

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 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

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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 24/08/2023

(b) Due date of AGM 30/09/2023

(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,	54
2	G	Trade	G1	Wholesale Trading	46

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

*No. of Companies for which information is to be given 3

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

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	432,174,432	432,174,432	432,174,432
Total amount of equity shares (in Rupees)	1,915,000,000	432,174,432	432,174,432	432,174,432

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	432,174,432	432,174,432	432,174,432
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,915,000,000	432,174,432	432,174,432	432,174,432

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	642,174	430,899,760	431541934	431,541,934	431,541,934	
Increase during the year	0	766,980	766980	632,498	632,498	19,407,075
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	632,498	632498	632,498	632,498	19,407,075
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		134,482	134482			
Shares dematerialized during the year						
Decrease during the year	134,482	0	134482	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	134,482		134482			
Shares dematerialized during the year						
At the end of the year	507,692	431,666,740	432174432	432,174,432	432,174,432	
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

INE951I01027

(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 Yes No Not Applicable
 [Details being provided in a CD/Digital Media]

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)

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

40,496,032,069

(ii) Net worth of the Company

15,879,969,779

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	41.77	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	14.03	0	
	Total	241,137,552	55.8	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	50,398,220	11.66	0	
	(ii) Non-resident Indian (NRI)	2,036,445	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	3,079,700	0.71	0	

4.	Banks	91	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	55,474,162	12.84	0	
7.	Mutual funds	79,068,165	18.3	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	461,833	0.11	0	
10.	Others Alternate Investment Fund:	518,264	0.12	0	
	Total	191,036,880	44.21	0	0

Total number of shareholders (other than promoters) 124,990

**Total number of shareholders (Promoters+Public/
Other than promoters)** 124,997

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

97

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BLACKROCK AQUILA E	DEUTSCHE BANK AG, DB HOUSE H			2,168	0
BOFA SECURITIES EUR	CITIBANK N.A. CUSTODY SERVICES			1,075	0
BVK PERSONALVORSC	JPMORGAN CHASE BANK N.A. IND			100,194	0.02
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			37,150	0
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			4,431	0
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			1,000,000	0.23
INDIA ADVANTAGE FU	CITIBANK N.A. CUSTODY SERVICES			52,357	0.01
INDIA MIDCAP (MAUR	HSBC SECURITIES SERVICES 11TH F			3,510,664	0.81
LEGAL AND GENERAL	CITIBANK N.A. CUSTODY SERVICES			2,064	0
MERCER QIF FUND PL	CITIBANK N.A. CUSTODY SERVICES			11,400	0
NALANDA INDIA EQUI	C/O KOTAK MAHINDRA BANK LIM			18,262,790	4.22
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			6,857	0
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			26,144	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			22,969	0
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			10,841	0
GOLDMAN SACHS INV	STANDARD CHARTERED BANK Sec			3,126	0
JPMORGAN INDIA SM	HSBC SECURITIES SERVICES 11TH F			1,128,147	0.26
KIFTAR IN LLC	SBI-SG GLOBAL SECURITIES SERVIC			7,965	0
VANGUARD FIDUCIAR	JPMORGAN CHASE BANK N.A. IND			941,642	0.21
VANGUARD FTSE ALL	DEUTSCHE BANK AG DB HOUSE, H			592,359	0.13
VANGUARD TOTAL IN	JPMORGAN CHASE BANK N.A. IND			1,982,730	0.45
ABU DHABI INVESTME	JPMORGAN CHASE BANK N.A. IND			374,116	0.08
DIMENSIONAL WORL	CITIBANK N.A. CUSTODY SERVICES			74,966	0.01
ISHARES CORE MSCI E	CITIBANK N.A. CUSTODY SERVICES			306,646	0.07
ISHARES MSCI EMERG	CITIBANK N.A. CUSTODY SERVICES			69,900	0.01

