

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



CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2019

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

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

Composition of Board of Directors

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		Mr.			ĭ K			Mr.					Mr.			s)	<	1		S	^	Ф	=	=!	-
	Venkataraman	Ramachandran	Chittilappilly	Kochouseph	Mithun	Punnoose	Naduvathara	Cherian	ė.		Chittilappilly	Thomas	Kochouseph					Er .				.9	Director	Name of the	=
	AAPPR7906P	06576300	02-09-1980	ACTPC8004B	00027610	20-05-1947	AAPPP6531N	00061030	29-12-1950		ABTPK4822C		00020512							Date of Birth		PAN		DIN	III. Compo
	Director	Executive		Director	Managing	Director	Independent	Non-Executive -	Director	Independent	Non	Non-Executive -	Chairperson			2			Nominee)	Independent/	Executive/	/Executive/Non-	person	Category(Chair	II. Composition of Board of Directors
		01-06-2013	01-04-2018		01-04-2003	29-07-2014		01-11-2012			01-08-2017		12-09-1996	.3		4	appointmen	Date of Re	œ		-	Appointmen	of	Initial Date	irectors
		1			ı			1					ı							on	sati	ces	e of	Dat	
		37			15			59					23					シ	mont	îi	tor	Direc	re of	Tenu	
		Ť			_			_					2			5)		entity	this listed	including	entities	ip in listed	Directorsh	No. of	
		0			0			_1					0				*			entity	including this listed	listed entities	Directorship in	No. of Independent	
		0	2		2		v.	2					0	entity	this listed	including	e(s)	Committe	der	Stakehol	Audit/	hips in	members	No. of	
	/	0		V-GU	0			2					0				listed entity	including this	in listed entities	Committee held	/Stakeholder	Audit	Chairperson in	No. of post of	
``	255	KOCHI-682028	VENNALA	<u></u>	100 mg	MOUSTRIF	,	<i>t</i> .						5 ,										Sec	

WATVATA A

OOL ROAD

to MD or CEO	5	Whether Permanent chairperson Yes	_	Mr. Ullas K Kamath resigned from Audit Committe of from April 01, 2019.	מועיטו טפטר	details given include listed	Company Remarks	04-12-1948 Director	AAAPU1518P Independent	Ms. Radha Unni 03242769 Non-Executive - 27-09-2018 - 9	14-06-1984 Director	AZBPM3879R Independent 26-07-2016	Thomas	Ms. Joshna Johnson 02613030 Non-Executive - 02-05-2014 - 35	01-01-1963 Director 29-07-2014	 Mr. Ullas Kasaragod 00506681 Non-Executive - 02-05-2014 - 59	27-08-1943 Director 29-07-2014	Nair Appukuttan ACGPA6768B Independent	Mr. Karunakaran 00009148 Non-Executive - 27-05-2009 - 59	22-03-1959	John George AANPJ6568K Independent	Mr. Chenayappillil 00003132 Non-Executive - 16.08.2007 - 59	K1-10-1000
		Georgia de la companya de la company	1. C.	n resigned from Audit		given include				•		26-07-2016		ı	29-07-2014	,	29-07-2014		ı	29-07-2014	2		0000
						companies			-	9 4				35 1	330	59 2			59 2		<i>2</i> **	59 2	
				Jyothy Laboratories Limited		which have listed Equity				4				0		_			2				
	1									4				0		_			ω			ω	
										_1				0		0	2		_			0	



IV. Composition of Committees

a. Audit Committee

			-			-			-						
	6		G		4		ω		2		_			No.	Sr.
	03242769		00009148		00003132		00506681		00027610		00061030				NID
	Ms. Radha Unni	Appukuttan	Mr. Karunakaran Nair	George	Mr. Chenayappillil John		Mr. Ullas Kasaragod Kamath	Chittilappilly	Mr. Mithun Kochouseph	Punnoose	Mr. Cherian Naduvathara		ŭ		Name of the Director
Director	Non-Executive - Independent	Director	Non-Executive - Independent	Director	Non-Executive - Independent	Director	Non-Executive - Independent		Executive Director	Director	Non-Executive - Independent				Category
1	Member	c	Member		Member		Member		Member		Chairperson	p	Membershi	n/	Chairperso
	01-06-2018		27-05-2009		16-08-2007		04-11-2014		01-04-2012		01-11-2012			t Date	Appointmen
	1		1		ı	9	1				ı		Date	ation	Cess

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

b. Nomination and Remuneration Committee

ı					
	_			No.	Sr.
Control of the Contro	00003132				DIN
	Mr.				
	00003132 Mr. Chenayappillil John	ī			Name of the Director
	Non-Executive - Independent				Category
	Chairperson	P	Membershi	n/	Chairperso
	16-08-2007			t Date	Appointmen
	1		Date	ation	Cess



	G		4		ω		N	
	03242769		02613030		00009148		00061030	
	03242769 Ms. Radha Unni		02613030 Ms. Joshna Johnson Thomas	Appukuttan	Mr. Karunakaran Nair	Punnoose	00061030 Mr. Cherian Naduvathara	George
Director	Non-Executive - Independent	Independent Director	Non-Executive - Non	Director	Non-Executive - Independent	Director	Non-Executive - Independent	Director
	Member		Member		Member		Member	
	01-06-2019		29-07-2014		27-05-2009		01-11-2012	*)
					ı	8	1	

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

Stakeholders Relationship Committee

ი.

