



# VISHAL COLOUR ROOFS LTD.

CIN: U74899DL2005PLC139155

E-mail: [info@vishalcolourroofs.com](mailto:info@vishalcolourroofs.com), Website: [www.vishalcolourroofs.com](http://www.vishalcolourroofs.com)

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (02<sup>ND</sup> EGM OF 2025-26) OF THE MEMBERS OF VISHAL COLOUR ROOFS LIMITED WILL BE HELD AT SHORTER NOTICE ON WEDNESDAY, JANUARY 28, 2026 AT 11.00 A.M. THROUGH VIDEO CONFERENCING AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 203, 2ND FLOOR, VARDHMAN MAYUR MARKET, KONDLI GHAROLI, MAYUR VIHAR PHASE – 3, NEAR MOTHER DAIRY, DELHI 110096 (DEEMED VENUE), TO TRANSACT THE FOLLOWING AS SPECIAL BUSINESSES:

### 1. ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Clause III (B) of the Memorandum of the Company dealing with “Matters which are necessary for furtherance of the Objects specified in Clause III (A) are” be and is hereby amended by inserting following new clauses after sub-clause 16 of the Memorandum of Association of the Company:

17. To open physical and/ or virtual branch offices in India and overseas jurisdictions.
18. To appoint agents to promote the business of the Company in India and overseas jurisdictions.
19. To borrow or raise monies or loans for the purposes of the Company by promissory notes, bills of exchange hundies and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge or by debentures or by debenture stock, perpetual or otherwise charged upon all or any of the Company’s property and assets both present and future, movable and immovable including its uncalled capital upon such terms as the Directors may deem expedient and in such other manner or take monies, deposits or otherwise (merely for the purposes of financing of the business of the Company, with or without allowance of interest thereon and to lend money to customers and to guarantee the performance of contracts by any such persons and to execute all deeds and writing assurance for any aforesaid purposes. The Company shall not carry on banking business as defined by the Banking Regulation Act 1949 or any insurance business as defined under Insurance Act 1938.
20. To lend & borrow money from Banks, Institution and other agencies for the objects of the Company at such terms as may be decided by the Board of Directors from time to time.

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21. To lend and advance money or give money or give credit to any person or Company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligation by any person or Company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company and otherwise to assist any person or Company.
22. To undertake, carryout, promote, and sponsor development including any programme for promoting the social and economic welfare or the uplift of the public in any rural area, semi urban, and/or underserved segments and to incur any expenditure on any programme of development and to assist execution and promotion thereof either directly through an independent agency or in any other manner without prejudice to the generality of the promoting of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural areas which the Directors considers it likely to promote assist rural development and that word rural area shall include such area as may be regarded as rural areas under the provisions of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may regarded by the Director as rural areas.
23. To achieve greater growth of the national economy through increased productivity, effective utilization materials and manpower resources, export, promotion and continued application of modern techniques so as to discharge its social and moral responsibilities to the shareholders, employees, customers, local community and the society, and to undertake, carry out, promote and sponsor or assist any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors dice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper or advance these object or for giving merit awards, or giving scholarships or other person or researches and for establishing conducting or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and two Directors may at their discretion in order to implement any of the abovementioned objects.
24. To acquire by purchase, lease, concession, grant, license or otherwise, such lands, buildings, minerals, waterworks plants, machinery, stock in trade, technologies, IPs, content in all formats, across audiences, stores and spare parts, rights, privileges easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of the Company howsoever acquired such workshops, warehouse offices, residences and other buildings and to erect roads, railways branches, or siding ways, bridges, water courses.