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)	147,502	124,990
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	19.99	0
B. Non-Promoter	1	7	1	6	0.37	0
(i) Non-Independent	1	1	1	0	0.37	0

(ii) Independent	0	6	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	7	2	6	20.36	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHERIAN NADUVATHI	00061030	Director	0	
MITHUN KOCHOUSEP	00027610	Managing Director	86,389,878	
RAMACHANDRAN VEM	06576300	Whole-time director	1,591,148	
CHENAYAPPILLIL JOH	00003132	Director	0	
KASARAGOD ULLAS K	00506681	Director	0	
RADHA UNNI	03242769	Director	0	
GEORGE MUTHOOT J	00018955	Director	0	
BIJU VARKEY	01298281	Director	0	
SUDARSHAN KASTUR	ACIPS8596H	CFO	4,203	
VIKAS KUMAR TAK	ADTPT9403C	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 3

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)
VIKAS KUMAR TAK	ADTPT9403C	Company Secretar	02/02/2023	Appointment
JAYASREE KAMALA	AQPPK1304A	Company Secretar	02/02/2023	Cessation
JAYARAJ BALAKRISHI	00027479	Director	28/07/2022	Cessation

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

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

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	14/11/2022	132,526	38	45.4
Unsecured Creditor's Meeting	14/11/2022	8,100	96	19.89
Annual General Meeting	28/07/2022	138,232	59	45.56

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	19/05/2022	9	7	77.78
2	27/07/2022	9	8	88.89
3	27/10/2022	8	7	87.5
4	09/12/2022	8	8	100
5	02/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

16

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	18/05/2022	7	5	71.43
2	Audit Committee	26/07/2022	7	7	100
3	Audit Committee	26/10/2022	6	5	83.33
4	Audit Committee	09/12/2022	6	6	100
5	Audit Committee	01/02/2023	6	6	100
6	Nomination and	18/05/2022	5	4	80
7	Nomination and	26/07/2022	5	5	100
8	Nomination and	17/10/2022	5	4	80
9	Nomination and	01/02/2023	5	4	80
10	Stakeholder's	16/03/2023	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	24/08/2023
								(Y/N/NA)
1	CHERIAN NAIR	5	5	100	13	13	100	Yes
2	MITHUN KOC	5	5	100	12	10	83.33	Yes
3	RAMACHANDRAN	5	5	100	3	3	100	Yes
4	CHENAYAPPAN	5	4	80	10	5	50	Yes
5	KASARAGODAN	5	5	100	12	11	91.67	No
6	RADHA UNNI	5	5	100	9	9	100	No
7	GEORGE MURUGAN	5	5	100	9	8	88.89	Yes
8	BIJU VARAKKE	5	3	60	5	5	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MITHUN KOCHOU	MANAGING DIR	30,669,395	38,213,917	0	0	68,883,312
2	RAMACHANDRAN	CHIEF OPERAT	26,935,266	0	42,017,710	0	68,952,976
	Total		57,604,661	38,213,917	42,017,710	0	137,836,288

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDARSHAN KAS	CHIEF FINANC	24,386,322	0	12,023,532	0	36,409,854
2	VIKAS KUMAR TA	COMPANY SEC	646,361	0	0	0	646,361
3	JAYASREE K	COMPANY SEC	3,189,781	0	1,115,271	0	4,305,052
	Total		28,222,464	0	13,138,803	0	41,361,267

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 Dir	0	1,815,000	0	1,155,000	2,970,000
2	CHENAYAPPILLIL	Independent Dir	0	0	0	725,000	725,000
3	KASARAGOD ULLA	Independent Dir	0	0	0	1,040,000	1,040,000
4	RADHA UNNI	Independent Dir	0	0	0	990,000	990,000
5	GEORGE MUTHOC	Independent Dir	0	0	0	940,000	940,000
6	BIJU VARKEY	Independent Dir	0	0	0	565,000	565,000
7	JAYARAJ BALAKR	Non Executive C	0	0	0	240,000	240,000
	Total		0	1,815,000	0	5,655,000	7,470,000

