

October 8, 2021

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED SEPTEMBER 30, 2021

Format to be submitted by listed entity on quarterly basis.

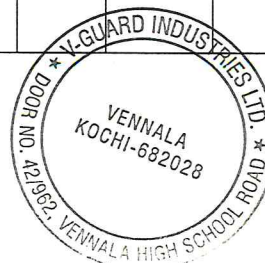
1. **Name of Listed Entity** -V-Guard Industries Limited
2. **Quarter ending** - September 30, 2021
3. **Composition of Board of Directors:**

Ti t l e	Name of the Director	DIN PAN Date of Birth	Category (Chairperson /Executive/No n-Executive/ Independent/ Nominee)	Initial Date of Appointme nt & Date of Re appointme nt	Date of passing of special resolutio n [As per Reg 17(1A)]	Date of Cessa tion	Tenu re (in Mont hs)	No. of Directo rship in listed entities includi ng this listed entity	No. of Indepe ndent Directo rship in listed entities includi ng this listed entity	No. of membe rships in Audit/ Stakeh older Committ tee(s) includi ng this listed entity	No. of post of Chairper son in Audit /Stakeho lder Committ ee held in listed entities including this listed entity
M r.	Cherian Naduvathara Punnoose	00061030 AAPPP653 1N 30-05-1947	Non- Executive Independent Director Chairman of the BOD	29-07-2014 29-07-2019	24-07- 2019	-	86	1	1	2	2
M r.	Mithun Kochouseph Chittilappilly	00027610 ACTPC800 4B 02-09-1980	Executive Director & Managing Director	01-04-2003 01-04-2021	-	-		1	0	2	0
M r.	Ramachandr an Venkatarama n	06576300 AAPPR790 6P 27-10-1963	Executive Director & Chief Operating Officer	01-06-2013 01-06-2020	-	-		1	0	0	0
M r.	Chenayappilli John George	00003132 AANPJ6568 K 22-03-1959	Non- Executive Independent Director	29-07-2014 29-07-2019	-	-	86	3	2	4	0
M r.	Ullas Kasargod Kamath	00506681 ACNPK991 2A	Non- Executive Independent Director	29-07-2014 29-07-2019	-	-	86	2	1	2	0

V-GUARD INDUSTRIES LTD.

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

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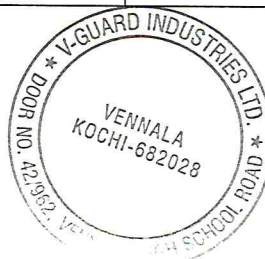
		01-01-1963									
M s.	Radha Unni	03242769 AAAPU151 8P 04-12-1948	Non-Executive Independent Director	27-09-2018	05.08.2021	-	36	4	4	7	1
M r.	B Jayaraj	00027479 AAUPJ3706 C 28-08-1956	Non-Executive-Non-Independent Director	01-04-2020 12-08-2020 - AGM appointed as NED	-	-		1	0	0	0
M r.	George Muthoot Jacob	00018955 ADLPJ1626 P 16-08-1983	Non-Executive Independent Director	05-10-2020	-	-	11	1	1	2	0
M r.	Biju Varkey	01298281 ADKPV231 9N 22-12-1965	Non-Executive Independent Director	26-05-2021 05-08-2021 - AGM	-	-	4	2	2	0	0
Whether Regular chairperson appointed		Yes									
Whether the Chairperson is related to Managing Director or CEO		No									
Disclosure of notes on Composition											

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	

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7	00027479	B Jayaraj	Non-Executive Non - Independent Director	Member	01-08-2021	
Company Remarks			Mr. B Jayaraj and Mr. George Muthoot Jacob, Directors were inducted as members of Audit Committee effective from August 1, 2021.			
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	00003132	Chenayappallil John George	Non-Executive Independent Director	Chairman	16-08-2007	-
2	00061030	Cherian Naduvathara Punnoose	Non-Executive Independent Director	Member	01-11-2012	-
3	03242769	Radha Unni	Non-Executive Independent Director	Member	01-06-2019	-
4	00506681	Ullas Kasargod Kamath	Non-Executive Independent Director	Member	06-11-2019	-
5	01298281	Biju Varkkey	Non-Executive Independent Director	Member	26-05-2021	-
Company Remarks						
Whether the Nomination & Remuneration Committee has a regular Chairperson			Yes			
Note						

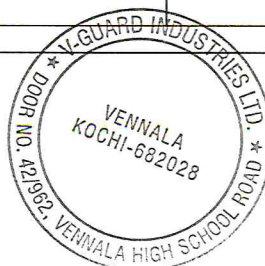
c. Stakeholders Relationship Committee

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	-
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						

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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	00027479	B Jayaraj	Non-Executive Non-Independent Director	Chairman	22-05-2020	-
2	00061030	Cherian Naduvathra Punnoose	Non-Executive Independent Director	Member	20-03-2014	-
3	00027610	Mithun Kochouseph Chittilappilly	Executive Director	Member	20-03-2014	-
4	00018955	George Muthoot Jacob	Non-Executive Independent Director	Member	01-08-2021	
Company Remarks			Mr. George Muthoot Jacob, Independent Director was co-opted to the CSR Committee effective from August 1, 2021.			
Whether the Corporate Social Responsibility Committee has a regular Chairperson			Yes			

5. Meeting of the Board of Directors

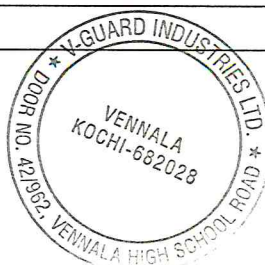
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present (Other than Independent Director)	No. of Independent Directors attending the meeting
1	26-05-2021		Yes		
2	02-07-2021	36	Yes	3	6
3	30-07-2021	27	Yes	3	5

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 consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present (Other than Independent Director)	No. of Independent Directors attending the meeting
1	Audit Committee	26-05-2021		Yes	1	4
2	Audit Committee	30-07-2021	64	Yes	1	4
3	Nomination and remuneration committee	26-05-2021		Yes	0	4
4	Nomination and remuneration committee	30-07-2021		Yes	0	5

7. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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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	-

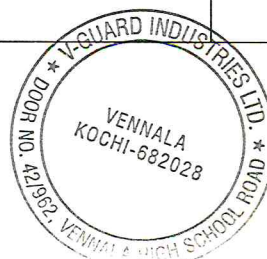
Annexure 1

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 (as applicable) - **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 directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **Yes**
6. Any comments/observations/advice of the board of directors may be mentioned here - **NA**

Annexure III – Half Yearly Affirmations

Sl No.	Particulars	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of Annual Report, including balance sheet, profit and loss account, directors report, Corporate Governance report, Business Responsibility Report displayed on the website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No	Mr. Chenayappillil John George, Chairperson of the the Nomination and Remuneration Committee authorised Ms. Radha Unni to present at the Annual General Meeting on his behalf
4	Presence of Chairperson of Stakeholder relationship Committee at the Annual General Meeting	20(3)	Yes	

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5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Additional Half yearly Disclosure

Applicability of Disclosure	Not Applicable
Reason for Non-Applicability	The Company has not provided any loans/guarantees/comfort letters/security, directly or indirectly to promoter/promoter group entities or any other entity controlled by them. Further as per the Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021, for this disclosure, Company has excluded loan made, guarantee/comfort letter or security provided to/for its subsidiary and joint venture whose accounts are consolidated

For V-Guard Industries limited



Name : Jayasree K

Designation : Company Secretary & Compliance Officer

Place : Ernakulam

