

# ANNEXURE I

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - V-Guard Industries Limited
2. Quarter ending - 31-Mar-2018

### I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	DIN	PAN	Category	Date of Appointment	Date of Cessation	Tenure	No of Directorship in listed entities including this listed entity	No of membership in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in A Stakeholder Committee held listed entities including this list entity
Mr.	Kochouseph chittilappilly	00020512	ABTPK4822C	C & NED	01-Apr-2015	-		2	0	0
Mr.	Cherian N Punnoose	00061030	AAPPP6531N	ID	29-Jul-2014	28-07-19	5 years	1	2	1
Mr.	Mithun K chittilappilly	00027610	ACTPC8004B	ED	01-Apr-2015	-		1	2	0
Mr.	Ramachandran V	06576300	AAPPR7906P	ED	01-Jun-2016	-		1	0	0
Mr.	A K Nair	00009148	ACGPA6768B	ID	29-Jul-2014	28-07-19	5 years	2	3	1
Mr.	C J George	00003132	AANPJ6568K	ID	29-Jul-2014	28-07-19	5 years	2	3	1
Mr.	Ullas K Kamath	00506681	ACNPK9912A	ID	29-Jul-2014	28-07-19	5 years	2	2	0
Mrs.	Joshna Johnson Thomas	02613030	AZBPM3879R	NED	26-Jul-2016	-		1	0	0

Note : Mr. Mithun K Chittilappilly has been re-appointed as Managing Director of the Company for a term of 3 years w.e.f April 1, 2018 in the Board Meeting held on March 23, 2018, subject to the approval of shareholders in the ensuing AGM

### II. Composition of Committees

#### Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Cherian N Punnoose	ID	Chairperson
2	Mr. C J George	ID	Member
3	Mr. A K Nair	ID	Member
4	Mr. Mithun K Chittilappilly	ED	Member
5	Mr. Ullas K Kamath	ID	Member

#### V-GUARD INDUSTRIES LTD.

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Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. C J George	ID	Chairperson
2	Mr. Cherian N Punnoose	ID	Member
3	Mr. Mithun K Chittilappilly	ED	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Mithun K Chittilappilly	ED	Chairperson
2	Mr. Ramachandran V	ED	Member
3	Mr. Sudarshan Kasturi	CFO	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. C J George	ID	Chairperson
2	Mr. Cherian N Punnoose	ID	Member
3	Mr. A K Nair	ID	Member
4	Ms. Joshna Johnson Thomas	NED	Member

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirements of quorum met	Maximum gap between any two consecutive (in number of days)
25-Oct-2017	22-01-2018	yes	88
25-Oct-2017	23-03-2018	yes	59

### IV. Meeting of Committees

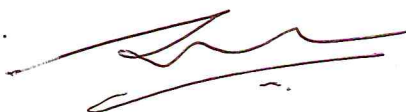
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	22-01-2018	Yes	25-10-2017	88 days
Nomination & Remuneration Committee	22-01-2018	Yes	Nil	
	23-03-2018	Yes	Nil	
Stakeholders Relationship Committee	NIL	-	27-11-2017	



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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

#### 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) - **Not applicable**
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: Nil



Name : JAYASREE K  
 Designation : Company Secretary & Compliance Officer





## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes. During the quarter and / or the Financial Year under review, no vacancy was created by resignation or removal of independent director.
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	24(2)-Yes 24(3)-Yes 24(4)-NA 24(5)-NA 24(6)-NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Notes:**

- a. The Company has formed Risk Management Committee voluntarily and composition of the Committee is in accordance with the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. **Formation of Subsidiary:**

During the year under review, the Company has acquired equity shares of GUTS Electro-Mech Ltd., an unlisted public company situated at Hyderabad, to the extent of 74% of its paid-up capital. GUTS Electro-Mech Ltd., is not a material subsidiary of the Company. Corporate Governance requirements with respect to subsidiary have been complied.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : Jayasree K  
Designation : Company Secretary & Compliance Officer

