

August 07, 2025

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra-East, Mumbai- 400 051
Scrip Code: 532953	Symbol: VGUARD

Dear Sir/Madam,

**Sub: Proceedings of 29<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of 29<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Thursday, August 07, 2025, at 11 a.m, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

We request you to kindly take the above information on record and treat this as compliance with SEBI Listing Regulations.

Thanking You,

Yours Sincerely,

**For V-Guard Industries Limited**



**Vikas Kumar Tak**  
**Company Secretary & Compliance Officer**  
**Membership No. FCS 6618**

**Encl: As above**

**Proceedings of 29<sup>th</sup> Annual General Meeting of V-Guard Industries Limited held on Thursday, August 07, 2025 at 11:00 a.m. through Video Conferencing/Other Audio Visual Means**

The following persons were present through Video Conferencing (VC)/Other Audio-Visual Means (OAVM):

Sr.No	Name	Designation
1.	Ms. Radha Unni	Independent Director and Chairperson of the Board, Stakeholders' Relationship Committee and Risk & ESG Committee.
2.	Mr. Mithun K Chittilappilly	Managing Director and Member
3.	Mr. Ramachandran V	Whole Time Director & COO and Member
4.	Mr. George Muthoot Jacob	Independent Director
5.	Prof. Biju Varkkey	Independent Director and Chairperson of Nomination and Remuneration Committee
6.	Mr. Ishwar Subramanian	Independent Director and Chairperson of Audit Committee and Investment Committee
7.	Mr. Antony Sebastian K	Whole Time Director, Member and Chairperson of Corporate Social Responsibility Committee.
8.	Mr. Sudarshan Kasturi	Chief Financial Officer and Member
9.	Mr. Vikas Kumar Tak	Company Secretary and Member

Mr. Amit Kumar Agrawal, representative of M/s Price Waterhouse Chartered Accountants LLP, Statutory Auditor, Mr. Keyul M. Dedhia, representative of M/s Keyul M Dedhia & Associates, Secretarial Auditor, Ms. S Dhanalakshmi, Representative of MUFG Intime India Private Limited and Mr. M D Selvaraj, representative of M/s MDS & Associates LLP, Company Secretaries, Scrutinizer, for the 29<sup>th</sup> AGM were also present through VC/OAVM.

**Attendance:** 60 Members holding 20,07,82,821 equity shares which constitutes 46.05% of the paid-up equity share capital of the Company were present through VC/OAVM.

The Company Secretary briefed the members that the 29<sup>th</sup> AGM was convened through Video conferencing as per the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. VC/OAVM facility for conducting the AGM and remote e-voting as well as e-voting at the time of AGM was provided by the Central Depository Services (India) Limited (CDSL). The Annual Report for the Financial Year 2024-25 and Notice of the 29th AGM has been sent through electronic mode to the members of the Company whose email id is registered with the Company or RTA or Depositories. For those shareholders whose email id was not registered, Company has sent letters carrying link and QR code to access the said notice and annual report. Hard copy of Annual Report and AGM notice has been sent to those members who had requested for the same.

He said that remote e-voting facility began on Monday, August 04, 2025 at 9.00 a.m. and ended on Wednesday, August 06, 2025 at 5.00 p.m. He further added that Voting module was kept open during the time of the AGM to enable those members who had not exercised their voting rights through remote e-voting.

He informed that all Statutory Registers and other documents related to the Ordinary and Special Businesses were made available for inspection. The Secretarial Auditors of the Company had issued certificate on compliance of provisions relating to Employee Stock Option Scheme. He then mentioned that total 8 (Eight) shareholders had registered as speaker shareholders.

Thereafter, Ms. Radha Unni, Chairperson, occupied the Chair. She announced that the requisite quorum was present and thereafter called the meeting to Order.

She welcomed all the Shareholders, Directors, and all other attendees. She called the names of the Directors individually and the Directors introduced themselves. She informed that Mr. Kochouseph Chittilappilly, founder had stepped down as Chairman Emeritus w.e.f March 31, 2025. She extended sincere appreciation to Mr. Kochouseph Chittilappilly for his valuable contribution, mentorship, leadership and efforts for creating and nourishing the brand 'V-Guard'.

She informed the members that the Board of Directors in their meeting held on May 14, 2025 recommended to reappoint Mr. Mithun K Chittilappilly as the Managing Director of the company, for a period of 5 years effective from April 01, 2026. She further informed that the Board also recommended to re-appoint Mr. George Muthoot Jacob, Independent Director, for a second and final term of five years, commencing from October 5, 2025.

Thereafter, she extended a warm welcome to the Statutory Auditors, Secretarial Auditor, Registrar and Transfer Agent, Scrutinizer and all other invitees to the AGM. The Notice of AGM and Auditors' Report were taken as read.

She invited the Managing Director to brief the performance highlights of the Financial Year 2024- 25. The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2024-25. He explained in detail various business and strategic initiatives which were commenced during the year under review across various functions. He also updated about CSR and ESG initiatives undertaken during the year.

Thereafter, the Chairperson requested the Company Secretary to brief the Ordinary and Special Businesses which were to be transacted during the AGM.

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of Auditors and the Board of Directors thereon.
2. To declare final dividend of ₹ 1.50/- per equity share for the Financial Year 2024-25.
3. To appoint a Director in place of Mr. Ramachandran V (DIN: 06576300), who retires by rotation and being eligible, offers himself for re-appointment.

#### **Special Business:**

4. To ratify the remuneration payable to Cost Auditors of the Company for the Financial Year ending on March 31, 2026.
5. To approve the appointment of Secretarial Auditors of the Company.
6. To re-appoint Mr. Mithun K Chittilappilly (DIN: 00027610) as Managing Director of the Company for a period of five years.

7. To re-appoint Mr. George Muthoot Jacob (DIN: 00018955) as Independent Director of the Company for second term of five years.

The Chairperson informed that total 8 (Eight) shareholders have registered themselves as speaker and 2 (Two) shareholders were present in the meeting and asked questions from the management. Thereafter, Mr. Mithun K Chittilappilly, Managing Director and Mr. Ramachandran V, Whole Time Director & COO of the Company answered to the queries raised by speaker shareholders.

The Chairperson requested Mr. Ramachandran V, Whole Time Director & COO to propose vote of thanks. Thereafter, Mr. Ramachandran V, proposed a formal vote of thanks to the Chairperson, other Directors, colleagues, Shareholders, Auditors, Registrar and Transfer Agent, Scrutinizer, CDSL and all others who extended support in successful conduct of the Annual General Meeting.

Subsequently, the Chairperson informed that the result of the voting along with Scrutinizer report would be placed on the website of the Company and Exchanges. After completion of all deliberations, the meeting was concluded at 11:37 A.M. Thereafter, the voting module was extended for another 15 minutes to enable the members to cast their votes.

**For V-Guard Industries Limited**

**Vikas Kumar Tak**  
**Company Secretary & Compliance Officer**  
**Membership No. FCS 6618**

