

# V-GUARD INDUSTRIES LIMITED

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## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Company: V-Guard Industries Limited
2. Quarter ending: December 31, 2017

### I. Composition of Board of Directors

Title Mr/ Ms	Name of the Directors	PAN	DIN	Category (Chairman/ Executive/Non-executive/Independent/ Nominee)	Date of Appointment In the current term/cessation	Date of cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity*	No. of post Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr	Kochouseph Chittilappilly	ABTPK4822C	00020512	Chairperson - Non-Executive	01/04/2015	-	-	2	NIL	NIL
Mr	Cherian N Punnoose	AAPPP6531N	00061030	Independent Director	29/07/2014	28/07/2019	5 YEARS	1	2	1
Mr	Mithun K Chittilappilly	ACTPC8004B	00027610	Executive Director	01/04/2015	-	-	1	2	NIL
Mr	Ramachandran V	AAPPR7906P	06576300	Executive Director	01/06/2016	-	-	1	NIL	NIL
Mr	A.K Nair	ACGPA6768B	00009148	Independent Director	29/07/2014	28/07/2019	5 YEARS	2	3	1
Mr	C.J George	AANPJ6568K	00003132	Independent Director	29/07/2014	28/07/2019	5 YEARS	2	3	1
Mr	Ullas K Kamath	ACNPK9912A	00506681	Independent Director	29/07/2014	28/07/2019	5 YEARS	2	2	NIL
Mrs	Joshna Johnson Thomas	AZBPM3879R	02613030	Non-Executive, Non-Independent Director	29/07/2014	-	-	1	NIL	NIL

\* The number of membership held by Directors include the position of chairmanship held in the Committees held by them.

### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Cherian N Punnoose	Chairperson - Independent
	2. C J George	Independent
	3. A K Nair	Independent
	4. Mithun K Chittilappilly	Executive
	5. Ullas K Kamath	Independent
2. Nomination and Remuneration Committee	1. C J George	Chairperson - Independent
	2. Cherian N Punnoose	Independent
	3. A K Nair	Independent
	4. Joshna Johnson Thomas	Non Executive
3. Risk Management Committee#	1. Mithun K Chittilappilly	Chairperson - Executive
	2. Ramachandran V	Executive
	3. Sudarshan Kasturi	CFO
4. Stakeholders Relationship and Share Transfer Committee	1. C J George	Chairperson - Independent
	2. Cherian N Punnoose	Independent
	3. Mithun K Chittilappilly	Executive

# The Risk Management Committee has been constituted on a voluntarily basis by the Company

### III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Dates of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
31.07.2017	25.10.2017	85 days

Maximum gap between two consecutive (in number of days) - 85 days





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**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)	Dates of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	25.10.2017	Yes	31.07.2017	85
Nomination and Remuneration Committee	Nil	-	31.07.2017	-
Stakeholders relationship Committee	27.11.2017	Yes	11.08.2017	107
Corporate Responsibility Committee	25.10.2017	Yes	-	-

Maximum gap between two consecutive meetings (in number of days) - 107

**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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Reg;
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship and Share Transfer Committee
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
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.

For V-Guard Industries Limited

Jayasree K  
Company Secretary and Compliance Officer

