

October 18, 2022

CORPORATE GOVERNANCE REPORT FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2022

Format to be submitted by listed entity on quarterly basis.

1. **Name of Listed Entity** -V-Guard Industries Limited
2. **Quarter ending** - September 30, 2022
3. **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 Cessati on	Tenu re (in Mont hs)	No. of Directo rship in listed entities includi ng this listed entity	No. of Indepe ndent Directo rship in listed entities includi ng this listed entity	No. of membe rships in Audit/ Stakeh older Commit tee(s) includi ng this listed entity	No. of post of Chairper son in Audit /Stakeho lder Commit tee held in listed entities including this listed entity
Mr.	Cherian Naduvathara Punnoose	00061030 AAPPP653 1N 30-05-1947	Non-Executive Independent Director Chairman of the BOD	29-07-2014 29-07-2019	24-07-2019	-	98	1	1	2	2
Mr.	Mithun Kochouseph Chittilappilly	00027610 ACTPC800 4B 02-09-1980	Executive Director & Managing Director	01-04-2003 01-04-2021	-	-		1	0	2	0
Mr.	Ramachandran Venkataraman	06576300 AAPPR790 6P 27-10-1963	Executive Director & Chief Operating Officer	01-06-2013 01-06-2020	-	-		1	0	0	0
Mr.	Chenayappillil John George	00003132 AANPJ6568 K 22-03-1959	Non-Executive Independent Director	29-07-2014 29-07-2019	-	-	98	3	2	5	0
Mr.	Ullas Kasargod Kamath	00506681	Non-Executive Independent	29-07-2014	-	-	98	2	2	6	1

V-GUARD INDUSTRIES LTD.
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		ACNPK991 2A	Director	29-07- 2019							
		01-01-1963									
Ms.	Radha Unni	03242769 AAAPU151 8P 04-12-1948	Non- Executive Independent Director	27-09- 2018	05.08.202 1	-	48	4	4	6	0
Mr.	B Jayaraj	00027479 AAUPJ3706 C 28-08-1956	Non- Executive- Non- Independent Director	01-04- 2020 12-08- 2020 - AGM appointe d as NED	-	28-07- 2022		1	0	1	0
Mr.	George Muthoot Jacob	00018955 ADLPJ1626 P 16-08-1983	Non- Executive Independent Director	05-10- 2020	-	-	23	2	1	4	0
Mr.	Biju Varkey	01298281 ADKPV231 9N 22-12-1965	Non- Executive Independent Director	26-05- 2021 05-08- 2021 - AGM	-	-	16	2	2	1	0
Whether Regular chairperson appointed		Yes									
Whether the Chairperson is related to Promoter		No									
Disclosure of notes on Composition		Mr. B Jayaraj retired from the Board of Director w.e.f 28.07.2022 and he was holding membership in the Audit Committee and Chairmanship in CSR committee till the date of resignation.									

4. Composition of Committees

a. Audit Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship /Membership	Appointment date	Cessation date
1	00061030	Cherian Naduvathara Punnoose	Non-Executive Independent Director	Chairman	01-11-2012	-
2	00003132	Chenayappallil John George	Non-Executive Independent Director	Member	16-08-2007	-
3	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	01-04-2009	-
4	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Member	04-11-2014	-
5	03242769	Radha Unni	Non-Executive Independent Director	Member	01-06-2019	-
6	00018955	George Muthoot Jacob	Non-Executive Independent Director	Member	01-08-2021	
7	00027479	B Jayaraj	Non-Executive Non - Independent Director	Member	01-08-2021	28-07-2022
Company Remarks						
Whether the Audit Committee has a regular Chairperson			Yes			

b. Nomination & Remuneration Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship /Membership	Appointment date	Cessation date
1	01298281	Biju Varkkey	Non-Executive Independent Director	Member	01-04-2022	
2	00003132	Chenayappallil John George	Non-Executive Independent Director	Chairman	16-08-2007	-
3	00061030	Cherian Naduvathara Punnoose	Non-Executive Independent Director	Member	01-11-2012	-
4	03242769	Radha Unni	Non-Executive Independent Director	Member	01-06-2019	-
5	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Member	06-11-2019	-
Company Remarks						
Whether the Nomination & Remuneration Committee has a regular Chairperson			Yes			

c. Stakeholders Relationship Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship/ Membership	Appointment date	Cessation date
1	00061030	Cherian Naduvathra Punnoose	Non-Executive Independent Director	Chairman	01-11-2012	-
2	00003132	Chenayappallil John George	Non-Executive Independent Director	Member	16-08-2007	-
3	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	01-04-2009	-
4	01298281	Biju Varkkey	Non-Executive - Independent Director	Member	01-06-2022	
5	00018955	George Muthoot Jacob	Non-Executive - Independent Director	Member	01-06-2022	
Company Remark						
Whether the Stakeholder Relationship Committee has a regular Chairperson			Yes			

d. Risk Management Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship/ Membership	Appointment date	Cessation date
1	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Chairman	06-11-2019	-
2	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	04-11-2014	-
3	06576300	Ramachandran Venkataraman	Executive Director	Member	04-11-2014	-
4	No DIN	Sudarshan Kasturi	Chief Financial Officer	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	Chairmanship/ Membership	Appointment date	Cessation date
1	00027479	B Jayaraj	Non-Executive Non-Independent Director	Chairman	22-05-2020	28-07-2022
2	00061030	Cherian Naduvathra Punnoose	Non-Executive Independent Director	Member	20-03-2014	-
3	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	20-03-2014	-
4	00018955	George Muthoot Jacob	Non-Executive Independent Director	Member	01-08-2021	

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Company Remarks	
Whether the Corporate Social Responsibility Committee has a regular Chairperson	Yes

5. Meeting of the Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutives (in number of days)	Whether requirement of Quorum met (Yes/No)	Total number of directors as on the date of Meeting	Number of Directors present (Including Independent Directors)	No. of Independent Directors attending the meeting
1	19-05-2022		Yes	9	7	5
2	27-07-2022	68	Yes	9	8	5

6. Meeting of Committees

Sr	Name of Committee	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)	Whether requirement of Quorum met (Yes/No)	Total number of directors as on the date of meeting	Number of Directors present (Including Independent Directors)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-05-2022		Yes	7	5	4	0
2	Audit Committee	27-07-2022	68	Yes	7	7	5	0
3	Nomination And Remuneration Committee	18-05-2022		Yes	5	5	5	0
4	Nomination and Remuneration Committee	26-07-2022	68	Yes	5	5	5	0
5	Corporate Social Responsibility Committee	16-05-2022		Yes	4	4	2	0
6	Corporate Social Responsibility Committee	26-07-2022	70	Yes	4	4	2	0
7	Risk Management Committee	18-07-2022		Yes	3	3	1	1

7. 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	NA
Disclosure of notes on related party transactions and disclosure and disclosure of notes of material related party transactions	-

Annexure I

1. 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**

Annexure III

Sr no.	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para-C of Schedule V	Yes
Note	Mr. Biju Varkkey, Chairman of NRC Committee was not present and authorised Ms. Radha Unni to attend the member meeting.		

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below - Not Applicable			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(c) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



(D) Additional Affirmation			
Affirmations	Compliance status		
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity)			

For V-Guard Industries Limited



Name of Signatory: Jayasree K

Designation of person: Company Secretary and Compliance Officer

Place : Ernakulam

