

June 13, 2022

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2022

Format to be submitted by listed entity on quarterly basis.

1. Name of Listed Entity -V-Guard Industries Limited
2. Quarter ending - June 30, 2022
3. Composition of Board of Directors:

| Titl 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 resolution [As per Reg 17(1A)] | Dat e of Ces sati on | 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 Commit 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 |
|-----------|--|--|---|---|---|----------------------------------|-------------------------------|---|---|---|--|
| Mr. | Cherian Naduvathar a Punnoose | 00061030 AAPPP653 1N 30-05-1947 | Non- Executive Independent Director Chairman of the BOD | 29-07-2014 29-07-2019 | 24-07-2019 | - | 95 | 1 | 1 | 2 | 2 |
| Mr. | Mithun Kochousep h Chittilappill y | 00027610 ACTPC800 4B 02-09-1980 | Executive Director & Managing Director | 01-04-2003 01-04-2021 | - | - | | 1 | 0 | 2 | 0 |
| Mr. | Ramachand ran Venkatara man | 06576300 AAPPR790 6P 27-10-1963 | Executive Director & Chief Operating Officer | 01-06-2013 01-06-2020 | - | - | | 1 | 0 | 0 | 0 |
| Mr. | Chenayappi llil John George | 00003132 AANPJ6568 K 22-03-1959 | Non- Executive Independent Director | 29-07-2014 29-07-2019 | - | - | 95 | 3 | 2 | 5 | 0 |
| Mr. | Ullas Kasargod Kamath | 00506681 ACNPK991 2A 01-01-1963 | Non- Executive Independent Director | 29-07-2014 29-07-2019 | - | - | 95 | 2 | 2 | 4 | 1 |
| Ms. | Radha Unni | 03242769 | Non- Executive Independent | 27-09-2018 | 05.08.2021 | - | 45 | 4 | 4 | 6 | 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

22



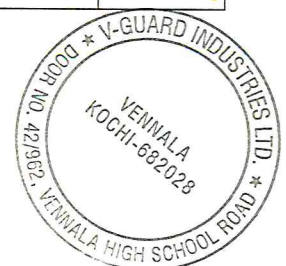
| | | | | | | | | | | | |
|--|----------------------|--|--|---|---|---|----|---|---|---|---|
| | | AAAPU151 8P 04-12-1948 | Director | | | | | | | | |
| Mr. | B Jayaraj | 00027479 AAUPJ3706 C 28-08-1956 | Non-Executive-Non-Independent Director | 01-04-2020 12-08-2020 - AGM appointed as NED | - | - | | 1 | 0 | 1 | 0 |
| Mr. | George Muthoot Jacob | 00018955 ADLPJ1626 P 16-08-1983 | Non-Executive Independent Director | 05-10-2020 | - | - | 20 | 2 | 1 | 4 | 0 |
| Mr. | Biju Varkey | 01298281 ADKPV231 9N 22-12-1965 | Non-Executive Independent Director | 26-05-2021 05-08-2021 - AGM | - | - | 13 | 2 | 2 | 1 | 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 | |

22



| | | | | | | |
|--|----------|-----------|--|--------|------------|--|
| 7 | 00027479 | B Jayaraj | Non-Executive Non - 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 | | | |

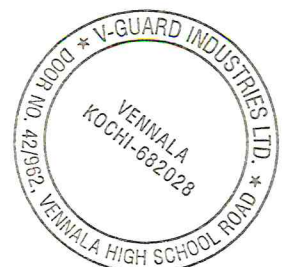
c. Stakeholders Relationship Committee

| 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 |
|--------|-----|----------------------|----------|--------------------------|------------------|----------------|
|--------|-----|----------------------|----------|--------------------------|------------------|----------------|

22



| | | | | | | |
|--|----------|----------------------------------|------------------------------------|----------|------------|---|
| 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 | | | | | | |
| Whether the Risk Management Committee has a regular Chairperson | | | Yes | | | |

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 | | | | | | |
| 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) | Number of Directors present (Including Independent Directors) | No. of Independent Directors attending the meeting |
|----|---|--|--|---|--|
| 1 | 02-02-2022 | | Yes | 7 | 4 |
| 2 | 25-03-2022 | 50 | Yes | 8 | 5 |
| 3 | 19-05-2022 | 54 | Yes | 7 | 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 (Including Independent Directors) | No. of Independent Directors attending the meeting |
|----|-------------------|---|---|--|---|--|
| 1 | Audit Committee | 02-02-2022 | | Yes | 6 | 4 |

Handwritten signature



| | | | | | | |
|---|---|------------|-----|-----|---|---|
| 2 | Audit Committee | 19-05-2022 | 105 | Yes | 5 | 4 |
| 3 | Nomination And Remuneration Committee | 02-02-2022 | | Yes | 5 | 5 |
| 4 | Nomination And Remuneration Committee | 18-05-2022 | | Yes | 5 | 5 |
| 5 | Corporate Social Responsibility Committee | 01-02-2022 | | Yes | 3 | 1 |
| 6 | Corporate Social Responsibility Committee | 16-05-2022 | | Yes | 3 | 2 |
| 7 | Stakeholders Relationship Committee | 25-03-2022 | | Yes | 3 | 2 |
| 8 | Risk Management Committee | 28-02-2022 | | Yes | 3 | 1 |
| 9 | Risk Management Committee | 29-03-2022 | | Yes | 2 | 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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee – **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders' relationship committee - **Yes**
 - Risk management committee (applicable to the top 500 listed entities) - **Yes**
- 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**
- 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 : Ernakulam

