

10-01-2019

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 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 - **31-Dec-2018**

i. Composition of Board of Directors

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	Tenure In months	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.	Kochoseph Chittilappilly	00020512	ABTPK4822C	C & NED	01-Apr-15			2	0	0
Mr.	Cherian N Punnoose	00061030	AAPPP6531N	ID	29-Jul-14	28-Jul-19	53	1	2	1
Mr.	Mithun K Chittilappilly	00027610	ACTPC8004B	ED	01-Apr-18	31-03-2021	8	1	2	0
Mr.	Ramachandran Venkataraman	06576300	AAPPR7906P	ED	01-Jun-16	31-May-2021	30	1	0	0
Mr.	A.K Nair	00009148	ACGPA6768B	ID	29-Jul-14	28-Jul-19	53	2	3	1
Mr.	C.J. George	00003132	AANPJ6568K	ID	29-Jul-14	28-Jul-19	53	2	3	2
Mr.	Ullas K. Kamath	00506681	ACNPK9912A	ID	29-Jul-14	28-Jul-19	53	2	2	0
Mrs.	Joshna Johnson Thomas	02613030	AZBPM3879R	NED	29-Jul-14			1	0	0
Ms.	Radha Unni	03242769	AAAPU1518P	ID	27-09-18	26-09-21	3	3	2	1

Company Remarks	
Whether Permanent chairperson appointed	Yes

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II. Composition of Committees
a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	ULLAS KASARAGOD KAMATH	ID	Member	04-Nov-2014	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
3	KARUNAKARAN NAIR APPUKUTTAN	ID	Member	27-May-2009	
4	MITHUN KOCHOUSEPH CHITILAPPILLY	ED	Member	01-Apr-2009	
5	CHERIAN NADUVATHARA PUNNOOSE	ID	Chairperson	01-Nov-2012	

Whether Permanent chairperson appointed	Yes
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b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
2	CHERIAN NADUVATHARA PUNNOOSE	ID	Chairperson	01-Nov-2012	
3	MITHUN KOCHOUSEPH CHITILAPPILLY	ED	Member	01-Apr-2009	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
Company Remarks					
Whether Permanent chairperson appointed		Yes			
Company Remarks		The company has formed a Risk Management committee voluntarily though it is not required to form a Risk Management Committee as per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			



d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	JOSHNA JOHNSON THOMAS	NED	Member	29-Jul-2014	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Chairperson	16-Aug-2007	
3	CHERIAN NADUVATHRA PUNNOOSE	ID	Member	01-Nov-2012	
4	KARUNAKARAN NAIR APPUKUTTAN	ID	Member	27-May-2009	

Company Remarks	
Whether Permanent chairperson appointed	Yes

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
31-Jul-2018	25-Oct-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	85

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	31-Jul-2018	25-Oct-2018	5	Yes
Stakeholders Relationship Committee	07-Sep-2018	14-Dec-2018	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85



V. 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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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:

For V-Guard Industries Limited



Name : JAYASREE K
 Designation : Company Secretary & Compliance Officer