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

The Company has complied with all the provisions of Companies Act, 2013 except for a brief period the ratio of rotational directors was not maintained as per provisions of Section 152 due to resignation of one of the directors. liable to retire by rotation. As on date, the company has appointed

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

Digitally signed by
MITHUN
KOCHOUSEPH
CHITTLAPALLY Date: 2023.10.21
13:59:28 +05'30'

DIN of the director

00027610

To be digitally signed by

Digitally signed by
VIKAS
KUMAR
TAK Date: 2023.10.21
23:01:59 +05'30'

Company Secretary

Company secretary in practice

Membership number

6618

Certificate of practice number

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

MGT-8.pdf
Details of Committee Meetings.pdf
Details of FII.pdf
Letter to ROC.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

October 19, 2023

To,

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

Sub: Filing of Annual Return for the Financial Year 2022-23

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 2022-23.

1. The list of Members of the Company as on March 31, 2023, 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 sitting fees paid to them for attending the meeting of Independent Directors held on August 25, 2022, pursuant to Schedule IV of the Companies Act, 2013 and rules made thereunder.
3. *Mr. B Jayaraj resigned from the Board of the Company with effect from July 28, 2022 and Accordingly, the details of meeting attended by him till date of resignation is as under:

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	24/08/2023
2	1*	50.00	4	3*	75.00	NA

Details of meeting attended:

Date of meeting	Type of meeting attended*
27.07.2022	Board meeting
26.07.2022	Audit Committee
16.05.2022	Corporate Social Responsibility Committee Meeting
26.07.2022	

4. During the year under review, the Hon'ble National Company Law Tribunal, Kochi approved the Scheme of Amalgamation of Simon Electric Private Ltd. (SEPL) (Transferor Company) with V-Guard Industries Ltd. (Transferee Company) (the Company). The amount mentioned at Point No. V in in Form MGT-7 with respect to Net-worth of the Company as on March 31, 2023 includes Share pending issuance to the shareholder(s) of Transferor Company and Capital Reserves being the excess of fair value of net assets acquired over consideration paid in business combination.

You are requested to take the above submission on record.

Yours faithfully,

For V-Guard Industries Limited

VIKAS
KUMAR TAK

Digitally signed by
VIKAS KUMAR TAK
Date: 2023.10.19
12:47:04 +05'30'

Vikas Kumar Tak
Company Secretary
Membership No. F6618



Form MGT-7
Annual Return as on March, 2023

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

C. Committee Meetings

Number of meetings held : 16

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	18/05/2022	7	5	71.43
2.	Audit Committee	26/07/2022	7	7	100
3.	Audit Committee	26/10/2022	6	5	83.33
4.	Audit Committee	09/12/2022	6	6	100
5.	Audit Committee	01/02/2023	6	6	100
6.	Nomination & Remuneration Committee	18/05/2022	5	4	80
7.	Nomination & Remuneration Committee	26/07/2022	5	5	100
8.	Nomination & Remuneration Committee	17/10/2022	5	4	80
9.	Nomination & Remuneration Committee	01/02/2023	5	4	80
10.	Corporate Social Responsibility Committee	16/05/2022	4	3	75
11.	Corporate Social Responsibility Committee	26/07/2022	4	4	100
12.	Corporate Social Responsibility Committee	01/02/2023	3	3	100
13.	Stakeholders Relationship Committee	16/03/2023	5	3	60
14.	Risk Management Committee	18/07/2022	4	4	100
15.	Risk Management Committee	28/11/2022	4	3	75
16.	Risk Management Committee	15/02/2023	4	4	100

For V-Guard industries Limited

VIKAS
KUMAR TAK

Digitally signed by
VIKAS KUMAR TAK
Date: 2023.10.20
14:37:31 +0530'

