

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Company : V-Guard Industries Limited
2. Quarter ending: 31st December, 2015



I. Composition of Board of Directors

Title(Mr./Ms)	Name of the Directors	PAN & DIN	Category(Chair person/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No.of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity*	No.of post Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Kochoseph Chittilappilly	ABTPK4822C 00020512	Chairperson - Executive	01/04/2015	-	2	NIL	NIL
Mr.	Cherian N Punnoose	AAPPP6531N 00061030	Independent Director	29/07/2014	5 YEARS	1	2	1
Mr.	Mithun K Chittilappilly	ACTPC8004B 00027610	Executive Director	01/04/2015	-	1	2	NIL
Mr.	Ramachandran V	AAPPR7906P 06576300	Executive Director	01/06/2013	-	1	NIL	NIL
Mr.	A.K Nair	ACGPA6768B 00009148	Independent Director	29/07/2014	5 YEARS	3	5	2
Mr.	C.J George	AANPJ6568K 00003132	Independent Director	29/07/2014	5 YEARS	2	3	1
Mr.	Ullas K Kamath	ACNPK9912A 00506681	Independent Director	29/07/2014	5 YEARS	2	2	NIL
Mrs.	Joshna Johnson Thomas	AZBPM3879R 02613030	Non-Executive Director	29/07/2014	-	1	NIL	NIL

* The number of membership held by Directors include the position of chairmanship held in the Committees held by them.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Cherian N Punnoose	Chairperson - Independent
	2. C J George	Independent
	3. A K Nair	Independent
	4. Mithun K Chittilappilly	Executive
	5. Ullas K Kamath	Independent
2. Nomination and Remuneration Committee	1. C J George	Chairperson - Independent
	2. Cherian N Punnoose	Independent
	3. A K Nair	Independent
	4. Joshna Johnson Thomas	Non Executive
3. Risk Management Committee#	1. Mithun K Chittilappilly	Chairperson - Executive
	2. Kochoseph Chittilappilly	Executive
	3. Ramachandran V	Executive
	4. A Jacob Kuruvilla	CFO
4. Stakeholders Relationship and Share Transfer Committee	1. C J George	Chairperson - Independent
	2. Cherian N Punnoose	Independent
	3. Mithun K Chittilappilly	Executive

The Risk Management Committee has been constituted on a voluntarily basis by the Company.





III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Dates of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
03.08.2015	15.10.2015 and 04.11.2015	73

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Dates of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
15.10.2015	YES	03.08.2015	73
Audit Committee	1. Cherian N Punnoose	Present	
	2. C J George	Absent	
	3. A K Nair	Present	
	4. Mithun K Chittilappilly	Present	
	5. Ullas K Kamath	Present	

V. Related Party Transactions

Subject	Compliance status(Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship and Share Transfer Committee
- The committee members have been made aware of their powers,role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015
- 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.

For V-Guard Industries Limited

Jayasree K
Company Secretary and Compliance Officer