

14.07.2020

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2020**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **V-Guard Industries Limited**
2. Quarter ending - **June 30, 2020**

**1. Composition of Board of Directors**

Title	Name of the Director	DIN PAN Date of Birth	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment & Date of Re appointment	Date of passing of special resolution [As per Reg 17(1A)]	Date of cessation	Tenure of Director (in month)	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 Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity
Mr.	CHERIAN NADUVATHARA PUNNOOSE	00061030 AAPPP6531N 30-05-1947	Non-Executive – Independent Director	29-07-2014 24-07-2019	24-07-2019	-	71	1	1	2	2
Mr.	MITHUN KOCHOUSE PH CHITTILAPPI	00027610 ACTPC8004B 02-09-1980	Managing Director Executive Director	01-04-2003 01-04-2018	-	-	-	1	0	2	0
Mr.	RAMACHANDRAN VENKATARAMAN	06576300 AAPPR7906P 27-10-1963	Executive Director	01-06-2013 01-06-2020	-	-	-	1	0	0	0
Mr.	CHENAYAPILLIL JOHN GEORGE	00003132 AANPJ6568K 22-03-1959	Non-Executive – Independent Director	29-07-2014 24-07-2019	-	-	71	3	2	4	0

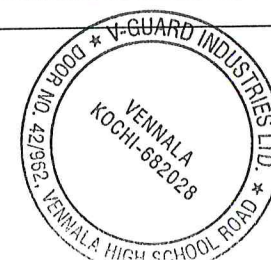
**V-GUARD INDUSTRIES LTD.**  
Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
CIN: L31200KL1996PLC010010

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Mr.	ULLAS KASARAGOD KAMATH	00506681 ACNPK9912A 01-01-1963	Non- Executive - Independent Director	29-07-2014 24-07-2019	-	-	71	2	1	2	0
Ms.	JOSHNA JOHNSON THOMAS	02613030 AZBPM3879R 14-06-1984	Non- Executive – Non- Independent Director	02-05-2014 24-07-2019	-	-	-	1	0	0	0
Ms.	RADHA UNNI	03242769 AAAPU1518P 04-12-1948	Non- Executive - Independent Director	27-09-2018	-	-	21	4	4	5	1
Mr.	B JAYARAJ	00027479 AAUPJ3706C 28-08-1956	Non- Executive – Non- Independent Director	01-04-2020	-	-	-	1	0	0	0

Company Remarks	<p>1. Mr. Kochouseph Thomas Chittilappilly, Chairman and Non-Executive Non Independent Director retired from the Board of the Company w.e.f. April 1, 2020</p> <p>2. The Board in its meeting dated March 16, 2020 appointed Mr. Cherian N Punnoose as Chairman of the Board w.e.f. April 1, 2020 and Mr. B Jayaraj as an Additional Director in the Non-Executive Non-Independent category w.e.f. April 1, 2020</p> <p>3. The Board of Directors in its meeting dated May 22, 2020 re-appointed Mr. Ramachandran V as Whole-time Director for a term of 4 years w.e.f. June 1, 2020 subject to approval of shareholders in the Annual General Meeting of the Company scheduled to be held on August 12, 2020.</p>
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No



## 2. Composition of Committees

### a. Audit Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00061030	Mr. CHERIAN NADUVATHARA PUNNOOSE	Non-Executive - Independent Director	Chairperson	01-11-2012	-
2	00003132	Mr. CHENAYAPPILLIL JOHN GEORGE	Non-Executive - Independent Director	Member	16-08-2007	-
2	00027610	Mr. MITHUN KOCHOUSEPH CHITILAPPILLY	Executive Director	Member	01-04-2012	-
4	00506681	Mr. ULLAS KASARAGOD KAMATH	Non-Executive - Independent Director	Member	04-11-2014	-
5	03242769	Ms. RADHA UNNI	Non-Executive - Independent Director	Member	01-06-2019	-

Company Remarks	-
Whether the Audit committee has a Regular Chairperson	Yes

### b. Nomination and Remuneration Committees

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00003132	Mr. CHENAYAPPILLIL JOHN GEORGE	Non-Executive - Independent Director	Chairperson	16-08-2007	-
2	00061030	Mr. CHERIAN NADUVATHARA PUNNOOSE	Non-Executive - Independent Director	Member	01-11-2012	-
3	03242769	Ms. RADHA UNNI	Non-Executive - Independent Director	Member	01-06-2019	-
4	00506681	Mr. ULLAS KASARGOD KAMATH	Non- Executive – Independent Director	Member	06-11-2019	

Company Remarks	1. Mr. Kochouseph Chittilappilly retired from the Board w.e.f. April 1, 2020 and subsequently from the Nomination and Remuneration Committee of the Board.
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Whether the Nomination and Remuneration Committee has a regular Chairperson.	Yes
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**c. Stakeholders Relationship Committee**

