

V-GUARD INDUSTRIES LIMITED

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Corporate Governance Report for the Quarter and Financial year ended 31.03.2017

Corporate Governance Report for the Quarter ended 31.03.2017

I. Composition of Board of Directors

Title(Mr./Ms)	Name of the Directors	PAN	DIN	Category(Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No.of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity*	No.of post Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Kochouseph Chittilappilly	ABTPK4822C	00020512	Chairperson - Executive	01/04/15	-	2	NIL	NIL
Mr.	Cherian N Punnoose	AAPPP6531N	00061030	Independent Director	29/07/14	2.4 years	1	2	1
Mr.	Mithun K Chittilappilly	ACTPC8004B	00027610	Executive Director	01/04/15	-	1	2	NIL
Mr.	Ramachandran V	AAPPR7906P	06576300	Executive Director	01/06/16	-	1	NIL	NIL
Mr.	A.K Nair	ACGPA6768B	00009148	Independent Director	29/07/14	2.4 years	3	5	2
Mr.	C.J George	AANPJ6568K	00003132	Independent Director	29/07/14	2.4 years	2	3	1
Mr.	Ullas K Kamath	ACNPK9912A	00506681	Independent Director	29/07/14	2.4 years	2	2	NIL
Mrs.	Joshna Johnson Thomas	AZBPM3879R	02613030	Non-Executive Director	29/07/14	-	1	NIL	NIL

* The number of membership held by Directors include the position of chairmanship held in the Committees held by them.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Cherian N Punnoose	Chairperson - Independent
	2. C J George	Independent
	3. A K Nair	Independent
	4. Mithun K Chittilappilly	Executive
	5. Ullas K Kamath	Independent
2. Nomination and Remuneration Committee	1. C J George	Chairperson - Independent
	2. Cherian N Punnoose	Independent
	3. A K Nair	Independent
	4. Joshna Johnson Thomas	Non Executive
3. Risk Management Committee#	1. Mithun K Chittilappilly	Executive
	2. Kochouseph Chittilappilly	Executive
	3. Ramachandran V	Executive
	4. A Jacob Kuruvilla	CFO
4. Stakeholders Relationship and Share Transfer Committee	1. C J George	Chairperson - Independent
	2. Cherian N Punnoose	Independent
	3. Mithun K Chittilappilly	Executive

The Risk Management Committee has been constituted on a voluntarily basis by the Company.





III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Dates of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
21.10.2016	30.01.2017	100
	27.02.2017	
	17.03.2017	
	28.03.2017	

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)	Dates of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	30.01.2017	Yes	21.10.2016	100
Nomination and Remuneration Committee	30.01.2017	Yes	21.10.2016	100
Nomination and Remuneration Committee	17.03.2017	Yes	-	-
Corporate Social Responsibility Committee	30.01.2017	Yes	21.10.2016	100

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015
- 2.The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship and Share Transfer Committee
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.
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.


For V-Guard Industries Limited

Jayasree K
Company Secretary and Compliance Officer



**V-GUARD**

Corporate Governance Report for the Financial year ended 31.03.2017

I Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)
Details of business		YES
Terms and conditions of appointment of independent directors		YES
Composition of various committees of board of directors		YES
Code of conduct of board of directors and senior management personnel		YES
Details of establishment of vigil mechanism/Whistle Blower policy		YES
Criteria of making payments to non-executive directors		YES
Policy on dealing with related party transactions		YES
Policy for determining 'material subsidiaries'		NA
Details of familiarization programmes imparted to independent directors		YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		YES
email address for grievance redressal and other relevant details		YES
Financial results		YES
Shareholding pattern		YES
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board Composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management personnel	26(2) & 26(5)	YES
III Affirmations: The listed entity has not adopted any Material Subsidiary Policy as the company does not have any material subsidiary.		
 Jayasree K Company Secretary & Compliance Officer		

