November 6, 2026

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra-East, Mumbai- 400 051
Scrip Code: 532953	Symbol: VGUARD

Dear Sir/Madam,

Sub: Intimation of Notice of Postal Ballot

With reference to our intimation dated October 29, 2026 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Postal Ballot Notice (Notice) for seeking shareholders' approval via remote e-voting for appointment of Mr. Kurian Puthenpurayil John (DIN: 00498748) as Non-Executive Independent Director for a first term of five consecutive years by way of special resolution as per the details provided in the Notice.

In accordance with the relevant circulars issued by MCA and SEBI, the Notice is being sent through electronic mode to all those members of the Company whose email addresses are registered with the Company and/or Depositories, i.e. National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, October 30, 2026 (Cut-off date). The Notice will also be available on the Company's website at https://www.vguard.in/investor-relations/postal-ballot and on website of CDSL at www.evotingindia.com.

The Company has appointed CDSL to provide e-voting facility to enable the members to cast their votes electronically. Below is the e-voting schedule of Postal Ballot:

e-Voting Information	
Cut-off date for determining the eligibility to vote by remote e-voting	Friday, October 30, 2026
Date and time of commencement of remote e-voting	Saturday, November 7, 2026 at 9.00 A.M.
Date and time of ending of remote e-voting	Sunday, December 6, 2026 at 5.00 P.M.

The e-voting platform will be disabled by CDSL thereafter and it shall not be allowed beyond the aforesaid end date and time.

The results of the e-voting by Postal Ballot will be announced on or before Tuesday, December 8, 2026. The Resolution, if passed by requisite majority shall be deemed to have been passed

on Sunday, December 6, 2026 being the last date specified by the Company for e-voting. Voting results along with scrutinizer's report will be made available on the website of the Company at https://www.vguard.in/investor-relations/voting-results and on the website of CDSL and will also be forwarded to the Stock Exchanges where shares of the Company are listed.

We request you to kindly take the above information on record and treat this as compliance with relevant applicable laws.

Thanking You,

Yours Sincerely,

For V-Guard Industries Limited

Vikas Kumar Tak
Digitally signed by Vikas Kumar Tak
Date: 2026.11.06 11:14:07 +05'30'

Vikas Kumar Tak
Company Secretary & Compliance Officer
Membership No. FCS 6618

Encl: As above

V-GUARD INDUSTRIES LTD.
Regd. Office: 42/962,
Vennala High School Road,
Vennala, Kochi – 682 028.
CIN: L31200KL1996PLC010010

P +91 484 300 5000, 200 5000
E mail@vguard.in
W www.vguard.in

V-GUARD

POSTAL BALLOT NOTICE



V-GUARD INDUSTRIES LIMITED
CIN: L31200KL1996PLC010010
Registered Office: 42/962, Vennala High School Road, Vennala,
Ernakulam, Kerala – 682 028
Ph. No. – (+91) 484 433 5000
Email: investors@vguard.in, Website: www.vguard.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that the resolution set out below is proposed for approval by the members of V-Guard Industries Ltd. ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, in accordance with provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2025 dated September 22, 2025 and other relevant circulars issued in this regard from time to time, by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time).

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

SPECIAL BUSINESS

1. **To appoint Mr. Kurian Puthenpurayil John (DIN: 00498748) as Non-Executive Independent Director for a first term of five consecutive years**

To consider and if thought fit, to pass, the following resolution, as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force], (SEBI Listing Regulations) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kurian Puthenpurayil John (DIN: 00498748), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from October 29, 2026 pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company and who meets the criteria of independence, as provided in Section 149(6) of the Companies Act, 2013 and the rules thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and has submitted a declaration to that effect, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from October 29, 2026 to October 28, 2031 (both days inclusive) on such terms and conditions as set out in Explanatory Statement annexed to the notice;

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to do all such act(s), deed(s), matter(s) and thing(s) as may be considered necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board
For **V-Guard Industries Limited**

Vikas Kumar Tak
Company Secretary & Compliance Officer
(Membership No.: F 6618)

Regd. Office: 42/962, Vennala High School Road,
Vennala, Ernakulam, Kerala - 682028
Ph No.: +91 484 433 5000
E-mail: investors@vguard.in
Website: www.vguard.in
Date: October 29, 2026

Notes:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act, read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required, is appended to this Postal Ballot Notice.

2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) [Depositories] as on Friday, October 30, 2026 ("Cut-off Date") and whose e-mail IDs are registered with the Company/Depositories. Physical copies of the Notice are not being sent to Members for this Postal Ballot and the members are requested to provide their assent or dissent through remote e-voting only. Instructions for e-voting are provided in the Notice.

3. Brief resume of the Director proposed to be appointed through this Postal Ballot, nature of his expertise in specific functional areas, names of companies in which he hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1**.

4. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide the facility of remote e-voting to its members for voting on resolution set forth in the Notice. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facility.

5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at https://www.vguard.in/investor-relations/postal-ballot, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at https://www.evotingindia.com.