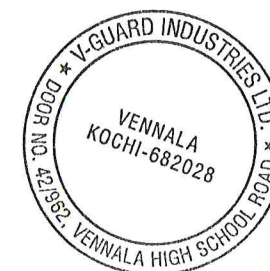
Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00061030	Mr. CHERIAN NADUVATHARA PUNNOOSE	Non-Executive - Independent Director	Chairperson	01-11-2012	-
2	00003132	Mr. CHENAYAPPILLIL JOHN GEORGE	Non-Executive - Independent Director	Member	16-08-2007	-
3	00027610	Mr. MITHUN KOCHOUSEPH CHITTILAPPILLY	Executive Director	Member	01-04-2009	-

Company Remarks	-
Whether the Stakeholder Relationship committee has a regular Chairperson.	Yes

**d. Risk Management Committee**

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00506681	Mr. ULLAS KASARGOD KAMATH	Non-executive Independent Director	Chairperson	06-11-2019	
2	00027610	Mr. MITHUN KOCHOUSEPH CHITTILAPPILLY	Executive Director	Member	04-11-2014	-
3	06576300	Mr. RAMACHANDRAN VENKATARAMAN	Executive Director	Member	04-11-2014	-
4	NA	Mr. SUDARSHAN KASTURI	Member	Member	01-06-2017	-

Company Remarks	-
Whether the Risk Management Committee has a regular Chairperson.	Yes



e. **Corporate Social Responsibility Committee:**

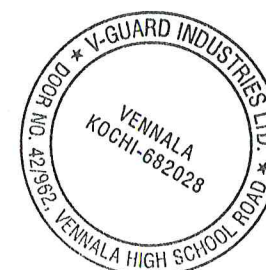
Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00027479	Mr. B JAYARAJ	Non-Executive – Non-Independent Director	Chairperson	22-05-2020	-
2	00061030	Mr. CHERIAN NADUVATHARA PUNNOOSE	Non-Executive - Independent Director	Member	20-03-2014	-
3	00027610	Mr. MITHUN KOCHOUSEPH CHITILAPPILLY	Executive Director	Member	20-03-2014	-

Company Remarks	<ol style="list-style-type: none"> <li>1. Mr. Kochouseph Chittilappilly retired from the Board w.e.f. April 1, 2020 and subsequently from the CSR Committee of the Board.</li> <li>2. Mr. B Jayaraj was inducted as member to the CSR Committee by the Board in its meeting dated May 22, 2020</li> <li>3. The CSR Committee in its meeting dated June 1, 2020 appointed Mr. B Jayaraj as Chairman of CSR Committee</li> </ol>
Whether the Corporate Social Responsibility has a regular Chairperson	Yes

3. **Meeting of Board of Directors**

Sr No.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in Chronological order)	Maximum gap between any two consecutive (in number of days)	Requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
1	31-01-2020	-	Yes	6	3
2	14-02-2020	13	Yes	7	3
3	16-03-2020	30	Yes	8	4
4	22-05-2020	66	Yes	7	4
5	01-06-2020	9	Yes	8	4

Disclosure of notes on meeting of Board of Directors explanatory.	-
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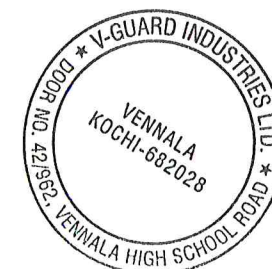
#### 4. Meeting of Committees

Sr No.	Name of the Committee	Date(s) of meeting during of the committee in the previous & Current quarter	Maximum gap between any two consecutive (in number of days)	Requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
1	Audit Committee	31-01-2020	-	Yes	4	3
2	Audit Committee	16-03-2020	44	Yes	5	4
3	Audit Committee	01-06-2020	44	Yes	5	4
4	Nomination and Remuneration Committee	31-01-2020	-	Yes	5	4
5	Nomination and Remuneration Committee	16-03-2020	44	Yes	5	4
6	Nomination and Remuneration Committee	22-05-2020	66	Yes	4	4
7	Nomination and Remuneration Committee	01-06-2020	9	Yes	4	4
8	Risk Management Committee	28-02-2020	-	Yes	1	0
9	Corporate Social Responsibility Committee	01-06-2020	-	Yes	3	1

Company Remarks/ Disclosure of notes on meeting of committees	1. Meeting of the Stakeholders Committee was held neither during the current quarter of FY 21 nor in the last quarter of FY 20 and hence, the details are not disclosed.
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#### 5. Related Party Transactions

Subject	Compliance status(Yes/No/NA)	Remark
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

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**Annexure I**

**6. 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 500 listed entities) - Yes
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 Director 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

**For V-Guard Industries Limited**



Name : JAYASREE K  
Designation : Company Secretary & Compliance Officer  
Place : Kochi

