

13.10.2020



CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED SEPTEMBER 2020

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity -V-Guard Industries Limited

2. Quarter ending - September 30, 2020

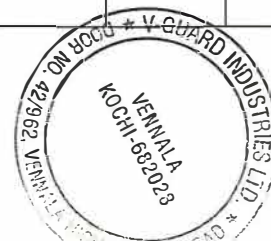
3. Composition of Board of Directors

Title	Name of the Director	DIN PAN Date of Birth	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment & Date of Re-appoint- ment	Date of passing of special resolut- ion [As per Reg 17(1A)]	Date of cessati- on	Tenu- re of Direc- tor (in mont h)	No. of Director ship in listed entities including this listed entity	No. of Indepen- dent Directors hip in listed entities including this listed entity	No. of members hips in Audit/ Stakehol- der Committ- ee(s) including this listed entity	No. of post of Chairper- son in Audit /Stakehol- der Committ- ee held in listed entities including this listed entity
Mr.	CHERIAN NADUVATHR A PUNNOOSE	00061030 AAPPP65 31N 30-05-1947	Non- Executive – Independent Director	29-07- 2014 29-07- 2019	24-07- 2019	-	74	1	1	2	2
Mr.	MITHUN KOCHOUSEP H CHITILAPPI LLY	00027610 ACTPC80 04B 02-09-1980	Managing Director Executive Director	01-04- 2003 01-04- 2018	-	-	-	1	0	2	0
Mr.	RAMACHAN DRAN VENKETARA MAN	06576300 AAPPR79 06P 27-10-1963	Executive Director	01-06- 2013 01-06- 2020	-	-	-	1	0	0	0
Mr.	CHENAYAPPI LLIL JOHN GEORGE	00003132 AANPJ65 68K 22-03-1959	Non- Executive - Independent Director	29-07- 2014 29-07- 2019	-	-	74	3	2	4	0
Mr.	ULLAS KASARAGOD KAMATH	00506681 ACNPK99 12A 01-01- 1963	Non- Executive - Independent Director	29-07- 2014 29-07- 2019	-	-	74	2	1	2	0
Ms.	JOSHNA JOHNSON THOMAS	02613030 AZBPM38 79R 14-06-1984	Non- Executive – Non- Independent Director	02-05- 2014 24-07- 2019	-	-	-	1	0	0	0
Ms.	RADHA UNNI	03242769 AAAPU15 18P 04-12-1948	Non- Executive - Independent Director	27-09- 2018	-	-	24	4	4	5	1
Mr.	B JAYARAJ	00027479 AAUPJ37 06C 28-08-1956	Non- Executive – Non- Independent Director	01-04- 2020 12-08- 2020	-	-	-	1	0	0	0

V-GUARD INDUSTRIES LTD.

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Company Remarks	<p>1. The Shareholders in the AGM held on Aug 12, 2020, approved</p> <p>a. Reappointment of Mr. Mithun K Chittilappilly (DIN 00027610) who retired by rotation and offered himself for reappointment</p> <p>b. Appointment of Mr. B Jayaraj (DIN 00027479) as Non-Executive Non Independent Director</p> <p>c. Confirmed appointment of Mr. Ramachandran V (DIN 06576300) as Whole Time Director for a period of 4 years effective from June 1, 2020</p> <p>2. The Company moved a Postal Ballot for approval of shareholders for appointment of Mr. George Muthoot Jacob (DIN 00018955) on Sep 5, 2020. The resolution was passed with requisite majority on Oct 5, 2020</p>
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No
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3. Composition of Committees

a. Audit Committee


Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00061030	Mr. CHERIAN NADUVATHRA 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 NADUVATHRA 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	
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Company Remarks	-
Whether the Nomination and Remuneration Committee has a regular Chairperson.	Yes

c. Stakeholders Relationship Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	00061030	Mr. CHERIAN NADUVATHRA 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 CHITILAPPILLY	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 CHITILAPPILLY	Executive Director	Member	04-11-2014	-
3	06576300	Mr. RAMACHANDRAN VENKETARAMAN	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 NADUVATHRA PUNNOOSE	Non-Executive - Independent Director	Member	20-03-2014	-
3	00027610	Mr. MITHUN KOCHOUSEPH CHITILAPPILLY	Executive Director	Member	20-03-2014	-

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



4. 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	22-05-2020		Yes	7	4
2	01-06-2020	9	Yes	8	4
3	27-07-2020	55	Yes	7	4
4	27-08-2020	30	Yes	7	4

Disclosure of notes on meeting of Board of Directors explanatory.	-
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5. 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	01-06-2020	-	Yes	5	4
2	Audit Committee	27-07-2020	55	Yes	5	4
3	Nomination and Remuneration Committee	22-05-2020	-	Yes	4	4
4	Nomination and Remuneration Committee	01-06-2020	-	Yes	4	4
5	Nomination and Remuneration Committee	27-08-2020	-	Yes	4	4
6	Corporate Social Responsibility Committee	01-06-2020	-	Yes	3	1
7	Corporate Social Responsibility Committee	27-07-2020	-	Yes	3	1

Company Remarks/ Disclosure of notes on meeting of committees	There was no meeting of Stakeholders Committee and Risk Management Committee during Q1-Fy'21 & Q2-Fy'21.
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6. 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	-	



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 II

2. Half Yearly Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note:	The Annual General Meeting of Shareholders was held on August 12, 2020 and the Chairman of respective Sub-Committee of the Board were present for the meeting.	

For V-Guard Industries Limited

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

