

08.04.2021

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED MARCH 31, 2021

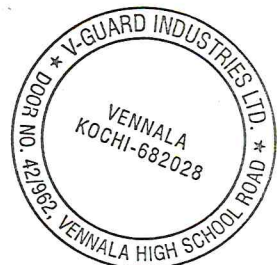
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **V-Guard Industries Limited**
2. Quarter ending - **March 31, 2021**
3. Composition of Board of Directors

Tit le	Name of the Director	DIN PAN Date of Birth	Category (Chairper son /Executive/ Non- Executive/ Independen t/ Nominee)	Initial Date of Appoint ment & Date of Re appoint ment	Date of passing of special resolut ion [As per Reg 17(1A)]	Date of cessati on	Tenu re of Direc tor (in mont h)	No. of Director ship in listed entities including this listed entity	No. of Indepen dent Directors hip in listed entities including this listed entity	No. of members hips in Audit/ Stakehol der Committ ee(s) including this listed entity	No. of post of Chairper son in Audit /Stakehol der Committ ee held in listed entities including this listed entity
Mr.	CHERIAN NADUVATHR A PUNNOOSE	00061030 AAPP65 31N 30-05-1947	Non- Executive – Independent Director	29-07- 2014 29-07- 2019	24-07- 2019	-	80	1	1	2	2
Mr.	MITHUN KOCHOUSEP H CHITILAPPI LLY	00027610 ACTPC80 04B 02-09-1980	Managing Director Executive Director	01-04- 2003 01-04- 2018	-	-	-	1	0	2	0
Mr.	RAMACHAN DRAN VENKETARA MAN	06576300 AAPPR79 06P 27-10-1963	Executive Director	01-06- 2013 01-06- 2020	-	-	-	1	0	0	0
Mr.	CHENAYAPPI LLIL JOHN GEORGE	00003132 AANPJ65 68K 22-03-1959	Non- Executive - Independent Director	29-07- 2014 29-07- 2019	-	-	80	3	2	4	0
Mr.	ULLAS KASARAGOD KAMATH	00506681 ACNPK99 12A 01-01- 1963	Non- Executive - Independent Director	29-07- 2014 29-07- 2019	-	-	80	2	1	2	0
Ms.	JOSHNA JOHNSON THOMAS	02613030 AZBPM38 79R 14-06-1984	Non- Executive – Non- Independent Director	02-05- 2014 24-07- 2019	-	-	-	1	0	0	0


V-GUARD INDUSTRIES LTD.

Regd. office 42/962,
Vennala High School Road,
Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010

P +91 484 433 5000, 200 5000
E mail@vguard.in
W www.vguard.in


Ms.	RADHA UNNI	03242769 AAAPU1518P 04-12-1948	Non-Executive - Independent Director	27-09-2018	-	-	30	4	4	7	1
Mr.	B JAYARAJ	00027479 AAUPJ3706C 28-08-1956	Non-Executive – Non-Independent Director	01-04-2020 12-08-2020	-	-	-	1	0	0	0
Mr.	GEORGE MUTHOOT JACOB	00018955 ADLPJ1626P 16-08-1983	Non-Executive - Independent Director	05-10-2020	-	-	5	1	1	2	0
Company Remarks					-						
Whether the Audit committee has a Regular Chairperson					Yes						
Company Remarks			The Board of Directors, on their meeting held on March 19, 2021, considered and re-appointed Mr. Mithun K Chittilappilly (DIN: 00027610), as Managing Director of the Company, for a period of five years effective from April 01, 2021. Ms. Joshna Johnson Thomas, Non-Executive Non-Independent Director (DIN: 02613030), has resigned from the Board with effect from April 01, 2021 due to personal reasons.								
Whether Permanent chairperson appointed			Yes								
Whether Chairperson is related to MD or CEO			No								

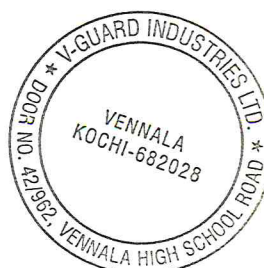
4. Composition of Committees

a. Audit Committee

Company Remarks	-
Whether the Audit Committee has a regular Chairperson.	Yes

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00061030	Mr. CHERIAN NADUVATHRA PUNNOOSE	Non-Executive - Independent Director	Chairperson	01-11-2012	-
2	00003132	Mr. CHENAYAPPILLIL JOHN GEORGE	Non-Executive - Independent Director	Member	16-08-2007	-
2	00027610	Mr. MITHUN KOCHOUSEPH CHITILAPPILLY	Executive Director	Member	01-04-2009	-
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	-

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b. Nomination and Remuneration Committees

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00003132	Mr. CHENAYAPPILLIL JOHN GEORGE	Non-Executive - Independent Director	Chairperson	16-08-2007	-
2	00061030	Mr. CHERIAN NADUVATHRA PUNNOOSE	Non-Executive - Independent Director	Member	01-11-2012	-
3	03242769	Ms. RADHA UNNI	Non-Executive - Independent Director	Member	01-06-2019	-
4	00506681	Mr. ULLAS KASARGOD KAMATH	Non- Executive – Independent Director	Member	06-11-2019	

Company Remarks	-
Whether the Nomination and Remuneration Committee has a regular Chairperson.	Yes