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25. To pay for any property acquired by the Company and remunerate any persons, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of share or securities of the Company.
26. Subject to provisions of the Companies Act, 2013, to accept gifts and to give gifts and donations, to create trusts for the welfare of employees, members, Directors and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.
27. To subscribe for, become a member of association and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association such information as may be likely to further improve the objects of the Company.
28. To appoint selling representatives, commission agents, and to engage lawyers and solicitors and to grant them or any of them necessary power of attorney.
29. To act as principals, agents, contractors, trustees, attorneys or otherwise, either alone or in conjunction with others and to establish offices, agencies, or branches for carrying on objects of the Company, in India or abroad.
30. To enter into arrangements with any Government or Authorities, Municipal, local or otherwise, that may appear to the Company conducive to the Company's object or any of them and to obtain from such Government or Authorities any rights, privileges and concessions which the Company may think desirable to obtain, add or carry out, exercise and comply with any such arrangements, right privileges and concessions.
31. To carry on any business whatsoever that can be advantageously carried on by the Company independent of, or in connection with or in ancillary to any of the above business or to the general business of the Company.
32. In the event of winding up to distribute all or any of the Company's assets to the members in specie or kinds or any proceeds or sales or disposal of any property of the Company, subject to the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

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## 2. TO OFFER, ISSUE AND ALLOT UPTO 2,02,797 EQUITY SHARES ON PREFERENTIAL OFFER CUM PRIVATE PLACEMENT BASIS

To consider and if thought fit, pass the following resolution, with or without modification(s) as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder including any statutory modification thereto or re-enactment thereof for the time being in force, enabling provisions of the Memorandum of Association and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to offer, issue and allot upto 2,02,797 (Two Lakh Two Thousand Seven Hundred and Ninety Seven) Equity Shares of Rs. 10/- (Rupees Ten Only) each Share, at a premium of Rs. 133.000143/- each Share, aggregating to Rs. 2,90,00,000/- (Rupees Two Crore and Ninety Lakhs Only), on Preferential Offer cum Private Placement basis to the following persons (‘Investors’) identified by the Board:

Sr. No.	Name of the proposed Allottee	Number of Equity Shares	Amount of Consideration (Face value + Premium)
1.	Trilok & Mohini Group Private Limited	34,965	Rs. 50,00,000/-
2.	Ankit Jain	27,972	Rs. 40,00,000/-
3.	Naman Bhatia	13,986	Rs. 20,00,000/-
4.	Shaifee Gupta	13,986	Rs. 20,00,000/-
5.	Snigdha Nigam	13,986	Rs. 20,00,000/-
6.	Sonal Kumar	6,993	Rs. 10,00,000/-
7.	Sahil Mittal	6,993	Rs. 10,00,000/-
8.	Alok Kumar Mishra	6,993	Rs. 10,00,000/-
9.	Vivek Raj Manuja	6,993	Rs. 10,00,000/-
10.	Sunil Lakhotia	6,993	Rs. 10,00,000/-
11.	Bimla Lakhotia	6,993	Rs. 10,00,000/-
12.	Monika Lakhotia	6,993	Rs. 10,00,000/-
13.	Mayank Kumar Mall	6,993	Rs. 10,00,000/-
14.	Tanya Kalsi	6,993	Rs. 10,00,000/-
15.	Ashmit Singh Kalsi	6,993	Rs. 10,00,000/-
16.	Bhavya Gupta	6,993	Rs. 10,00,000/-
17.	Seema Gupta	6,993	Rs. 10,00,000/-
18.	Sangeeta Shekhawat	6,993	Rs. 10,00,000/-
19.	Ruturajsinh Chudasama	6,993	Rs. 10,00,000/-
	<b>Total</b>	<b>2,02,797</b>	<b>Rs. 2,90,00,000/-</b>

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**RESOLVED FURTHER THAT** Equity Shares be offered, issued, and allotted to the Investors, on the terms and conditions as may be mutually decided between the Board and the Investors and the said Equity Shares will rank pari-passu in all respects with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company.

**RESOLVED FURTHER THAT** pursuant to the Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, draft Offer Letter in Form PAS – 4, along with the draft application form and other related documents, as placed before the Members be and is hereby approved and any Director of the Company, be and is hereby authorised to finalise, sign, issue and keep in his custody the said Offer Letter along with the related documents.