Vikas Kumar Tak
Company Secretary
Membership No.F6618



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

Form MGT-7
ANNUAL RETURN AS ON MARCH 31, 2023
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.	BLACKROCK AQUILA EMERGING MARKETS FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	2168	0.0005
2.	BOFA SECURITIES EUROPE SA	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	1075	0.0002
3.	BVK PERSONALVORSORGE DES KANTONS ZURICH	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	100194	0.0232
4.	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 400098	37150	0.0086
5.	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 400098	4431	0.001
6.	GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	1000000	0.2314
7.	INDIA ADVANTAGE FUND LIMITED	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	52357	0.0121



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

8.	INDIA MIDCAP (MAURITIUS) LTD.	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	3510664	0.8123
9.	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 400098	2064	0.0005
10.	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 400098	11400	0.0026
11.	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 400097	18262790	4.2258
12.	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 400098	6857	0.0016
13.	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	26144	0.006
14.	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 400098	22969	0.0053

15.	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 400098	10841	0.0025
16.	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	3126	0.0007
17.	JPMORGAN INDIA SMALLER COMPANIES FUND	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	1128147	0.261
18.	KIFTAR IN LLC	SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST 400054	7965	0.0018
19.	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	941642	0.2179
20.	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEXFUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	592359	0.1371
21.	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	1982730	0.4588
22.	ABU DHABI INVESTMENT AUTHORITY - MONSOON	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	374116	0.0866

23.	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 400098	74966	0.0173
24.	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 400098	306646	0.071
25.	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 400098	69900	0.0162
26.	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 400098	5667	0.0013
27.	KOTAK INFINITY FUND - CLASS AC	KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV, CUSTODY SERVS, INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097	89262	0.0207
28.	PUB EQUITIES EMERGING MARKETS 1	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	225963	0.0523
29.	SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA ANNEXE BUILDING, A WING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	2800	0.0006
30.	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 400064	80356	0.0186

31.	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 400098	33652	0.0078
32.	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 400063	9721	0.0022
33.	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 400063	127167	0.0294
34.	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 400063	362673	0.0839
35.	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 400063	58650	0.0136
36.	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 400001	100330	0.0232
37.	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 400063	18897	0.0044
38.	VANGUARD TOTAL WORLD STOCK INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	80619	0.0187

39.	VIRGINIA RETIREMENT SYSTEM	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	58332	0.0135
40.	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 400098	1850	0.0004
41.	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 400098	7912	0.0018
42.	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	21107	0.0049
43.	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	15125	0.0035
44.	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 400098	32201	0.0075
45.	FLORIDA RETIREMENT SYSTEM - AQR CAPITAL MANAGEMENT, LLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	26425	0.0061
46.	ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	5778	0.0013

47.	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 400098	47605	0.011
48.	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 400098	1111102	0.2571
49.	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	7534	0.0017
50.	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 400063	587	0.0001
51.	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	368756	0.0853
52.	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	6399	0.0015
53.	FUNDPARTNER SOLUTIONS (SUISSE) S.A.-RP - FONDS INSTITUTIONNEL - ACTIONS MARCHES EMERGENTS	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	38778	0.009
54.	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 400098	2002984	0.4635

55.	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 400098	15781	0.0037
56.	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 400098	201198	0.0466
57.	KOTAK FUNDS - INDIA MIDCAP FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	3174125	0.7345
58.	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 400098	6235	0.0014
59.	PUB EQUITIES EMERGING MARKETS 2	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	183083	0.0424
60.	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 400001	20544	0.0048
61.	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	2008	0.0005
62.	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	1107	0.0003

63.	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 400063	2358082	0.5456
64.	BNP PARIBAS ARBITRAGE - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	1359	0.0003
65.	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 400098	10063	0.0023
66.	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	44814	0.0104
67.	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	30263	0.007
68.	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 400098	74187	0.0172
69.	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 400098	56806	0.0131
70.	PEOPLE'S BANK OF CHINA	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	9534	0.0022

