

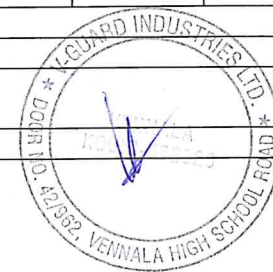
ANNEXURE I
CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED DECEMBER 31,2024

1. Name of Listed Entity - V-Guard Industries Limited
2. Quarter ending - 31-DECEMBER 2024

i. Composition Of Board of Director

| Title | Name of the Director | DIN and Date of Birth | Category | Initial Date of Appointment | Date of Re-Appointment | Date of cessation | Tenure | Whether the director is disqualified? | Current status | Whether special resolution passed? | Date of passing special resolution | 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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity | Membership in Committees of the Company |
|-------|------------------------------------|------------------------|--------------------------------------|-----------------------------|------------------------|-------------------|--------|---------------------------------------|----------------|------------------------------------|------------------------------------|---|--|---|--|---|
| Ms | RADHA UNNI | 03242769 04-12-1948 | Non-Executive - Independent Director | 27-09-2018 | 27-09-2021 | | 75 | No | Active | Yes | 05-08-2021 | 1 | 1 | 2 | 1 | 4 |
| Mr | MITHUN KOCHOUSEPH CHITILAPPILLY | 00027610 02-09-1980 | Executive Director | 01-04-2003 | 01-04-2021 | | | No | Active | NA | | 1 | 0 | 2 | 0 | 4 |
| Mr | RAMACHANDRAN VENKATARAMAN | 06576300 27-10-1963 | Executive Director | 01-06-2013 | 01-06-2024 | | | No | Active | NA | | 1 | 0 | 0 | 0 | 1 |
| Mr | GEORGE MUTHOOT JACOB | 00018955 16-08-1983 | Non-Executive - Independent Director | 05-10-2020 | 05-10-2020 | | 50 | No | Active | NA | | 2 | 1 | 3 | 0 | 4 |
| Mr | BIJU VARKEY | 01298281 22-12-1965 | Non-Executive - Independent Director | 26-05-2021 | 26-05-2021 | | 43 | No | Active | NA | | 2 | 2 | 1 | 0 | 3 |
| Mr | ANTONY SEBASTIAN KARATHRA | 01628332 23-05-1960 | Executive Director | 30-05-2023 | 30-05-2023 | | | No | Active | NA | | 1 | 0 | 0 | 0 | 1 |
| Mr | ISHWAR SUBRAMANIAN | 01473535 19-02-1960 | Non-Executive - Independent Director | 30-05-2023 | 30-05-2023 | | 19 | No | Active | NA | | 1 | 1 | 1 | 1 | 2 |

| | |
|---|-----|
| Company Remarks | NIL |
| Whether Regular chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |



ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------------|----------|--------------------|---------------------|-------------------|
| 1 | ISHWAR SUBRAMANIAN | ID | Chairperson | 31-Oct-2023 | |
| 2 | MITHUN KOCHOUSEPH CHITILAPPILLY | ED | Member | 01-Apr-2009 | |
| 3 | RADHA UNNI | ID | Member | 01-Jun-2019 | |
| 4 | GEORGE MUTHOOT JACOB | ID | Member | 01-Aug-2021 | |

| | |
|---------------------------------------|-----|
| Company Remarks | NIL |
| Whether Regular chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------------|----------|--------------------|---------------------|-------------------|
| 1 | RADHA UNNI | ID | Chairperson | 31-Oct-2023 | |
| 2 | MITHUN KOCHOUSEPH CHITILAPPILLY | ED | Member | 01-Apr-2009 | |
| 3 | BIJU VARKEY | ID | Member | 01-Jun-2022 | |
| 4 | GEORGE MUTHOOT JACOB | ID | Member | 01-Jun-2022 | |

| | |
|---------------------------------------|-----|
| Company Remarks | NIL |
| Whether Regular chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------------|-------------------------|--------------------|---------------------|-------------------|
| 1 | RADHA UNNI | ID | Chairperson | 31-Oct-2023 | |
| 2 | MITHUN KOCHOUSEPH CHITILAPPILLY | ED | Member | 04-Nov-2014 | |
| 3 | RAMACHANDRAN VENKATARAMAN | ED | Member | 04-Nov-2014 | |
| 4 | SUDARSHAN KASTURI | Chief Financial Officer | Member | 01-Jun-2017 | |
| 5 | GEORGE MUTHOOT JACOB | ID | Member | 31-Oct-2023 | |