**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to record the above mentioned name of the offerees pursuant to the Rule 14(4) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any Director of the Company is authorized to keep the record in the format PAS-5.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including deciding the timing of offer, offer period, validity of offer letter and allot these Equity Shares on receipt of monies and to execute such documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

### 3. TO INCREASE BORROWING LIMITS OF THE COMPANY NOT EXCEEDING TO RS. 200 CRORES

To consider and if thought fit, pass the following resolution, with or without modification(s) as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the Members of the Company, be and are hereby accorded to borrow from time to time, such sum or sums as the Board may deem appropriate, for the business purposes of the Company, notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company, provided that the total amount up to which such monies may be borrowed by the Board of Directors shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) at any point of time.

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and is hereby authorized to do all such acts, deeds, things, and matters and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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#### 4. TO CREATE A CHARGE/MORTGAGE ON THE PROPERTIES OF THE COMPANY UP TO A LIMIT OF RS. 200 CRORES

To consider and if thought fit, pass the following resolution, with or without modification(s) as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded to create mortgage(s), charge(s), hypothecation(s) or other encumbrance(s) on all or any of the immovable and movable properties of the Company, wherever situated, present and future, and/or of the whole or substantially the whole of the undertaking(s) of the Company, in such form and manner as may be deemed fit, in favour of banks, financial institutions and other lenders to secure the borrowings of the Company together with interest, costs, charges, expenses and all other monies payable by the Company, provided that the total amount secured at any point of time shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores only).

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby authorized to negotiate, finalize and execute with the lenders the documents, deeds, writings, papers and agreements, including deeds of hypothecation, mortgage and other security documents, and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for the purpose of giving effect to this resolution.”

#### 5. TO PROVIDE AUTHORITY FOR MAKING INVESTMENT, GIVING LOAN, SECURITY OR GUARANTEE OF AN AMOUNT NOT EXCEEDING RS. 200 CRORES

To consider and if thought fit, pass the following resolution, with or without modification(s) as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to give loans/or give any guarantee or provide security in connection with a loan to any person or Body Corporate and/or acquire by way of subscription, purchase or otherwise, the securities of any Body Corporate up to an aggregate amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crore only), notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the said resolution, any one of the Directors of the Company authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign whether digitally or otherwise and to execute deeds, applications, documents, e-Forms and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**For and on Behalf of Board of Directors  
Vishal Colour Roofs Limited**



**Mr. Vaibhav Goyal**  
Director  
DIN: 07292438

Place: Delhi

Date: January 27, 2026

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## NOTES:

- i. Since this EGM is being held pursuant to the circulars of the Ministry of Corporate Affairs ('MCA') through video conferencing ('VC')/other audio and visual means ('OAVM'), the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the Members will not be available for this EGM and hence, the proxy form, attendance slip and route map of EGM are not annexed to this notice.
- ii. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the Company as gives a right to vote at the Meeting, pursuant to the provisions of Section 101 of the Act.
- iii. Video conference link and other details required to attend the meeting by Members will be shared with all Members on their registered email ids.
- iv. Members may cast votes on the resolutions stated in notice through show of hands.
- v. To enable the Company to provide comprehensive responses during the EGM, Members are requested to send their questions, if any, in advance. Questions may be sent by email to [rohit@vishalcolourroofs.com](mailto:rohit@vishalcolourroofs.com) prior to the date of the EGM. The Company will endeavor to address all questions received during the EGM.
- vi. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business of the Meeting is annexed hereto.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

### ITEM NO. 1:

#### ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Members of Vishal Colour Roofs Private Limited ('the Company') are hereby informed that the existing Memorandum of Association of the Company does not include ancillary objects that the Company may have to carry out in the course of time such as to invest in shares, to establish branches, to appoint agents to promote the business of the Company etc.

