

13.07.19

Quarterly Compliance Report on Corporate Governance

Please find enclosed herewith the Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2019.

Kindly take the same on your records.

Thanking You,

Yours sincerely,
For V-Guard Industries Limited.



Jayasree.K
Company Secretary

Encl: As above



V-GUARD INDUSTRIES LTD.

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CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2019

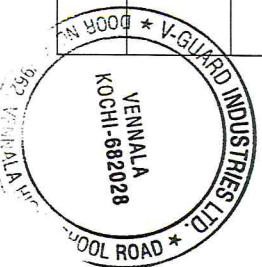
ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity -V-Guard Industries Limited
2. Quarter ending - June 30, 2019

I. Composition of Board of Directors

I.	II.	III. Composition of Board of Directors									
Titl e (Mr. / Mrs)	Name of the Director	DIN PAN Date of Birth	Category(Chair person /Executive/Non-Executive/ Independent/ Nominee)	Initial Date of Appointment & Date of Re appointment	Date of cessation	Tennure of Director (in month)	No. of Directorship in listed entities including this listed entity	No. of Independent 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 Thomas Chittlappilly	00020512 ABTPK4822C 29-12-1950	Chairperson Non-Executive - Non Independent Director	12-09-1996 01-08-2017	-	23	2	0	0	0	
Mr.	Cherian Naduvathara Punnoose	00061030 AAPPP6531N 20-05-1947	Non-Executive - Independent Director	01-11-2012 29-07-2014	-	59	1	1	2	2	
Mr.	Mithun Kochouseph Chittlappilly	00027610 ACTPC8004B 02-09-1980	Managing Director	01-04-2003 01-04-2018	-	15	1	0	2	0	
Mr.	Ramachandran Venkataraman	06576300 AAPPR7906P	Executive Director	01-06-2013	-	37	1	0	0	0	



		27-10-1963		01-06-2016									
Mr.	Chenayappillil John George	00003132 AANPJ6568K 22-03-1959	Non-Executive - Independent Director	16.08.2007	-	59	2		1		3		0
Mr.	Karunakaran Nair Appukkuttan	00009148 ACGPA6768B 27-08-1943	Non-Executive - Independent Director	27-05-2009	-	59	2		2		3		1
Mr.	Ullas Kasaragod Kamath	00506681 ACNPK9912A 01-01-1963	Non-Executive - Independent Director	02-05-2014	-	59	2		1		1		0
Ms.	Joshna Johnson Thomas	02613030 AZBPM3879R 14-06-1984	Non-Executive - Non Independent Director	02-05-2014	-	35	1		0		0		0
Ms.	Radha Unni	03242769 AAAPU1518P 04-12-1948	Non-Executive - Independent Director	27-09-2018	-	9	4		4		4		1
Company Remarks		Directorship details given include listed companies which have listed Equity and/or Debt.											
		Mr. Ullas K Kamath resigned from Audit Committee of Jyothy Laboratories Limited from April 01, 2019.											
Whether Permanent chairperson appointed		Yes											
Whether Chairperson is related to MD or CEO		Yes											



IV. Composition of Committees

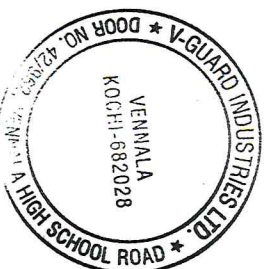
a. Audit Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Member	Appointment Date	Cessation Date
1	00061030	Mr. Cherian Naduvathara Punnoose	Non-Executive - Independent Director	Chairperson	01-11-2012	-
2	00027610	Mr. Mithun Kochouseph Chittlappilly	Executive Director	Member	01-04-2012	-
3	00506681	Mr. Ullas Kasaragod Kamath	Non-Executive - Independent Director	Member	04-11-2014	-
4	00003132	Mr. Chenayappillil John George	Non-Executive - Independent Director	Member	16-08-2007	-
5	00009148	Mr. Karunakaran Nair Appukuttan	Non-Executive - Independent Director	Member	27-05-2009	-
6	03242769	Ms. Radha Unni	Non-Executive - Independent Director	Member	01-06-2018	-

Company Remarks	The Board of Directors in their meeting held on May 29, 2019 inducted Ms. Radha Unni, Independent Director, as a member of the Audit Committee from June 01, 2019.					
Whether Permanent chairperson appointed	Yes					

b. Nomination and Remuneration Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Member	Appointment Date	Cessation Date
1	00003132	Mr. Chenayappillil John	Non-Executive - Independent	Chairperson	16-08-2007	-



		George	Director			
2	00061030	Mr. Cherian Naduvathara Punnoose	Non-Executive - Independent Director	Member	01-11-2012	-
3	00009148	Mr. Karunakaran Nair Appukkuttan	Non-Executive - Independent Director	Member	27-05-2009	-
4	02613030	Ms. Joshua Johnson Thomas	Non-Executive - Non Independent Director	Member	29-07-2014	-
5	03242769	Ms. Radha Unni	Non-Executive - Independent Director	Member	01-06-2019	-

Company Remarks	The Board of Directors in their meeting held on May 29, 2019 inducted Ms. Radha Unni, Independent Director, as a member of the Audit Committee from June 01, 2019.					
Whether Permanent chairperson appointed	Yes					

c. Stakeholders Relationship Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/Member	Appointment Date	Cessation Date
1	00061030	Mr. Cherian Naduvathara 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 Chittilappilly	Executive Director	Member	01-04-2009	-

Company Remarks						
Whether Permanent chairperson appointed	Yes					



d. Risk Management Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Membership	Appointment Date	Cessation Date
1	00027610	Mr. Mithun Kochouseph Chittilappilly	Executive Director	Chairperson	04-11-2014	-
2	06576300	Mr. Ramachandran Venkataraman	Executive Director	Member	04-11-2014	-
3	NA	Mr. Sudarshan Kasturi	Member	Member	01-06-2017	-

Company Remarks	Mr. Sudarshan Kasturi, Chief Financial Officer, appointed as a member of Risk Management Committee with effect from June 01, 2017
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Membership	Appointment Date	Cessation Date
1	00020512	Mr. Kochouseph Thomas Chittilappilly	Non-Executive - Non Independent Director	Chairperson	20-03-2014	-
2	00061030	Mr. Cherian Naduvathara Purnoose	Non-Executive - Independent Director	Member	20-03-2014	-
3	00027610	Mr. Mithun Kochouseph Chittilappilly	Executive Director	Member	20-03-2014	-

Company Remarks	
Whether Permanent chairperson appointed	Yes



V. 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	31-01-2019	-	Yes	8	5
2	22-03-2019	49	Yes	6	3
3	29-05-2019	67	Yes	6	3

Company Remarks	
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VI. 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	31-01-2019	-	Yes	5	4
2	Audit Committee	29-05-2019	117	Yes	4	3
3	Nomination and Remuneration Committee	31-01-2019	-	Yes	3	3
4	Nomination and Remuneration Committee	22-03-2019	49	Yes	2	2
5	Nomination and Remuneration Committee	28-05-2019	66	Yes	3	3
6	Stakeholder Relationship Committee	28-05-2019	-	Yes	3	2
7	Corporate Social Responsibility Committee	31-01-2019	-	Yes	3	1
8	Corporate Social Responsibility Committee	29-05-2019	117	Yes	3	1



Company Remarks	Mrs. Radha Unni inducted as a member of Audit Committee and Nomination and Remuneration Committee in the Board Meeting held on May 29, 2019.
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VII. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether share holder 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		

Annexure I

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) - **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. 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