| | |
|---------------------------------------|--|
| Company Remarks | Mr. Sudarshan Kasturi is the Member of the Risk and ESG Committee, whereas he is not a board member. |
| Whether Regular chairperson appointed | Yes |



d. Nomination and Remuneration Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1 | BIJU VARKKEY | ID | Chairperson | 01-Apr-2022 | |
| 2 | RADHA UNNI | ID | Member | 01-Jun-2019 | |
| 3 | ISHWAR SUBRAMANIAN | ID | Member | 31-Oct-2023 | |

| | |
|---------------------------------------|-----|
| Company Remarks | NIL |
| Whether Regular chairperson appointed | Yes |

e. Corporate Social Responsibility Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|------------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1 | ANTONY SEBASTIAN KARATHRA | ED | Chairperson | 31-Oct-2023 | |
| 2 | MITHUN KOCHOUSEPH CHITILAPPILLY | ED | Member | 20-Mar-2014 | |
| 3 | GEORGE MUTHOOT JACOB | ID | Member | 01-Aug-2021 | |
| 4 | BIJU VARKKEY | ID | Member | 31-Oct-2023 | |

| | |
|---------------------------------------|-----|
| Company Remarks | NIL |
| Whether Regular chairperson appointed | Yes |

a. Other Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Name of other Committee</i> |
|----------------|----------------------------------|-----------------|---------------------------|--------------------------------|
| 1 | ISHWAR SUBRAMANIAN | ID | Chairperson | Investment Committee |
| 2 | BIJU VARKKEY | ID | Member | Investment Committee |
| 3 | MITHUN KOCHOUSEPH CHITILAPPILLY | ED | Member | Investment Committee |
| 4 | RAMACHANDRAN VENKATARAMAN | ED | Member | Investment Committee |

| | |
|---------------------------------------|-----|
| Company Remarks | NIL |
| Whether Regular chairperson appointed | Yes |



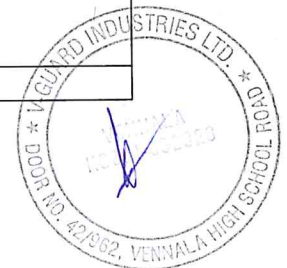
iii. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present (All directors including Independent Director) | No. of Independent Directors attending the meeting |
|---|--|---|--|--|
| 24-07-2024 | Yes | 10 | 10 | 7 |
| 29-10-2024 | Yes | 7 | 6 | 3 |

| | |
|---|-----|
| Company Remarks | NIL |
| Maximum gap between any two consecutive (in number of days) | 96 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors present (All directors including Independent Director) | Number of Independent directors attending the meeting | Number of Members attending the Meeting (Other than Board of Directors) |
|---|---|--|--|--|---|---|
| Audit Committee | 23-07-2024 | YES | 7 | 7 | 6 | 0 |
| Audit Committee | 28-10-2024 | YES | 4 | 4 | 3 | 0 |
| Nomination and remuneration committee | 23-07-2024 | YES | 6 | 6 | 6 | 0 |
| Nomination and remuneration committee | 28-10-2024 | YES | 3 | 3 | 3 | 0 |
| Risk Management Committee | 11-07-2024 | YES | 5 | 4 | 2 | 1 |
| Risk Management Committee | 08-10-2024 | YES | 4 | 4 | 2 | 1 |
| Corporate Social Responsibility Committee | 28-10-2024 | YES | 4 | 4 | 2 | 0 |
| Stakeholders Relationship Committee | 23-07-2024 | YES | 6 | 6 | 5 | 0 |
| Company Remarks | NIL | | | | | |



| | |
|--|--|
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 1) Audit Committee: 96 2) Nomination and Remuneration Committee: 96 3) Risk & ESG Committee: 88 |
|--|--|

v. **Related Party Transactions**

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> | <i>Remark</i> |
|--|--------------------------------------|---------------|
| 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 | |

| | |
|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|--|--|

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 & ESG Committee – **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:

Name : **Vikas Kumar Tak**
Designation : **Company Secretary & Compliance Officer**



Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Name of signatory : Vikas Kumar Tak
Designation of person : Company Secretary and Compliance Officer
Place : Kochi
Date : 06-01-2025

