ANNEXURE I

CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED SEPTEMBER 30, 2023

1. **Name of Listed Entity** - V-Guard Industries Limited
2. **Quarter ending** - 30-September-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 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	Membership in Committees of the Company
Mr.	CHERIAN NADUVATHRA PUNNOOSE	00061030 30-May-1947	ID, C & NED	29-Jul-2014	29-Jul-2019		110	No	Active	Yes	24-Jul-2019	1	1	2	2	AC, SC, NRC
Mr.	MITHUN KOCHOUSEPH CHITTILAPPILLY	00027610 02-Sep-1980	ED	01-Apr-2003	01-Apr-2021			No	Active	NA		1	0	2	0	AC, SC, RMC, CSR
Mr.	RAMACHANDRAN VENKATARAMAN	06576300 27-Oct-1963	ED	01-Jun-2013	01-Jun-2020			No	Active	NA		1	0	0	0	RMC

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Mr.	CHENAY APPILLIL JOHN GEORGE	00003132 22-Mar-1959	ID	29-Jul-2014	29-Jul-2019		110	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		110	No	Active	NA		3	3	5	0	AC, RMC, NRC
Ms.	RADHA UNNI	03242769 04-Dec-1948	ID	27-Sep-2018	27-Sep-2021		60	No	Active	Yes	05-Aug-2021	4	4	5	0	AC, NRC
Mr.	GEORGE MUTHOOT JACOB	00018955 16-Aug-1983	ID	05-Oct-2020	05-Oct-2020		35	No	Active	NA		2	1	5	0	AC, SC, CSR
Mr.	BIJU VARKKEY	01298281 22-Dec-1965	ID	26-May-2021	26-May-2021		28	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		4	No	Active	NA		1	1	0	0	NA

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

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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 & NED	Chairperson	01-Nov-2012	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
3	MITHUN KOCHOUSEPH CHITTILAPPILLY	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 & NED	Chairperson	01-Nov-2012	
2	CHENAYAPPILLIL JOHN GEORGE	ID	Member	16-Aug-2007	
3	MITHUN KOCHOUSEPH CHITTILAPPILLY	ED	Member	01-Apr-2009	
4	BIJU VARKKEY	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 CHITTILAPPILLY	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

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d. Nomination and Remuneration Committee

Sr. No.	*Name of Committee members*	*Category*	*Chairperson/Member*	*Date of Appointment*	*Date of Cessation*
1	BIJU VARKKEY	ID	Chairperson	01-Apr-2022	
2	CHERIAN NADUVATHRA PUNNOOSE	ID & NED	Member	01-Nov-2012	
3	CHENAYAPPILLIL 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 CHITTILAPPILLY	ED	Chairperson	20-Mar-2014	
2	CHERIAN NADUVATHRA PUNNOOSE	ID & NED	Member	20-Mar-2014	
3	GEORGE MUTHOOT JACOB	ID	Member	01-Aug-2021	

Company Remarks	Mr. Mithun Kochouseph Chittilappilly was appointed as chairperson of Corporate Social Responsibility Committee with effect from July 28, 2022
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**
17-Apr-2023	Yes	8	6	4
03-May-2023	Yes	8	7	5
30-May-2023	Yes	10	9	7
09-Aug-2023	Yes	10	9	6
30-08-2023	Yes	10	9	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	15,26,70,20

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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	29-May-2023	Yes	6	6	5	0
Audit Committee	08-Aug-2023	Yes	6	6	5	0
Audit Committee	30-Aug-2023	Yes	6	6	5	0
Nomination & Remuneration Committee	29-May-2023	Yes	5	5	5	0
Nomination & Remuneration Committee	27-July-2023	Yes	5	4	4	0
Stakeholders Relationship Committee	08-Aug-2023	Yes	5	3	2	0
Risk Management Committee	14-Aug-2023	Yes	3	3	1	1

Company Remarks	1) **Stakeholders Relationship Committee**: Please note that no Stakeholders Relationship Committee Meeting held for previous quarter ended June 30, 2023 2) **Risk Management Committee:** Please note that no Risk Management Committee Meeting held for previous quarter ended June 30, 2023
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	3) **Audit Committee**: 70 & 21. 4) **Nomination and Remuneration Committee:** 58

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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	

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:

V-GUARD INDUSTRIES LTD. KOCHI

Name : **Vikas Kumar Tak**
Designation : **Company Secretary & Compliance Officer**

Annexure III

III. Affirmations

S.No	Particular	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided:				

V-GUARD INDUSTRIES LTD. KOCHI

Name : **Vikas Kumar Tak**
Designation : **Company Secretary & Compliance Officer**

Additional Half Yearly Disclosure

Applicability of Disclosure: Applicable
Reason for Non Applicability:

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	Corporate Guarantee	0	500000000

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Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	**Type of security (cash, shares etc.)**	**Aggregate value of security provided during six months**	**Balance outstanding at the end of six months**
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) Additional Information:

II. Affirmations

Affirmations	Compliance Status	Company Remark
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	The Company has extended Corporate Guarantee to V-Guard Consumer Products Limited, wholly owned subsidiary, for a limit not exceeding Rs.50 Crore during the Financial Year 2021-22. The Company has not utilised the limit as on September 30 2023.

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Name	Mithun Kochouseph Chittilappilly		
Designation	CEO		
Place	Kochi		
Date	12-10-2023		

Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of event	-
Brief detail of the event	-

V-GUARD INDUSTRIES LTD. KOCHI

Name : **Vikas Kumar Tak**
Designation : **Company Secretary & Compliance Officer**
Place : **Kochi**
Date : **12-10-2023**