Hence to make it more comprehensive, it is proposed to insert a detailed list of ancillary clauses (as mentioned in Agenda item 1) under the clause III (B) of the Memorandum of the Company dealing with "Matters which are necessary for furtherance of the Objects specified in Clause III (A)". The draft of the altered Memorandum of Association, setting out the proposed amendments, is annexed to this Notice for the consideration of the Members.

The Board of Directors has consented to this proposal during the Meeting held on January 20, 2026, subject to the approval of the Members.

None of the Board Members and relatives are interested in the resolution as set out in Item No. 1.

The Board of Directors recommend passing of the resolution, as per Item No. 1, by way of a **Special Resolution**.

### ITEM NO. 2:

#### TO OFFER, ISSUE AND ALLOT UPTO 2,02,797 EQUITY SHARES ON PREFERENTIAL OFFER CUM PRIVATE PLACEMENT BASIS

In order to meet the incremental working capital requirements of the Company and to fund the purchase and installation of additional plant and machinery, with the objective of enhancing the Company's production capacity and improving overall operational efficiency, it is proposed to offer, issue and allot upto 2,02,797 (Two Lakh Two Thousand Seven Hundred and Ninety Seven) Equity Shares of Rs. 10/- (Rupees Ten Only) each Share, at a premium of Rs. 133.000143/- each Share, aggregating to Rs. 2,90,00,000/- (Rupees Two Crore and Ninety Lakhs Only), on Preferential Offer cum Private Placement basis to the following persons ('Investors'):

Sr. No.	Name of the proposed Allottee	Number of Equity Shares	Amount of Consideration (Face value + Premium)
1.	Trilok & Mohini Group Private Limited	34,965	Rs. 50,00,000/-
2.	Ankit Jain	27,972	Rs. 40,00,000/-

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3.	Naman Bhatia	13,986	Rs. 20,00,000/-
4.	Shaifee Gupta	13,986	Rs. 20,00,000/-
5.	Snigdha Nigam	13,986	Rs. 20,00,000/-
6.	Sonal Kumar	6,993	Rs. 10,00,000/-
7.	Sahil Mittal	6,993	Rs. 10,00,000/-
8.	Alok Kumar Mishra	6,993	Rs. 10,00,000/-
9.	Vivek Raj Manuja	6,993	Rs. 10,00,000/-
10.	Sunil Lakhotia	6,993	Rs. 10,00,000/-
11.	Bimla Lakhotia	6,993	Rs. 10,00,000/-
12.	Monika Lakhotia	6,993	Rs. 10,00,000/-
13.	Mayank Kumar Mall	6,993	Rs. 10,00,000/-
14.	Tanya Kalsi	6,993	Rs. 10,00,000/-
15.	Ashmit Singh Kalsi	6,993	Rs. 10,00,000/-
16.	Bhavya Gupta	6,993	Rs. 10,00,000/-
17.	Seema Gupta	6,993	Rs. 10,00,000/-
18.	Sangeeta Shekhawat	6,993	Rs. 10,00,000/-
19.	Ruturajsinh Chudasama	6,993	Rs. 10,00,000/-
	<b>Total</b>	<b>2,02,797</b>	<b>Rs. 2,90,00,00/-</b>

The Board of Directors, at its Meeting held on January 20, 2026, subject to approval of the Members, approved the offer of the above mentioned Shares to the Investors. The draft offer letter, is annexed to this Notice for the consideration of the Members.

