

Date: 12.07.18

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2018

Annexure I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **V-Guard Industries Limited**
2. Quarter ending - **30-Jun-2018**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/ Nominee)	Date of Appointment	Date of Resignation	Term	No of 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.	Kochouseph Chittilappilly	00020512	ABTPK4822C	C & NED	01-Apr-15			2	0	0
Mr.	Cherian N Punnoose	00061030	AAPPP6531N	ID	29-Jul-14	28-Jul-19	47	1	2	2
Mr.	Mithun K Chittilappilly	00027610	ACTPC8004B	ED	01-Apr-18			1	2	0
Mr.	Ramachandran Venkataraman	06576300	AAPPR7906P	ED	01-Jun-16			1	0	0
Mr.	A.K Nair	00009148	ACGPA6768B	ID	29-Jul-14	28-Jul-19	47	2	3	1
Mr.	C.J. George	00003132	AANPJ6568K	ID	29-Jul-14	28-Jul-19	47	2	3	2
Mr.	Ullas K. Kamath	00506681	ACNPK9912A	ID	29-Jul-14	28-Jul-19	47	2	2	0
Mrs.	Joshna Johnson Thomas	02613030	AZBPM3879R	NED	26-Jul-16			1	0	0

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II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	ULLAS K. KAMATH	ID	Member
2	C.J GEORGE	ID	Member
3	A.K NAIR	ID	Member
4	CHERIAN N PUNNOOSE	ID	Chairperson
5	MITHUN K CHITILAPPILLY	ED	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	CHERIAN N PUNNOOSE	ID	Chairperson
2	MITHUN K CHITILAPPILLY	ED	Member
3	C.J GEORGE	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	SUDARSHAN KASTURI	CFO	Member
2	MITHUN K CHITILAPPILLY	ED	Chairperson
3	RAMACHANDRAN V	ED	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	JOSHNA JOHNSON THOMAS	NED	Member
2	C.J GEORGE	ID	Chairperson
3	A.K NAIR	ID	Member
4	CHERIAN N PUNNOOSE	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
22-Jan-2018	30-May-2018	67
23-Mar-2018	30-May-2018	



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)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	26-Apr-2018	3	22-Jan-2018	93
Audit Committee	30-May-2018	5	22-Jan-2018	
Nomination & Remuneration Committee	30-May-2018	3	23-Mar-2018	
Nomination & Remuneration Committee	30-May-2018	3	22-Jan-2018	
Stakeholders Relationship Committee	30-May-2018	3		

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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

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 100 listed entities) - **Not applicable**
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:

NA

Name : **JAYASREE K**
Designation : **Company Secretary & Compliance Office**

