

11-04-2019

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED MARCH 31, 2019

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - V-Guard Industries Limited
2. Quarter ending - 31-March-2019

i. Composition of Board of Directors

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation	Term in months	No of 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
Mr.	Kochouseph Chittilappilly	00020512	ABTPK4822C	C & NED	01-Apr-15			2	0	0
Mr.	Cherian N Punnoose	00061030	AAPPP6531N	ID	29-Jul-14	28-Jul-19	56	1	2	2
Mr.	Mithun K Chittilappilly	00027610	ACTPC8004B	ED	01-Apr-18	31-03-2021	12	1	2	0
Mr.	Ramachandran Venkataraman	06576300	AAPPR7906P	ED	01-Jun-16	31-May-2021	32	1	0	0
Mr.	A.K Nair	00009148	ACGPA6768B	ID	29-Jul-14	28-Jul-19	56	2	3	1
Mr.	C.J. George	00003132	AANPJ6568K	ID	29-Jul-14	28-Jul-19	56	2	3	0
Mr.	Ullas K. Kamath	00506681	ACNPK9912A	ID	29-Jul-14	28-Jul-19	56	2	2	0
Mrs.	Joshna Johnson Thomas	02613030	AZBPM3879R	NED	29-Jul-14		32	1	0	0
Ms.	Radha Unni	03242769	AAAPU1518P	ID	27-09-18	26-09-21	6	3	2	1

Company Remarks	
Whether Permanent chairperson appointed	Yes

V-GUARD INDUSTRIES LTD.

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Vennala, Kochi - 682 028.
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W www.vguard.in



II. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ULLAS KASARAGOD KAMATH	ID	Member	04-Nov-2014	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
3	KARUNAKARAN NAIR APPUKUTTAN	ID	Member	27-May-2009	
4	MITHUN KOCHOUSEPH CHITILAPPILLY	ED	Member	01-Apr-2009	
5	CHERIAN NADUVATHARA PUNNOOSE	ID	Chairperson	01-Nov-2012	

Whether Permanent chairperson appointed	Yes
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b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
2	CHERIAN NADUVATHARA PUNNOOSE	ID	Chairperson	01-Nov-2012	
3	MITHUN KOCHOUSEPH CHITILAPPILLY	ED	Member	01-Apr-2009	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
Company Remarks					
Whether Permanent chairperson appointed		Yes			
Company Remarks		The company has formed a Risk Management committee voluntarily though it is not required to form a Risk Management Committee as per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			



d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	JOSHNA JOHNSON THOMAS	NED	Member	29-Jul-2014	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Chairperson	16-Aug-2007	
3	CHERIAN NADUVATHRA PUNNOOSE	ID	Member	01-Nov-2012	
4	KARUNAKARAN NAIR APPUKUTTAN	ID	Member	27-May-2009	

Company Remarks	
Whether Permanent chairperson appointed	Yes

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
25-Oct-2018	31.01.19 22.03.19

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	25.10.18	31.01.19	5	Yes
Nomination and Remuneration Committee	Nil	31.01.19	3	Yes
		22.03.19	2	Yes
Corporate Social Responsibility Committee	25.10.18	31.01.19	3	Yes





Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

V. Related Party Transactions

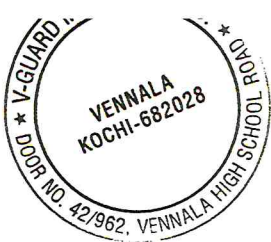
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions		

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status</i>	<i>Website address</i>
Details of business	Yes	www.vguard.in
Terms and conditions of appointment of independent directors	Yes	www.vguard.in
Composition of various committees of board of directors	Yes	www.vguard.in
Code of conduct of board of directors and senior management	Yes	www.vguard.in
Details of establishment of vigil mechanism/ Whistle Blower	Yes	www.vguard.in
Criteria of making payments to non-executive directors	Yes	www.vguard.in
Policy on dealing with related party transactions	Yes	www.vguard.in
Policy for determining 'material' subsidiaries	NA	NA
Details of familiarization programmes imparted to independent	Yes	www.vguard.in
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes	www.vguard.in
email address for grievance redressal and other relevant details	Yes	www.vguard.in
Financial results	Yes	www.vguard.in
Shareholding pattern	Yes	www.vguard.in
Details of agreements entered into with the media companies and/or their associates	NA	NA
New name and the old name of the listed entity	NA	NA



Annexure I

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here: **NA**

Annexure II

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes. During the quarter and / or the Financial Year under review, no vacancy was created
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA

Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	24(2)-Yes 24(3)-Yes 24(4)-NA 24(5)-NA 24(6)-NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

* Though the Company doesn't have any 'Material Subsidiary' it has adopted a policy for the same and published the policy in website.

For V-Guard Industries Limited



Name : JAYASREE K
Designation : Company Secretary & Compliance Officer

