

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED SEPTEMBER 30, 2018**
**Annexure I**
**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - V-Guard Industries Limited
2. Quarter ending - 30-Sep-2018

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 Resignation	Term	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	47	1	2	2
Mr.	Mithun K Chittilappilly	00027610	ACTPC8004B	ED	01-Apr-18			1	2	0
Mr.	Ramachandran Venkataraman	06576300	AAPPR7906P	ED	01-Jun-16			1	0	0
Mr.	A.K Nair	00009148	ACGPA6768B	ID	29-Jul-14	28-Jul-19	47	2	3	1
Mr.	C.J. George	00003132	AANPJ6568K	ID	29-Jul-14	28-Jul-19	47	2	3	2
Mr.	Ullas K. Kamath	00506681	ACNPK9912A	ID	29-Jul-14	28-Jul-19	47	2	2	0
Mrs.	Joshna Johnson Thomas	02613030	AZBPM3879R	NED	26-Jul-16			1	0	0
Ms.	Radha Unni	03242769	AAAPU1518P	ID	27-09-2018	26-09-21	0	3	3	1


**V-GUARD INDUSTRIES LTD.**

Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
CIN: L31200KL1996PLC010010

P +91 484 300 5000, 200 5000  
F +91 484 300 5100  
E mail@vguard.in  
W www.vguard.in

**II. Composition of Committees**

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	ULLAS K. KAMATH	ID	Member
2	C.J GEORGE	ID	Member
3	A.K NAIR	ID	Member
4	CHERIAN N PUNNOOSE	ID	Chairperson
5	MITHUN K CHITILAPPILLY	ED	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	CHERIAN N PUNNOOSE	ID	Chairperson
2	MITHUN K CHITILAPPILLY	ED	Member
3	C.J GEORGE	ID	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	SUDARSHAN KASTURI	CFO	Member
2	MITHUN K CHITILAPPILLY	ED	Chairperson
3	RAMACHANDRAN V	ED	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	JOSHNA JOHNSON THOMAS	NED	Member
2	C.J GEORGE	ID	Chairperson
3	A.K NAIR	ID	Member
4	CHERIAN N PUNNOOSE	ID	Member

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30-05-2018	31-07-2018	61



IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	31-07-2018	4	30-05-2018	61
Nomination & Remuneration Committee	31-07-2018	3	30-05-2018	61
Stakeholders Relationship Committee	07-09-2018	3	30-05-2018	99

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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

ANNEXURE 1

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



**I. Affirmations**

6. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website : Yes
7. Presence of Chairperson of Audit Committee at the Annual General Meeting: Yes
8. Presence of Chairperson of the nomination and remuneration committee at the annual general meeting: No
9. Regulation 19(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stipulates that the Chairman of Nomination and Remuneration Committee may be present at the Annual General Meeting, to answer the shareholders' queries. The Chairman of the Committee, Mr. C J George authorised Mr. Cherian N Punnoose to attend the AGM on his behalf to answer the queries of shareholders raised, if any.
10. Whether "Corporate Governance Report" disclosed in Annual Report: Yes



Name : JAYASREE K  
Designation : Company Secretary & Compliance Office