The following disclosures are made as per the below mentioned provisions of the Companies Act, 2013:

## A. Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 ("SCD Rules"):

1	Objects of the issue	The funds raised will be strategically allocated to the following key areas: 1. To meet the incremental working capital requirements of the Company 2. Purchase and installation of additional plant and machinery to enhancing production capacity and improving operational efficiency.
2	The total number of shares or other securities to be issued	2,02,797 (Two Lakh Two Thousand Seven Hundred and Ninety Seven) Equity Shares of Rs. 10/- (Rupees Ten Only) each Share, at a premium of Rs. 133.000143/- each.
3	Price or Price band at/within which the allotment is proposed	Equity Shares are being offered at the rate of Rs. 143/- each, having face value of Rs. 10/- each and

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		premium of Rs. 133.000143 /- per Share.												
4	The basis on which the price has been arrived at along with the Registered Valuation Report	The price has been arrived at based on the valuation report issue by: CA Parth Gopalbhai Shah Registered Valuer– Security Or Financial Assets (SFA) Registration No. IBBI/RV/06/ 2020/ 13086 Chartered Accountant (FCA), CPA, DISA, B.com M.No. 159535 Address : A-916, Ratnakar Nine Square, Opp Keshavbaugh, Nr Asopalav, Vastrapur- Ahmedabad-380015, Gujarat. Mail Id: <a href="mailto:Team@myvaluation.in">Team@myvaluation.in</a>  A copy of the valuation report is attached to the notice as ' <b>Annexure A</b> '												
5	Relevant date with reference to which the price has been arrived at	November 30, 2025												
6	The class or classes of person to whom the allotment is proposed to be made	Individual and Body Corporate												
7	Intention of Promoter, Directors or key managerial personnel to subscribe to the offer	None of the Promoter or Directors of the Company intends to subscribe to the proposed issue of Equity Shares. However, relative of Mr. Vaibhav Goyal i.e. Ms. Shaifee Gupta is intending to subscribe to the proposed issue.												
8	The proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of application money in the Company's Bank Account.												
9	Name of the proposed Allottees and the percentage of post Preferential Offer cum Private Placement offer capital that may be held by them	<table border="1"> <thead> <tr> <th>Name of Proposed Allottee</th> <th>% of post Preferential Offer cum Private Placement offer capital</th> </tr> </thead> <tbody> <tr> <td>Trilok &amp; Mohini Group Private Limited</td> <td>0.50</td> </tr> <tr> <td>Ankit Jain</td> <td>0.40</td> </tr> <tr> <td>Naman Bhatia</td> <td>0.20</td> </tr> <tr> <td>Shaifee Gupta</td> <td>0.20</td> </tr> <tr> <td>Snigdha Nigam</td> <td>0.20</td> </tr> </tbody> </table>	Name of Proposed Allottee	% of post Preferential Offer cum Private Placement offer capital	Trilok & Mohini Group Private Limited	0.50	Ankit Jain	0.40	Naman Bhatia	0.20	Shaifee Gupta	0.20	Snigdha Nigam	0.20
Name of Proposed Allottee	% of post Preferential Offer cum Private Placement offer capital													
Trilok & Mohini Group Private Limited	0.50													
Ankit Jain	0.40													
Naman Bhatia	0.20													
Shaifee Gupta	0.20													
Snigdha Nigam	0.20													

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# VISHAL COLOUR ROOFS LTD.

CIN: U74899DL2005PLC139155

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		Sonal Kumar	0.10
		Sahil Mittal	0.10
		Alok Kumar Mishra	0.10
		Vivek Raj Manuja	0.10
		Sunil Lakhotia	0.10
		Bimla Lakhotia	0.10
		Monika Lakhotia	0.10
		Mayank Kumar Mall	0.10
		Tanya Kalsi	0.25
		Ashmit Singh Kalsi	0.25
		Bhavya Gupta	0.10
		Seema Gupta	0.10
		Sangeeta Shekhawat	0.10
		Ruturajsinh Chudasama	0.10
10	Change in control, if any in the Company that would occur consequent to the Preferential Offer cum Private Placement offer	There will be no change in control that would occur consequent to the Preferential Offer cum Private Placement.	
11	The number of persons to whom allotment on Preferential Offer cum Private Placement basis have already been made during the year, in terms of number of securities as well as price.	No Preferential Offer cum Private Placement has already been made during the FY 2025-26.	
12	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	Not Applicable	
13	The pre issue and post issue shareholding pattern of the company in the prescribed format	Pre and Post issue Shareholding Pattern is enclosed as ' <b>Annexure B</b> '.	

