

09.01.2020

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 2019

Format to be submitted by listed entity on quarterly basis

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

2. Quarter ending **- December 31, 2019**

1. 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 appointment	Date of passing of special resolution [As per Reg 17(1A)]	Date of cessatio n	Tenure of Director (in month)	No. of Directorshi p in listed entities including this listed entity	No. of Independen t Directorshi p in listed entities including this listed entity	No. of membershi ps in Audit/ Stakeholde r Committee(s) including this listed entity	No. of post of Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity
Mr.	KOCHOUSEPH THOMAS CHITILAPPILLY	00020512 ABTPK4822C 29-12-1950	Chairperson Non- Executive – Non- Independent Director	12-02-1996 01-08-2017	-	-	-	2	0	0	0
Mr.	CHERIAN NADUVATHARA PUNNOOSE	00061030 AAPPP6531N 30-05-1947	Non- Executive - Independent Director	01-11-2012 24-07-2019	24-07-2019	-	5	1	1	2	2
Mr.	MITHUN KOCHOUSEPH CHITILAPPILLY	00027610 ACTPC8004B	Managing Director	01-04-2003 01-04-2018	-	-	21	1	0	2	0

		02-09-1980	Executive Director- MD								
Mr.	RAMACHANDRAN VENKATARAMAN	06576300 AAPPR7906P 27-10-1963	Executive Director	01-06-2013 01-06-2016	-	-	43	1	0	0	0
Mr.	CHENAYAPPILLIL JOHN GEORGE	00003132 AANPJ6568K 22-03-1959	Non-Executive - Independent Director	16-08-2007 24-07-2019	-	-	5	2	1	3	0
Mr.	ULLAS KASARAGOD KAMATH	00506681 ACNPK9912A 01-01-1963	Non-Executive - Independent Director	02-05-2014 24-07-2019	-	-	5	2	1	1	0
Ms.	JOSHNA JOHNSON THOMAS	02613030 AZBPM3879R 14-06-1984	Non-Executive – Non-Independent Director	02-05-2014 24-07-2019	-	-	5	1	0	0	0
Ms.	RADHA UNNI	03242769 AAAPU1518P 04-12-1948	Non-Executive - Independent Director	27-09-2018	-	-	15	5	5	4	1

Company Remarks

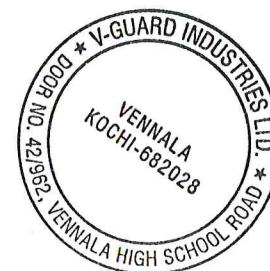
Mr. Cherian N Punnoose, Independent Director, may attain the age of 75 years, during the present tenure of re-appointment and approval of the shareholders was sought for continuation of directorship for the remaining period of tenure of re-appointment in the Annual General Meeting held on July 24, 2019.
The office of directorship of Mr. Ramachandran V, is subject to retire by rotation and he was re-appointed as a Director by the members in the Annual General Meeting held on July 31, 2018.
Ms. Radha Unni was appointed on 27-09-2018 for a term of 3 years.

Whether Permanent chairperson appointed

Yes

Whether Chairperson is related to MD or CEO

Yes



2. Composition of Committees

a. Audit Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessa tion Date
1	00061030	Mr. CHERIAN NADUVATHARA 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	01-04-2012	-
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 Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessa tion Date
1	00003132	Mr. CHENAYAPPILLIL JOHN GEORGE	Non-Executive - Independent Director	Chairperson	16-08-2007	-
2	00020512	Mr. KOCHOUSEPH THOMAS CHITILAPPILY	Non-Executive- Non- Independent Director	Member	24-07-2019	-
3	00061030	Mr. CHERIAN NADUVATHARA PUNNOOSE	Non-Executive - Independent Director	Member	01-11-2012	-
4	03242769	Ms. RADHA UNNI	Non-Executive - Independent Director	Member	01-06-2019	-
5	00506681	Mr. ULLAS KASARGOD KAMATH	Non-Executive - Independent Director	Member	06-11-2019	-

Company Remarks	Mr. Ullas K Kamath, Non-Executive Independent Director, inducted as a member of Nomination and Remuneration Committee with effect from November 06, 2019
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	Cessat ion Date
1	00061030	Mr. CHERIAN NADUVATHARA 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	Cessa tion 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 VENKATARAMAN	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	Cessa tion Date
1	00020512	Mr. KOCHOUSEPH THOMAS CHITILAPPILLY	Non-Executive – Non-Independent Director	Chairperson	20-03-2014	-
2	00061030	Mr. CHERIAN NADUVATHARA 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

3. Meeting of Board of Directors

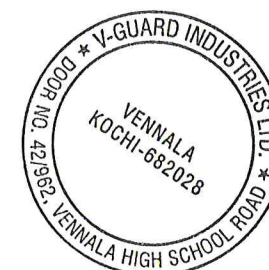
Sr No.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in Chronological order)	Maximum gap between any two consecutive (in number of days)	Requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
1	24-07-2019		Yes	9	5
2	06-11-2019	104	Yes	7	4

Disclosure of notes on meeting of Board of Directors explanatory.	-
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4. 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	24-07-2019	-	Yes	-	-
2	Audit Committee	06-11-2019	104	Yes	5	4
3	Nomination and Remuneration Committee	05-11-2019	-	Yes	4	3
4	Stakeholder Relationship Committee	06-11-2019	-	Yes	3	2
5	Corporate Social Responsibility Committee	05-11-2019	-	Yes	3	1

Company Remarks/ Disclosure of notes on meeting of committees	-
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5. 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

6. 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**

For V-Guard Industries Limited

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

