

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: 30th September, 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	The Board of Directors in their meeting held on 31.07.2017 re-designated Mr. Kochouseph Chittilappilly to Non-Executive Non-Independent category effective from 01.08.2017	-	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	1/4/2015	-	-	1	2	NIL
Mr	Ramachandran V	AAPPR7906P	06576300	Executive Director	01/06/2013	-	-	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	3	NIL
Mrs	Joshna Johnson Thomas	AZBPM3879R	02613030	Non-Executive, Non-Independent Director	26/07/2016	-	-	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)
19.05.2017	31.07.2017	72

Maximum gap between two consecutive (in number of days) - 72

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	31.07.2017	Yes	19.05.2017	72
Nomination and Remuneration Committee	31.07.2017	Yes	19.05.2017	72
Nomination and Remuneration Committee	31.07.2017	Yes	19.05.2017	72
Stakeholders relationship Committee	11.08.2017	Yes	19.05.2017	83

Maximum gap between two consecutive (in number of days) - 72

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

- The composition of Board of Directors is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Reg;
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship and Share Transfer Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
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





Annexure-3

I Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remarks</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NO	Mr. C.J George, Chairman of the Nomination and Remuneration Committee, authorised Mr. Cherian N Punnoose, Independent Director, to attend the Annual General Meeting on his behalf.

For V-Guard Industries Limited

Jayasree K
Company Secretary and Compliance officer