## B. Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014

1	Particulars of the offer including date of passing of Board resolution	2,02,797 (Two Lakh Two Thousand Seven Hundred and Ninety Seven) Equity Shares of Rs. 10/- (Rupees Ten Only) each Share, at a premium of Rs. 133.000143/- each Share, aggregating to Rs. 2,90,00,000/- (Rupees Two Crore and Ninety Lakhs Only), on Preferential Offer cum Private Placement
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		basis.  Date of Board Resolution- January 20, 2026
2	Kinds of securities offered and the price at which security is being offered	2,02,797 (Two Lakh Two Thousand Seven Hundred and Ninety Seven) Equity Shares of Rs. 10/- (Rupees Ten Only) each Share, at a premium of Rs. 133/- (Rupees One Hundred and Thirty Three Only) each Share, aggregating to Rs. 2,90,00,000/- (Rupees Two Crore and Ninety Lakhs Only), on Preferential Offer cum Private Placement basis.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price has been arrived at based on the valuation report issued by CA. Parth Gopalbhai Shah, Registered Valuer– Security Or Financial Assets (SFA), Registration No. IBBI/RV/06/ 2020/ 13086, Chartered Accountant (FCA), CPA, DISA, B.com M.No. 159535, dated November 30, 2025.
4	Name and address of valuer who performed valuation	Name- CA. Parth Gopalbhai Shah Address- A-916, Ratnakar Nine Square, Opp Keshavbaugh, Nr Asopalav, Vastrapur- Ahmedabad-380015, Gujarat.
5	Amount which the Company intends to raise by way of such securities	Rs. 2,90,00,000/- (Rupees Two Crore and Ninety Lakhs Only)
6	Material terms of issue of the Equity Shares, if any	The new Equity Shares shall rank pari-passu with existing Equity Shares of the Company in all respects.
7	Proposed time schedule	1. Offer is Valid till 4 days from the date of the Offer Letter or the date of acceptance or rejection (in full or in part), whichever is earlier. 2. Allotment to be completed within 60 days from the date of receipt of application money in the Company's Bank Account.
8	Purposes or objects of offer	The funds raised will be strategically allocated to the following key areas: 1. To meet the incremental working capital requirements of the Company 2. Purchase and installation of additional plant and machinery to enhancing production capacity and improving operational efficiency.
9	Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of	None of the Promoter or Directors of the Company or their relatives intends to subscribe to the proposed Preferential issue of Equity Shares.

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	objects.	
10	Principle terms of Assets charged as securities	Not Applicable

The relevant documents including the draft offer letter (PAS-4) to be issued to the Investors may be verified by the Members during office hours of the Company.

None of the Board Members and relatives are interested in the resolution as set out in Item No. 2.

The Board of Directors recommend passing of the resolution, as per Item No. 2, by way of a **Special Resolution**.

## ANNEXURE B

### THE PRE-ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY IN THE PRESCRIBED FORMAT:

Sr. No.	Category	Pre-issue		Post-issue	
		EQUITY		EQUITY	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	<b>Promoters' holding</b>				
1	Indian				
	Individual	65,08,905	96.55 %	65,08,905	93.73 %
	Bodies Corporate	-	-	-	-
	<b>Sub-total</b>	65,08,905	96.55 %	65,08,905	93.73 %
2	Foreign promoters	-	-	-	-
	Sub-total(A)	<b>65,08,905</b>	<b>96.55 %</b>	<b>65,08,905</b>	<b>93.73 %</b>
B	<b>Non-promoters' holding</b>				
1	Institutional investors	-	-	-	-
2	Non-Institutional investors	-	-	-	-
3	Private corporate bodies	-	-	34,965	0.50 %
4	Directors and relatives	-	-	13,986	0.20 %
5	Indian public	-	-	-	-
6	Other [including Non-resident Indians (NRIs)]	2,32,609	3.45 %	3,86,455	5.57 %
7	Sub-total(B)	2,32,609	3.45 %	4,35,406	<b>6.27 %</b>
	<b>Grand Total</b>	<b>67,41,514</b>	<b>100.00 %</b>	<b>69,44,311</b>	<b>100.00 %</b>

