

January 17, 2023

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 2022

Format to be submitted by listed entity on quarterly basis.

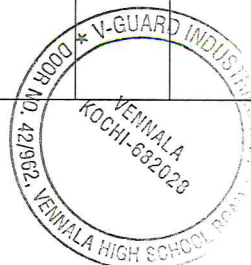
1. Name of Listed Entity -V-Guard Industries Limited
2. Quarter ending - December 31, 2022
3. Composition of Board of Directors:

Title	Name of the Director	DIN PAN Date of Birth	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment & Date of Re appointment	Date of passing of special resolution [As per Reg 17(1A)]	Date of Cessation	Tenure (in Months)	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
Mr.	Cherian Naduvathara Punnoose	00061030 AAPPP6531N 30-05-1947	Non-Executive Independent Director Chairman of the BOD	29-07-2014 29-07-2019	24-07-2019	-	101	1	1	2	2
Mr.	Mithun Kochoseph Chittilappilly	00027610 ACTPC8004B 02-09-1980	Executive Director & Managing Director	01-04-2003 01-04-2021	-	-		1	0	2	0
Mr.	Ramachandran Venkataraman	06576300 AAPPR7906P 27-10-1963	Executive Director & Chief Operating Officer	01-06-2013 01-06-2020	-	-		1	0	0	0
Mr.	Chenayappilli John George	00003132 AANPJ6568K 22-03-1959	Non-Executive Independent Director	29-07-2014 29-07-2019	-	-	101	3	2	5	0
Mr.	Ullas Kasargod Kamath	00506681 ACNPK9912A 01-01-1963	Non-Executive Independent Director	29-07-2014 29-07-2019	-	-	101	3	3	6	0

V-GUARD INDUSTRIES LTD.

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Vennala, Kochi - 682 028.
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Ms.	Radha Unni	03242769 AAAPU151 8P 04-12-1948	Non- Executive Independent Director	27-09- 2018 27-09- 2021	05.08.202 1	-	51	4	4	5	0
Mr.	George Muthoot Jacob	00018955 ADLPJ1626 P 16-08-1983	Non- Executive Independent Director	05-10- 2020	-	-	26	2	1	4	0
Mr.	Biju Varkey	01298281 ADKPV231 9N 22-12-1965	Non- Executive Independent Director	26-05- 2021	-	-	19	1	1	1	0
Whether Regular chairperson appointed		Yes									
Whether the Chairperson is related to Promoter		No									
Disclosure of notes on Composition		-									

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4. Composition of Committees

a. Audit Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship /Membership	Appointment date	Cessation date
1	00061030	Cherian Naduvathara Punnoose	Non-Executive Independent Director	Chairman	01-11-2012	-
2	00003132	Chenayappallil John George	Non-Executive Independent Director	Member	16-08-2007	-
3	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	01-04-2009	-
4	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Member	04-11-2014	-
5	03242769	Radha Unni	Non-Executive Independent Director	Member	01-06-2019	-
6	00018955	George Muthoot Jacob	Non-Executive Independent Director	Member	01-08-2021	-
Company Remarks			-			
Whether the Audit Committee has a regular Chairperson			Yes			

b. Nomination & Remuneration Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship /Membership	Appointment date	Cessation date
1	01298281	Biju Varkkey	Non-Executive Independent Director	Member	01-04-2022	-
2	00003132	Chenayappallil John George	Non-Executive Independent Director	Chairman	16-08-2007	-
3	00061030	Cherian Naduvathara Punnoose	Non-Executive Independent Director	Member	01-11-2012	-
4	03242769	Radha Unni	Non-Executive Independent Director	Member	01-06-2019	-
5	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Member	06-11-2019	-
Company Remarks			-			
Whether the Nomination & Remuneration Committee has a regular Chairperson			Yes			

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c. Stakeholders Relationship Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship/ Membership	Appointment date	Cessation date
1	00061030	Cherian Naduvathra Punnoose	Non-Executive Independent Director	Chairman	01-11-2012	-
2	00003132	Chenayappallil John George	Non-Executive Independent Director	Member	16-08-2007	-
3	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	01-04-2009	-
4	01298281	Biju Varkkey	Non-Executive - Independent Director	Member	01-06-2022	
5	00018955	George Muthoot Jacob	Non-Executive - Independent Director	Member	01-06-2022	
Company Remark						
Whether the Stakeholder Relationship Committee has a regular Chairperson			Yes			

d. Risk Management Committee

Sr no.	DIN	Name of the Director	Category	Chairmanship/ Membership	Appointment date	Cessation date
1	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Chairman	06-11-2019	-
2	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	04-11-2014	-
3	06576300	Ramachandran Venkataraman	Executive Director	Member	04-11-2014	-
4	No DIN	Sudarshan Kasturi	Chief Financial Officer	Member	01-06-2017	
Company Remarks			Mr. Sudarshan kasturi is the Non- Board Member of the Risk Management Committee			
Whether the Risk Management Committee has a regular Chairperson			Yes			

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e. Corporate Social Responsibility Committee

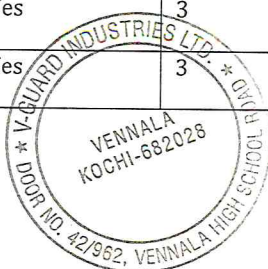
Sr no.	DIN	Name of the Director	Category	Chairmanship/ Membership	Appointment date	Cessation date
1	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	20-03-2014	
2	00061030	Cherian Naduvathra Punnoose	Non-Executive Independent Director	Member	20-03-2014	-
3	00018955	George Muthoot Jacob	Non-Executive Independent Director	Member	01-08-2021	-
Company Remarks		-				
Whether the Corporate Social Responsibility Committee has a regular Chairperson		Yes				

5. Meeting of the Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutives (in number of days)	Whether requirement of Quorum met (Yes/No)	Total number of directors as on the date of Meeting	Number of Directors present (Including Independent Directors)	No. of Independent Directors attending the meeting
1	27-07-2022		Yes	9	8	5
2	27-10-2022	91	Yes	8	7	5
3	09-12-2022	42	Yes	8	8	6

6. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutives (in number of days)	Whether requirement of Quorum met (Yes/No)	Total number of directors as on the date of meeting	Number of Directors present (Including Independent Directors)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-07-2022		Yes	7	7	5	0
2	Audit Committee	27-10-2022	91	Yes	6	5	4	0
3	Audit Committee	09-12-2022	42	Yes	6	6	5	0
4	Nomination and remuneration Committee	26-07-2022		Yes	5	5	5	0
5	Nomination and remuneration Committee	17-10-2022	82	Yes	5	4	4	0
6	Corporate Social Responsibilities	26-07-2022		Yes	4	4	2	0
7	Risk Management Committee	18-07-2022		Yes	3	3	1	1
8	Risk Management Committee	28-11-2022	132	Yes	3	2	1	1



7. Related Party Transactions

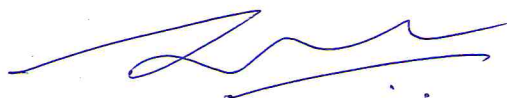
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Disclosure of notes on related party transactions and disclosure 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**

For V-Guard Industries Limited



Name of Signatory: Jayasree K

Designation of person: Company Secretary and Compliance Officer

Place : Ernakulam

