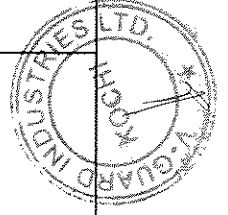


ANNEXURE I  
CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED JUNE 30, 2023

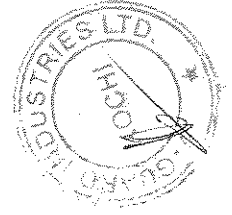
1. Name of Listed Entity - V-Guard Industries Limited  
2. Quarter ending - 30-June-2023

i. Composition Of Board of Director

Title	Name of the Director	DIN and Date of Birth	Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Whether the director is disqualified?	Current status	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of members 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	Membership in Committees of the Company
Mr.	CHERIAN NADUVA THRA PUNNOOSE	00061030 30-May-1947	ID, C & NED	29-Jul-2014	29-Jul-2019		107	No	Active	Yes	24-Jul-2019	1	1	2	2	AC, SC, NRC
Mr.	MITHUN KOCHOU SEPH CHITTILA PPILLY	00027610 02-Sep-1980	ED	01-Apr-2003	01-Apr-2021			No	Active	NA		1	0	2	0	AC, SC, RC
Mr.	RAMACHANDRAN VENKATA RAMAN	06576300 27-Oct-1963	ED	01-Jun-2013	01-Jun-2020			No	Active	NA		1	0	0	0	RMC



Mr.	CHENAY APPILLIL JOHN GEORGE	00003132 22-Mar-1959	ID	29-Jul-2014	29-Jul-2019	107	No	Active	NA		3	2	5	0	AC, SC, NRC
Mr.	ULLAS KASARGOD KAMATH	00506681 01-Jan-1963	ID	29-Jul-2014	29-Jul-2019	107	No	Active	NA		3	3	5	0	AC, RC, NRC
Ms.	RADHA UNNI	03242769 04-Dec-1948	ID	27-Sep-2018	27-Sep-2021	57	No	Active	Yes	05-Aug-2021	4	4	5	0	AC, NRC
Mr.	GEORGE MUTHOT JACOB	00018955 16-Aug-1983	ID	05-Oct-2020	05-Oct-2020	32	No	Active	NA		2	1	5	0	AC, SC
Mr.	BIJU VARKEY	01298281 22-Dec-1965	ID	26-May-2021	26-May-2021	25	No	Active	NA		1	1	1	0	SC, NRC
Mr.	ANTONY SEBASTIAN KARATHRA	01628332 23-05-1960	ED	30-May-2023	30-May-2023		No	Active	NA		1	0	0	0	NA
Mr.	ISHWAR SUBRAMANIAN	01473535 19-02-1960	ID	30-May-2023	30-May-2023	1	No	Active	NA		1	1	0	0	NA



Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	CHERIAN NADUVATHRA PUNNOOSE	ID, C & NED	Chairperson	01-Nov-2012	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
3	MITHUN KOCHOUSEPH CHITTIAPPILLY	ED	Member	01-Apr-2009	
4	ULLAS KASARGOD KAMATH	ID	Member	04-Nov-2014	
5	RADHA UNNI	ID	Member	01-Jun-2019	
6	GEORGE MUTHOOT JACOB	ID	Member	01-Aug-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

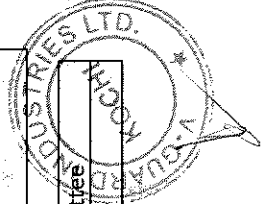
Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	CHERIAN NADUVATHRA PUNNOOSE	ID, C & NED	Chairperson	01-Nov-2012	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
3	MITHUN KOCHOUSEPH CHITTIAPPILLY	ED	Member	01-Apr-2009	
4	BIJU VARKEY	ID	Member	01-Jun-2022	
5	GEORGE MUTHOOT JACOB	ID	Member	01-Jun-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	ULLAS KASARGOD KAMATH	ID	Chairperson	06-Nov-2019	
2	MITHUN KOCHOUSEPH CHITTIAPPILLY	ED	Member	04-Nov-2014	
3	RAMACHANDRAN VENKATARAMAN	ED	Member	04-Nov-2014	
4	SUDARSHAN KASTURI	Chief Financial Officer	Member	01-Jun-2017	

Company Remarks	Mr. Sudarshan Kasturi is the Non- Board Member of the Risk Management Committee
Whether Regular chairperson appointed	Yes



d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	BIJU VARKEY	ID	Chairperson	01-Apr-2022	
2	CHERIAN NADUVATHRA PUNNOOSE	ID, C & NED	Member	01-Nov-2012	
3	CHENAVAPPILIL JOHN GEORGE	ID	Member	16-Aug-2007	
4	RADHA UNNI	ID	Member	01-Jun-2019	
5	ULLAS KASARGOD KAMATH	ID	Member	06-Nov-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

e. Corporate Social Responsibility Committee

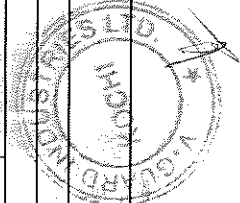
Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	MITHUN KOCHOUSEPH CHITTIAPPILLY	ED	Chairperson	20-Mar-2014	
2	CHERIAN NADUVATHRA PUNNOOSE	ID, C & NED	Member	20-Mar-2014	
3	GEORGE MUTHOOT JACOB	ID	Member	01-Aug-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
02-Feb-2023	Yes	8	8	6
17-Apr-2023	Yes	8	6	4
03-May-2023	Yes	8	7	5
30-May-2023	Yes	10	9	7

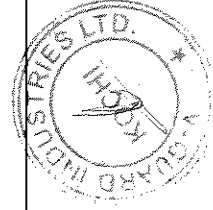
Company Remarks	
Maximum gap between any two consecutive (in number of days)	73,15,26



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	01-Feb-2023	Yes	6	6	5	0
Audit Committee	29-May-2023	Yes	6	6	5	0
Nomination & Remuneration Committee	01-Feb-2023	Yes	5	4	4	0
Nomination & Remuneration Committee	29-May-2023	Yes	5	5	5	0
Corporate Social Responsibility Committee	01-Feb-2023	Yes	3	3	2	0
Corporate Social Responsibility Committee	29-May-2023	Yes	3	3	2	0

Company Remarks	During the 4th quarter ended March 31, 2023, meeting of audit committee was held on February 01, 2023 and same was adjourned. The adjourned meeting of audit committee was held on February 02, 2023. Mr. C J George, Independent Director and member of Audit committee was granted leave of absence for audit committee meeting held on February 01, 2023, however he was present on adjourned meeting held on February 02, 2023. The attendance of Mr. C J George in audit committee meeting held on February 01, 2023 is marked as present in corporate governance report for quarter ended June 30, 2023.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	53



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 1000 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. 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:



Name : Vikas Kumar Jak  
Designation : Company Secretary & Compliance Officer