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## ITEM NO. 3:

### TO INCREASE IN BORROWING LIMITS OF THE COMPANY NOT EXCEEDING TO RS. 200 CRORES

In order to meet the existing and future financial requirements of the Company to support its business operations and growth plans, it may be necessary for the Company to borrow funds from time to time by way of loans from banks/ credit facilities from banks, financial institutions or other persons.

As per the provisions of section 180(1)(c) of the Companies Act, 2013, if the Company intends to borrow funds, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital, free reserves and securities premium, such borrowing shall require approval of the Shareholders of the Company.

Accordingly, the Board of Directors at its Meeting held on January 20, 2026, subject to approval of Members, approved and recommended to the Members, the proposal to enhance the borrowing limits upto Rs. 200,00,00,000/- (Rupees Two Hundred Crores only).

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommend passing of the resolution, as per Item No. 3, by way of a **Special Resolution**.

## ITEM NO. 4:

### TO CREATE A CHARGE/MORTGAGE ON THE PROPERTIES OF THE COMPANY UP TO A LIMIT OF RS. 200 CRORES

In order to secure the borrowings of the Company availed/to be availed by way of loans/credit facilities from banks, financial institutions or other lenders, it may become necessary to create charge, mortgage, hypothecation or other encumbrance on the immovable and movable properties of the Company, both present and future.

As per the provisions of section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the approval of the Members of the Company, by way of a Special Resolution, create charge on the whole or substantially the whole of the undertaking(s) of the Company.

Considering the Company's business expansion and projected financial needs, the Board of Directors proposes to obtain Members consent for creating mortgage/charge/hypothecation or other

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encumbrance on immovable and movable properties of the Company, in favour of the lenders for securing borrowings up to an aggregate limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores only).

Accordingly, the Board of Directors at its meeting held on January 20, 2026, subject to approval of members, approved this proposal and recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the shareholders.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommend passing of the resolution, as per Item No. 4, by way of a **Special Resolution**.

## ITEM NO. 5:

### **TO PROVIDE AUTHORITY FOR MAKING INVESTMENT, GIVING LOAN, SECURITY OR GUARANTEE OF AN AMOUNT NOT EXCEEDING RS. 200 CRORES**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company, can give loans/or give guarantee or provide security in connection with a loan to any person or Body Corporate and/or acquire by way of subscription, purchase or otherwise, the securities of any Body Corporate, upto sixty per cent. of its Paid-Up Share Capital, Free Reserves and Securities Premium account or one hundred per cent. of its Free Reserves and Securities Premium account, whichever is more, beyond which consent of the Company by way of Special Resolution is required to be obtained.

The Company, for financial or operational reasons, may from time to time, consider investing by way of subscription, purchase or otherwise, securities of Body Corporate or consider giving of loans/or any guarantee or security in connection with a loan to any person or Body Corporate.

Accordingly, the consent of Members, as contained in Item No. 05, is being sought in order to enable the Board, from time to time, to give loans/or give any guarantee or provide security in connection with a loan to any person or Body Corporate and/or acquire by way of subscription, purchase or otherwise, the securities of any Body Corporate, subject to maximum of Rs. 200,00,00,000/- (Rupees Two Hundred Crore only), at any given time.

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

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The Board of Directors recommend passing of the resolution, as per Item No. 5, by way of a **Special Resolution**.

For and on Behalf of Board of Directors of  
Vishal Colour Roofs Limited

Mr. Vaibhav Goyal  
Director  
DIN: 07292438



Place: Delhi

Date: January 27, 2026

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