

f. Other Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Name of other Committee
1	ISHWAR SUBRAMANIAN	ID	Chairperson	Investment Committee
2	BIJU VARKKEY	ID	Member	Investment Committee



3	MITHUN KOCHOUSEPH CHITILAPPILLY	ED	Member	Investment Committee
4	RAMACHANDRAN V	ED	Member	Investment Committee

Company Remarks	NIL
Whether Regular chairperson appointed	Yes

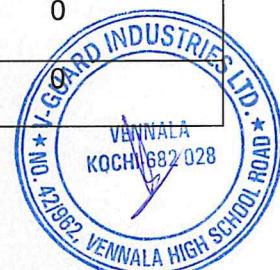
iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
29-07-2025	Yes	7	6	4
29-10-2025	Yes	7	7	4

Company Remarks	NIL
Maximum gap between any two consecutive (in number of days)	91

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	28-07-2025	Yes	4	4	3	0
Audit Committee	29-07-2025	Yes	4	3	3	0
Audit Committee	28-10-2025	Yes	4	4	3	0
Audit Committee	29-10-2025	Yes	4	4	3	0
Nomination and remuneration committee	28-07-2025	Yes	3	3	3	0
Nomination and remuneration committee	28-10-2025	Yes	3	3	3	0



Corporate Social Responsibility Committee	28-10-2025	Yes	4	4	2	0
Stakeholders Relationship Committee	28-07-2025	Yes	4	4	3	0
Risk Management Committee	08-07-2025	Yes	4	4	2	1
Risk Management Committee	07-10-2025	Yes	4	4	2	1
Company Remarks	The Audit Committee meetings are typically adjourned to next day (Board meeting date) for the review & approval of financial results. Consequently, there will be two dates for the Audit Committee, although the second one is merely a continuation of the initial meeting.					
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	Audit Committee: 90 Nomination and Remuneration Committee: 91 Risk & ESG Committee: 90 CSR Committee: NA Stakeholders Relationship Committee: NA					

v. Affirmations

Annexure 1

V. Affirmations		Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015		Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee		Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee		Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee		Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)		Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes



7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

vi.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	Nil
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

vii.

Signatory Details

Name of signatory	Vikas Kumar Tak
Designation of person	Company Secretary and Compliance Officer
Place	Kochi
Date	22-01-2026

viii.

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	1
No. of investor complaints received during the Quarter	46
No. of investor complaints disposed off during the Quarter	47
No. of investor complaints those remaining unresolved at the end of the Quarter	0



7	Legal Metrology Department, Government of Andhra Pradesh	Compounding fee/charges paid against the notice.	12-12-2025	Notice of violation is received under Rule 4, 6(1)(d), 6(5), 18(1) of Legal Metrology Packaged Commodity Rules,2011 read with 49, 18/36(1) of Legal Metrology Act, 2009 (wholly owned subsidiary)	Rs. 10,000
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Name of signatory :
Designation of person :
Place :
Date :

Vikas Kumar Tak
Company Secretary and Compliance Officer
Kochi
22-01-2026

