

CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED JUNE 30,2025

1. Name of Listed Entity - V-Guard Industries Limited
2. Quarter ending - 30 June 2025

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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company
Ms	RADHA UNNI	03242769 04-12-1948	Non-Executive - Independent Director	27-09-2018	27-09-2021		81	No	Active	Yes	05-08-2021	1	1	2	1	AC, SRC, RMC, NRC
Mr	MITHUN KOCHOUSEPH CHITILAPPILLY	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 VENKATARAMAN	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	05-10-2020		56	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		49	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		25	No	Active	NA		1	1	1	1	AC, NRC, IC

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 CHITILAPPILLY	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. 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 CHITILAPPILLY	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

c. 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 CHITILAPPILLY	ED	Member	04-Nov-2014
3	RAMACHANDRAN VENKATARAMAN	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



d. 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

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 CHITILAPPILLY	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 VENKATARAMAN	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
28-01-2025	Yes	7	7	4
17-03-2025	Yes	7	7	4
14-05-2025	Yes	7	6	3

Company Remarks	NIL
Maximum gap between any two consecutive (in number of days)	47 & 57

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	27-01-2025	Yes	4	4	3	0
Audit Committee	28-01-2025	Yes	4	4	3	0
Audit Committee	17-03-2025	Yes	4	4	3	0
Audit Committee	13-05-2025	Yes	4	4	3	0
Audit Committee	14-05-2025	Yes	4	3	2	0
Nomination and remuneration committee	27-01-2025	Yes	3	3	3	0
Nomination and remuneration committee	13-05-2025	Yes	3	3	3	0
Corporate Social Responsibility Committee	27-01-2025	Yes	4	4	2	0



Corporate Social Responsibility Committee	13-05-2025	Yes	4	3	1	0
Risk Management Committee	07-01-2025	Yes	4	3	1	1
Risk Management Committee	30-04-2025	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]	1) Audit Committee: 47 & 56 2) Nomination and Remuneration Committee: 105 3) Risk & ESG Committee: 112 4) CSR Committee:105					

v. Affirmations

Annexure 1

V. Affirmations		
Sr	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	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	Nil

vii.

Signatory Details	
Name of signatory	Vikas Kumar Tak
Designation of person	Company Secretary and Compliance Officer
Place	Kochi
Date	22-07-2025

viii.

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	10
No. of investor complaints those remaining unresolved at the end of the Quarter	7
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xiii.

Disclosure of Imposition of Fine or Penalty					
The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible



1	Commercial Tax Officer, Vellore, Tamil Nadu	Show cause notice demanding penalty payable under section 129(3) of CGST Act	04-04-2025	Penalty on consignment in transit, on account of contravention of GST provisions.	Penalty-Rs.8,11,893
2	Joint Commissioner Appeals, GST and Central Excise (Appeals) Coimbatore, Tamil Nadu	Order by Appellate Authority under section 107 of CGST Act in the appeal filed by the company against the Order-In-Original dated 19.12.2023. The appeal has been rejected and the order-in-original has been confirmed by the appellate authority.	09-05-2025	Wrong availment of GST Input Tax Credit, Non-payment of interest on delayed filing of GSTR-3B and Non-payment of tax liability under reverse charge.	Penalty - Rs. 98,178

Name of signatory :
 Designation of person :
 Place :
 Date :

Vikas Kumar Tak
 Company Secretary and Compliance Officer
 Kochi
 22-07-2025