Sr.	DIN	Name of the Director	Category	Chairperso	Appointmen	Cess
No.				n/Members	t Date	ation
	200			hip		Date
_	0006103	0006103 Mr. Cherian Naduvathara	Non-Executive - Independent	Chairperson	01-11-2012	1
	0	Punnoose	Director			
2	0000313	Mr. Chenayappillil John George Non-Executive - Independent	Non-Executive - Independent	Member	16-08-2007	ı
	2		Director			
ω	0002761	0002761 Mr. Mithun Kochouseph	Executive Director	Member	01-04-2009	ı
	0	Chittilappilly				

in the second se	appointed	Whether Permanent chairperson Yes	Company Remarks	



d. Risk Management Committee

	0.00				100000000000000000000000000000000000000	(
ı	01-06-2017	Member	Member	Mr Sudarshan Kasturi	NA A	در
		1		Venkataraman	0	1å
	04-11-2014	MELLIDE	Executive Director	IVII. Dalilacijaijulali	0007000	Ν
	04 44 0044	Mombor	Expositive Director	Mr Domoshondron	0627230	ى
				Chittilappilly	0	
ı	Chairperson 04-11-2014	Chairperson	Executive Director		0002761	
		ъ				
Date		Membershi				
ation	t Date	n/				No.
Cess	Appointmen Cess	Chairperso	Category	Name of the Director	DIN	Sr.

e. Corporate Social Responsibility Committee

1 0002051 Mr. Kochouseph Thomas 2 Chittilappilly 2 0006103 Mr. Cherian Naduvathara 0 Punnoose 3 0002761 Mr. Mithun Kochouseph Chittilappilly	No.	DIN	Name of the Director		Category
0002051 Mr. Kochouseph Thomas 2 Chittilappilly 0006103 Mr. Cherian Naduvathara 0 Punnoose 0002761 Mr. Mithun Kochouseph 0 Chittilappilly	No.			a x	
0002051 Mr. Kochouseph Thomas 2 Chittilappilly 0006103 Mr. Cherian Naduvathara 0 Punnoose 0002761 Mr. Mithun Kochouseph 0 Chittilappilly					35.
2 Chittilappilly 0006103 Mr. Cherian Naduvathara 0 Punnoose 0002761 Mr. Mithun Kochouseph 0 Chittilappilly	_	0002051	Mr. Kochouseph Thomas	Non-Exec	Non-Executive - Non
0006103 Mr. Cherian Naduvathara 0 Punnoose 0002761 Mr. Mithun Kochouseph 0 Chittilappilly		2	Chittilappilly	Independ	Independent Director
0 Punnoose 0002761 Mr. Mithun Kochouseph 0 Chittilappilly	2	0006103	Mr. Cherian Naduvathara	Non-Ex	Non-Executive - Independent
0002761 Mr. Mithun Kochouseph Chittilappilly		0	Punnoose	Director	r
0 Chittilappilly	ω	0002761	Mr. Mithun Kochouseph	Execut	Executive Director
		0	Chittilappilly		

appointed

Whether Permanent chairperson

Yes

Company Remarks



Meeting of Board of Directors

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ω	2	_	Sr No.
29-05-2019	22-03-2019	31-01-2019	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in Chronological order)
67	49	.1	Maximum gap between any two consecutive (in number of days)
Yes	Yes	Yes	Requirement of Quorum met (Yes/No)
6	6	8	Number of Directors present
З	3	5	No. of Independent Directors attending the meeting

Company Remarks

VI. MeetingofCommittees

	∞		7		6		5		4		ω	2	_						No.	Sr
Committee	Corporate Social Responsibility	Committee	Corporate Social Responsibility	Committee	Stakeholder Relationship	Committee	Nomination and Remuneration	Committee	Nomination and Remuneration	Committee	Nomination and Remuneration	Audit Committee	Audit Committee	÷						Name of the Committee
	29-05-2019		31-01-2019	-	28-05-2019		28-05-2019		22-03-2019		31-01-2019	29-05-2019	31-01-2019	quarter	& Current	the previous	committee in	during of the	meeting	Date(s) of
	117		ı		1	5	99		49		,	117 .	1		days)	(in number of	consecutive	any two	gap between	Maximum
	Yes		Yes		Yes		Yes		Yes		Yes	Yes	Yes				(Yes/No)	met	t of Quorum	Requiremen
	ω		ω		3		ω		2	:	ω	4	5					present	Directors	Number of
	_		_		2		ω		2		ယ	ω	4			meeting	attending the	Directors	Independent	No. of



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.

VII. Related Party Transactions

Subject	Compliancestatus(Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether share holder approval obtained for material Not Applicable	Not Applicable	
RPT		
Whether details of RPT entered into pursuant to	Not Applicable	
omnibus approval have been reviewed by Audit		
Committee		*
Disclosure of notes on related party transactions		
and Disclosure of notes of material related party		
transactions		



Annexure I

VI. 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
- AuditCommittee Yes
- Nomination&remunerationcommittee Yes
- Stakeholdersrelationshipcommittee Yes
- d. Risk management committee (applicable to the top 100 listed entities) Yes
- ω 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 obligations and disclosure requirements) Regulations, 2015- Yes The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing

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

JAYASREE K

Company Secretary & Compliance Officer

Designation