6. All the material documents referred to in the Explanatory Statement, shall be available for inspection by the members at the Registered Office of the Company during normal business hours (between 11:00 A.M. to 5:00 P.M.) on all working days upto and including the last date of e-voting. The documents shall be available for inspection for Members through electronic mode, upon a request being sent on investors@vguard.in mentioning their name, Folio no. / DP ID and Client ID and the documents they wish to inspect.

7. Members holding shares in physical form are requested to promptly notify in writing their bank account details/ any change therein or change in their address, nomination, e-mail address, mobile number, etc. in Form ISR-1 and other forms pursuant to SEBI Master circular SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 read with subsequent circulars issued in this regard along with requisite documents as mandated by SEBI, to RTA. These details will be updated provided other relevant KYC details are registered for the Folio. Members holding shares in electronic form are requested to notify the change in above particulars directly to their DP.

8. The cut-off date for the purpose of determining the members eligible for participation in e-voting is Friday, October 30, 2026. Please note that a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

9. Voting rights of a member / beneficial owner shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA /the Company.

11. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.

12. The Board has appointed Mr. M.D. Selvaraj (FCS: 960 / COP: 411), Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner, and he has communicated his willingness to be appointed and will be available for the said purpose.

13. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Board after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Tuesday, December 8, 2026. The Resolution, if passed by requisite majority shall be deemed to have been passed on Sunday, December 6, 2026, being the last date specified by the Company for e-voting. Voting results along with scrutinizer's report

will be made available on the website of the Company at https://www.vguard.in/investor-relations/voting-results and on the website of CDSL and will also be forwarded to the Stock Exchanges where shares of the Company are listed.

14. The Board of Directors of your Company has appointed Mr. Mithun K Chittilappilly, Chairman & Managing Director (DIN: 00027610) and Mr. Vikas Kumar Tak, Company Secretary (ICSI Membership No.: F 6618), of the Company as the persons responsible for the entire Postal Ballot process.

15. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Friday, October 30, 2026, may cast their vote electronically. The e-voting facility shall be available from 9:00 AM (IST) on Saturday, November 7, 2026 till 5:00 PM (IST), on Sunday, December 6, 2026. The e-voting module shall be disabled by CDSL for voting thereafter.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER:-

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments or modifications thereof, if any) and Companies Act, 2013 and various circulars issued in this regard, the Company is providing remote e-voting facility to its shareholders.

Instructions of e-voting are hereunder:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, login method for e-Voting for individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & Myeasi New (token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & Myeasi New (token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for

	IDeAS Portal" or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

(vi) Click on the EVSN of V-Guard Industries Ltd.

(vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

(xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address mds@mdsassociates.in / investors@vguard.in, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board
For **V-Guard Industries Limited**

Vikas Kumar Tak
Company Secretary & Compliance Officer
(Membership No.: F 6618)

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS")

Item No. 1

To appoint Mr. Kurian Puthenpurayil John (DIN: 00498748) as Non-Executive Independent Director for a first term of five consecutive years

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Act read with Rules made thereunder and the SEBI Listing Regulations and based on the recommendations of the Nomination and Remuneration Committee and pursuant to Section 161 of the Act, and after considering his skills, competencies, experience, the Board of Directors appointed Mr. Kurian Puthenpurayil John (DIN: 00498748) as an Additional Director (Non-Executive Independent) of the Company w.e.f. October 29, 2026. The Board of Directors further recommended the appointment of Mr. Kurian Puthenpurayil John (DIN: 00498748) as a Non-Executive Independent Director for a first term of five consecutive years with effect from October 29, 2026 till October 28, 2031 (both days inclusive), not liable to retire by rotation, for the approval of the shareholders by way of Special Resolution, in terms of the Act and the SEBI Listing Regulations, or any amendment thereto or modification thereof. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kurian Puthenpurayil John (DIN: 00498748) for the office of Director of the Company.

Mr. Kurian Puthenpurayil John is a Fellow Chartered Accountant (FCA) and a member of the Institute of Chartered Accountants of India (ICAI), with over two decades of experience across finance, capital markets, corporate governance, investor relations and business strategy.

He has held senior positions with leading professional Big 4 services firms and has advised listed and unlisted companies across diverse jurisdictions and sectors on corporate governance, IPO readiness, regulatory compliance, audit, assurance and internal control frameworks.

He is the Founder and Chief Executive Officer of KloVr Corporate Advisors LLC, United Arab Emirates, providing strategic counsel to companies, investment entities and their leadership on capital allocation, investment strategy, capital markets transactions, corporate transformation, mergers and acquisitions, governance, investor relations and long-term value creation.

He has worked closely with Boards and senior management teams across multiple jurisdictions, providing strategic and financial guidance to support informed decision-making, effective governance and sustainable business growth.

His international experience includes advising entities operating within Dubai International Financial Centre (DIFC) and Abu Dhabi Global Market (ADGM), as well as companies listed on the Dubai Financial Market (DFM) and Abu Dhabi Securities Exchange (ADX).

His extensive cross-border experience, strategic perspective and expertise in financial oversight, investment strategy and corporate governance will provide valuable guidance to the Board and further strengthen the Company's governance framework and long-term growth and strategic objectives.

