

January 14, 2022

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 2021**

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

1. **Name of Listed Entity** -V-Guard Industries Limited
2. **Quarter ending** - December 31, 2021
3. **Composition of Board of Directors:**

<b>Titl e</b>	<b>Name of the Director</b>	<b>DIN PAN Date of Birth</b>	<b>Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)</b>	<b>Initial Date of Appointment &amp; Date of Re appointment</b>	<b>Date of passing of special resolution [As per Reg 17(1A)]</b>	<b>Date of Cessa tion</b>	<b>Tenu re (in Mont hs)</b>	<b>No. of Directo rship in listed entities includi ng this listed entity</b>	<b>No. of Indepe ndent Directo rship in listed entities includi ng this listed entity</b>	<b>No. of membe rships in Audit/ Stakeholder Commit tee(s) includi ng this listed entity</b>	<b>No. of post of Chairper son in Audit /Stakeho lder Committ ee held in listed entities includi ng this listed entity</b>
<b>M r.</b>	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	-	89	1	1	2	2
<b>M r.</b>	Mithun Kochouseph Chittilappilly	00027610 ACTPC800 4B 02-09-1980	Executive Director & Managing Director	01-04-2003 01-04-2021	-	-		1	0	2	0
<b>M r.</b>	Ramachandran Venkataraman	06576300 AAPPR790 6P 27-10-1963	Executive Director & Chief Operating Officer	01-06-2013 01-06-2020	-	-		1	0	0	0
<b>M r.</b>	Chenayappillil John George	00003132 AANPJ6568 K 22-03-1959	Non- Executive Independent Director	29-07-2014 29-07-2019	-	-	89	3	2	5	0

**V-GUARD INDUSTRIES LTD.**  
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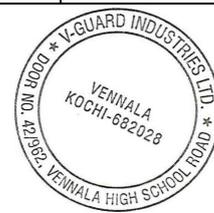


<b>M r.</b>	Ullas Kasargod Kamath	00506681 ACNPK991 2A 01-01-1963	Non-Executive Independent Director	29-07-2014 29-07-2019	-	-	89	2	1	2	0
<b>M s.</b>	Radha Unni	03242769 AAAPU151 8P 04-12-1948	Non-Executive Independent Director	27-09-2018	05.08.2021	-	39	4	4	7	0
<b>M r.</b>	B Jayaraj	00027479 AAUPJ3706 C 28-08-1956	Non-Executive-Non-Independent Director	01-04-2020 12-08-2020 - AGM appointed as NED	-	-		1	0	1	0
<b>M r.</b>	George Muthoot Jacob	00018955 ADLPJ1626 P 16-08-1983	Non-Executive Independent Director	05-10-2020	-	-	14	2	1	3	0
<b>M r.</b>	Biju Varkey	01298281 ADKPV231 9N 22-12-1965	Non-Executive Independent Director	26-05-2021 05-08-2021 - AGM	-	-	7	2	2	0	0
<b>Whether Regular chairperson appointed</b>	Yes										
<b>Whether the Chairperson is related to Managing Director or CEO</b>	No										
<b>Disclosure of notes on Composition</b>											

#### 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	
<b>Company Remarks</b>						
<b>Whether the Audit Committee has a regular Chairperson</b>			Yes			

**b. Nomination & Remuneration Committee**

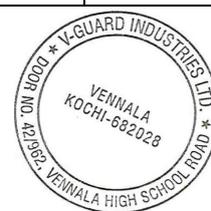
Sr no.	DIN	Name of the Director	Category	Chairmanship/ Membership	Appointment date	Cessation date
1	00003132	Chenayappallil John George	Non-Executive Independent Director	Chairman	16-08-2007	-
2	00061030	Cherian Naduvathara Punnoose	Non-Executive Independent Director	Member	01-11-2012	-
3	03242769	Radha Unni	Non-Executive Independent Director	Member	01-06-2019	-
4	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Member	06-11-2019	-
5	01298281	Biju Varkkey	Non-Executive Independent Director	Member	26-05-2021	-
<b>Company Remarks</b>						
<b>Whether the Nomination &amp; Remuneration Committee has a regular Chairperson</b>			Yes			
<b>Note</b>						

**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	-
<b>Company Remark</b>						
<b>Whether the Stakeholder Relationship Committee has a regular Chairperson</b>			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	
<b>Company Remarks</b>						
<b>Whether the Risk Management Committee has a regular Chairperson</b>		Yes				

**e. Corporate Social Responsibility Committee**

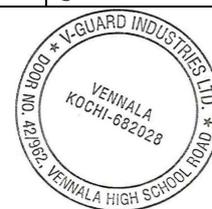
Sr no.	DIN	Name of the Director	Category	Chairmanship/ Membership	Appointment date	Cessation date
1	00027479	B Jayaraj	Non-Executive Non-Independent Director	Chairman	22-05-2020	-
2	00061030	Cherian Naduvathra Punnoose	Non-Executive Independent Director	Member	20-03-2014	-
3	00027610	Mithun Kochoseph Chittilappilly	Executive Director	Member	20-03-2014	-
4	00018955	George Muthoot Jacob	Non-Executive Independent Director	Member	01-08-2021	
<b>Company Remarks</b>						
<b>Whether the Corporate Social Responsibility Committee has a regular Chairperson</b>		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 consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present (Including Independent Directors)	No. of Independent Directors attending the meeting
1	02-07-2021		Yes	9	6
2	30-07-2021	27	Yes	8	5
3	28-10-2021	89	Yes	8	5
4	20-12-2021	52	Yes	9	6

**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)	Number of Directors present (Including Independent Directors)	No. of Independent Directors attending the meeting
1	Audit Committee	30-07-2021		Yes	5	4
2	Audit Committee	28-10-2021	89	Yes	7	5
3	Audit Committee	20-12-2021	52	Yes	7	5
4	Nomination and remuneration committee	30-07-2021		Yes	5	5



5	Nomination and remuneration committee	28-10-2021	89	Yes	5	5
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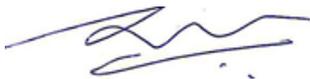
### 7. **Related Party Transactions**

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 1

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 directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **Yes**
6. Any comments/observations/advice of the board of directors may be mentioned here - **NA**

**For V-Guard Industries limited**



**Name :** Jayasree K  
**Designation :** Company Secretary & Compliance Officer  
**Place :** Ernakulam