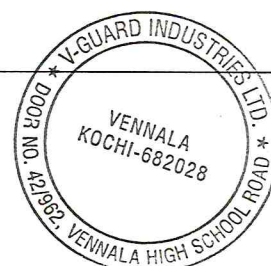
c. Stakeholders Relationship Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	00061030	Mr. CHERIAN NADUVATHRA 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	Cessation 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 VENKETARAMAN	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



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e. Corporate Social Responsibility Committee:

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00027479	Mr. B JAYARAJ	Non-Executive – Non-Independent Director	Chairperson	22-05-2020	-
2	00061030	Mr. CHERIAN NADUVATHRA 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

5. 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	28-10-2020	-	Yes	8	5
2	15-01-2021	78	Yes	8	5
3	03-02-2021	18	Yes	8	5
4	19-03-2021	43	Yes	7	4

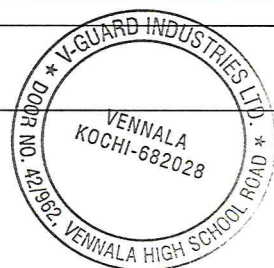
Disclosure of notes on meeting of Board of Directors explanatory.	-
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6. Meeting of Committees

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	28-10-2020	-	Yes	5	4
2	Audit Committee	03-02-2021	97	Yes	5	4
3	Nomination and Remuneration Committee	03-02-2021	-	Yes	4	4
4	Nomination and Remuneration Committee	19-03-2021	43	Yes	4	4
5	Corporate Social Responsibility Committee	03-02-2021	-	Yes	3	1
6	Stakeholders Relationship Committee	03-02-2021	-	Yes	3	2
7	Risk Management Committee	15-03-2021	-	Yes	1	0

Company Remarks/ Disclosure of notes on meeting of committees	-
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7. 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	-	



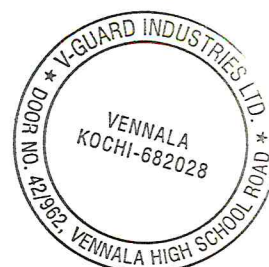
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Annexure I

1. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.vguard.in/
2	Terms and conditions of appointment of independent directors	Yes		https://www.vguard.in/
3	Composition of various committees of board of directors	Yes		https://www.vguard.in/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.vguard.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.vguard.in/
6	Criteria of making payments to non-executive directors	Yes		https://www.vguard.in/
7	Policy on dealing with related party transactions	Yes		https://www.vguard.in/
8	Policy for determining 'material' subsidiaries	Yes		https://www.vguard.in/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.vguard.in/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.vguard.in/
11	email address for grievance redressal and other relevant details	Yes		https://www.vguard.in/
12	Financial results	Yes		https://www.vguard.in/
13	Shareholding pattern	Yes		https://www.vguard.in/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.vguard.in/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.vguard.in/
18	Credit rating or revision in credit rating obtained	Yes		https://www.vguard.in/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.vguard.in/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.vguard.in/

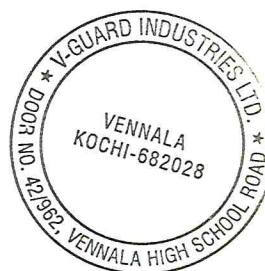
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21	Materiality Policy as per Regulation 30	Yes		https://www.vguard.in/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.vguard.in/
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.vguard.in/

Disclosure of notes on website in terms of Listing Regulations	-
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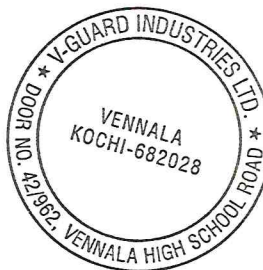


Annexure II

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**

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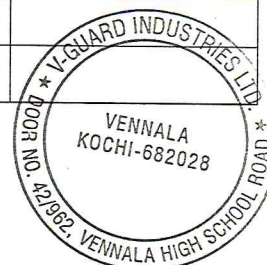


Annexure III

1. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	

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29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Notes:

During the year under review with the approval of the members accorded in the Annual General Meeting held on August 12, 2020, the Company re-appointed Mr. Ramachandran V as Whole Time Director of the Company to hold office for a period of four consecutive years, with effect from, June 01, 2020 to May 31, 2024.

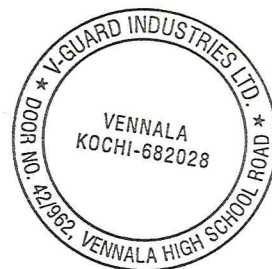
Mr. B Jayaraj, was appointed as a Non-Executive Non Independent Director by the members in the Annual General Meeting held on August 12, 2020 and Mr. George Muthoot Jacob, was appointed Non Executive Independent Director with the approval of the members through Postal Ballot Process.

Other Corporate Governance requirements with respect to subsidiary of listed entity: 24(2)-Yes, 24(3)-Yes, 24(4)-NA and 24(5)-NA.

During the year under review, the Company had not appointed any Director as an alternate Director.


A Meeting of Independent Directors of the Company was held on March 19, 2021.

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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	Though the Company doesn't have any 'Material Subsidiary' it has adopted a policy for the same and published the policy in website.

For V-Guard Industries Limited



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