71.	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	43302	0.01
72.	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 400098	1064	0.0002
73.	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 400001	34875	0.0081
74.	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 400063	70545	0.0163
75.	ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND, L.P.	8403 COLESVILLE ROAD 13TH FLR SILVER SPRING MD 20910 UNITED STATES 999999	6998	0.0016
76.	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	2130172	0.4929
77.	CALIFORNIA PUBLIC EMPLOYEES'S RETIREMENT SYSTEM	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	316513	0.0732
78.	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	173269	0.0401

79.	DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	16848	0.0039
80.	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 400098	22518	0.0052
81.	NALANDA INDIA FUND LIMITED	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097	8349796	1.932
82.	QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI 400064	9070	0.0021
83.	SCHRODER INTERNATIONAL SELECTION FUND ASIAN SMALLER COMPANIES	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	1241362	0.2872
84.	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 400098	555007	0.1284
85.	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 400063	103727	0.024
86.	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 400098	98016	0.0227

87.	ABSL UMBRELLA UCITS FUND PLC - INDIA QUALITY ADVANTAGE FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	71350	0.0165
88.	AEGON INVESTMENT MANAGEMENT B.V- 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 400098	340194	0.0787
89.	DWS INVEST ASIAN SMALL/MID CAP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	54062	0.0125
90.	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 400098	1040667	0.2408
91.	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 400064	579819	0.1342
92.	INTERNATIONAL MONETARY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	54098	0.0125
93.	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 400098	164951	0.0382
94.	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 400063	11563	0.0027

95.	UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	263176	0.0609
96.	VANGUARD ESG INTERNATIONAL STOCK ETF	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	50797	0.0118
97.	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 400063	281	0.0001

For V-Guard industries Limited

VIKAS
KUMAR TAK

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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, 2023**. 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 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 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 applicable provisions of the Act in respect of closure of Register of Members during the financial year ended March 31, 2023.
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 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 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;	The Company has duly complied with the provisions of signing of audited financial statements for the financial year ended March 31, 2023, 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><i>As on April 01, 2022, the Board of the Company consisted of optimum number of Executive and Non-Executive Directors. Out of the total strength of the Board, the offices of two of the Directors were liable to retire by rotation as per the provisions of Section 152 (6) of the Act. Of the two Directors liable to retire by rotation, one of the Directors opted not to offer for re-appointment and retired on July 28, 2022. As informed by the management, to make the composition of the Board in compliance with the provisions of the aforesaid Section of the Act, the Board had initiated action for reconstitution of the Board and inducted new Director, whose office shall be liable to retire by rotation, subject to approval of the Shareholders. Accordingly, as on the date of this certificate, the composition of the Board is in line with requirements of the provisions of Section 152(6) of the Act.</i></p> <p>The re-appointment of Director on retire by rotation was made in compliance with the provisions of the Act. Mr. Jayaraj Balakrishnan resigned as a Non-Executive Director with effect from July 28, 2022.</p> <p>The Company had no instance of directors filling up casual vacancy during the financial year ended March 31, 2023 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 remuneration to managerial personnel (Section 197 of the Act).</p>

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 26th Annual General Meeting of the Company held on July 28, 2022, for a term of 5 years 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 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>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 /	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

	modification / satisfaction of charges in that respect, wherever applicable;	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.

**For Keyul M. Dedhia & Associates
Company Secretaries**

Unique ICSI Code Number: S2009MH120800

KEYUL
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DEDHIA

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MAHENDRA DEDHIA
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**Keyul M. Dedhia
Proprietor**

FCS No: 7756

COP No: 8618

UDIN: F007756E001383394

Peer Review Certificate No.: 876/2020

October 19, 2023, 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
DEDHIA

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Keyul M. Dedhia

Proprietor

FCS No: 7756

COP No: 8618

UDIN: F007756E001383394

Peer Review Certificate No.: 876/2020

October 19, 2023, Mumbai.