The Company has received necessary declarations/disclosures from Mr. Kurian Puthenpurayil John including:

i. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
ii. Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (1) and (2) of Section 164 of the Companies Act, 2013;
iii. Declaration in Form MBP-1 pursuant to Section 184(1) of the Act and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules 2014
iv. Declaration that he is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI) or any such statutory authority;
v. Declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
vi. Confirmation that he has registered his name in the databank maintained by the Indian Institute of Corporate Affairs (IICA), in accordance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and that he has passed the proficiency test conducted by IICA and;
vii. Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board of Directors, based on the declaration received from Mr. Kurian Puthenpurayil John (DIN: 00498748), has verified the veracity of such disclosures and confirms that Mr. Kurian Puthenpurayil John fulfils the conditions of independence specified in the SEBI Listing Regulations and the Companies Act, 2013 and is independent of the management.

Mr. Kurian Puthenpurayil John, being an Independent Director, is eligible to be paid sitting fee for attending Board and Committee meetings, reimbursement of expenses incurred for attending the aforementioned meetings and commission within the limits as may be prescribed by the Board and/or the Shareholders from time to time. He does not hold any Equity Shares in the Company as on date of the Notice and is not related to any of the Directors of the Company.

Copy of draft letter of appointment of Mr. Kurian Puthenpurayil John (DIN: 00498748) setting out the terms and conditions of appointment is available electronically for inspection by the Members and is also uploaded on the website of the company at https://www.vguard.in/uploads/downloads/draft-LOA.pdf.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

A detailed resume of Mr. Kurian Puthenpurayil John and other relevant details are accompanying this Notice pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India in **Annexure 1**.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kurian Puthenpurayil John meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and under SEBI Listing Regulations and he is independent of the management and possesses appropriate skills, expertise, experience, knowledge and integrity including proficiency required for this role.

Accordingly, the Board of Directors recommends to the members the appointment of Mr. Kurian Puthenpurayil John (DIN: 00498748) as a Non-Executive Independent Director of the Company for a first term of five consecutive years with effect from October 29, 2026 to October 28, 2031 by way of Special Resolution as set out in Item No. 1 of the Postal Ballot Notice.

Other than Mr. Kurian Puthenpurayil John and his relatives, none of the other Directors and Key Managerial Personnel of the Company including their respective relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 1 of the Notice.

By Order of the Board
For **V-Guard Industries Limited**

Vikas Kumar Tak
Company Secretary & Compliance Officer
(Membership No.: F 6618)

Annexure 1

DETAILS OF DIRECTOR SEEKING APPOINTMENT

[*Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings*]

Name	Mr. Kurian Puthenpurayil John
Date of Birth & Age	08.08.1982 44 years
DIN & Nationality	00498748 Indian
Date of first appointment to the Board	29.10.2026
Qualification	Chartered Accountant Bachelor of Commerce from M.G. University, Kerala
Expertise/ Skills/ Experience in specific functional areas	Mr. Kurian Puthenpurayil John is a Fellow Chartered Accountant (FCA) and a member of the Institute of Chartered Accountants of India (ICAI), with over two decades of experience across finance, capital markets, corporate governance, investor relations and business strategy. He has held senior positions with leading professional Big 4 services firms and has advised listed and unlisted companies across diverse jurisdictions and sectors on corporate governance, IPO readiness, regulatory compliance, audit, assurance and internal control frameworks. He is the Founder and Chief Executive Officer of KloVr Corporate Advisors LLC, United Arab Emirates, providing strategic counsel to companies, investment entities and their leadership on capital allocation, investment strategy, capital markets transactions, corporate transformation, mergers and acquisitions, governance, investor relations and long-term value creation. He has worked closely with Boards and senior management teams across multiple jurisdictions, providing strategic and financial guidance to support informed decision-making, effective governance and sustainable business growth.

	His international experience includes advising entities operating within DIFC and ADGM, as well as companies listed on the Dubai Financial Market (DFM) and Abu Dhabi Securities Exchange (ADX). His extensive cross-border experience, strategic perspective and expertise in financial oversight, investment strategy and corporate governance will provide valuable guidance to the Board and further strengthen the Company's governance framework and long-term growth and strategic objectives.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director(s) or Manager or Key Managerial Personnel of the Company.
Directorship held in other Companies	NA
Memberships in the Committees of Board of other Companies	NA
Membership and Chairmanship in the Committees of the Board of the Company	NA
No. of shares held in the Company including shareholder as a beneficial owner	NIL
Number of meetings of the Board attended from April 1, 2026 to October 29, 2026	Mr. Kurian Puthenpurayil John was appointed as Additional Director w.e.f. October 29, 2026. He attended the said meeting.
Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director for first term of five consecutive years commencing from October 29, 2026 to October 28, 2031, not liable to retire by rotation. Mr. Kurian Puthenpurayil John, being an Independent Director, is eligible to be paid sitting fee, reimbursement of expenses incurred for attending the Board and Committee meetings and commission.

Details of last drawn remuneration	NA
Resignations from listed entity in last three years	NIL

By Order of the Board
For **V-Guard Industries Limited**

Vikas Kumar Tak
Company Secretary & Compliance Officer
(Membership No.: F 6618)