

¹THE COMPANIES ACT, 2013

DRAFT MEMORANDUM OF ASSOCIATION

OF

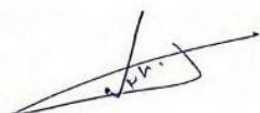
VISHAL COLOUR ROOFS LIMITED

(COMPANY LIMITED BY SHARES)

- I. The Name of the Company is ²“**VISHAL COLOUR ROOFS LIMITED**”.
- II. The Registered office of the Company will be situated in the State of **Delhi**.
- III. **(A) The objects to be pursued by the Company on its incorporation are:**
1. To carry on the business of fabrication, job work, manufacturing, import, export and trading of pre-engineering building accessories, roofing accessories and other accessories made of metal.
 2. To carry on business of construction of residential building, commercial building, industrial building and to act as builder and construction contractor.
 3. To carry on business of manufacturing of press tools, injection, moulds, engineering components, sheet metal components and machined components.
 4. To carry on all or any of the business of manufactures processors, importers, exporters, of and dealers in all kind of ferrous and non- ferrous metal pipe, bend pipe tee, pipe jointing, pipe socket, meant for v any industrial or non-industrial use whatsoever.
 5. To carry on business of all or any kind of iron and steel, founders, steels melters, steel makers steel shapers and manufacturers, mechanical engineers and fabricators, contractors tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable grey, casting including ferrous, non- ferrous, special and alloy steel, spring steel, forgoing quality steel manufacturers, processors of all types of hard ware items, plate makes, tube manufacturers, galvanizers, japaners, re-rollers, annealors, enamellers and electroplaters and to buy, take on lease or hire sell, import, exports, repair, convert, let on hire, otherwise deal in such products raw materials stores, packing materials by products and allied commodities machineries, rolling stock implements, tools, tensile, ground tools materials and conveniences of all kinds and generally to carry on the said business in all or any of its branches.
 6. To carry on business roofing construction, building fabrication, pre-engineering building manufacturing, buildings job work, manufacturing, import, export, trading of pre- engineering building. roofing accessories.
 7. To carry on business of money changer and authorized dealer to foreign exchange.

¹ The Restated Memorandum of Articles as per Table A of Schedule I of the Companies Act, 2013, was adopted by the Members vide Special Resolution passed at the Extra-ordinary General Meeting of the Company held on July 22, 2019.

² The Company has been converted from Private Limited Company to Public Limited Company, vide Special Resolution passed by the Members in Extra-Ordinary General Meeting held on November 26, 2025 and consequently the name of the Company has been changed from Vishal Colour Roofs Private Limited to Vishal Colour Roofs Limited.



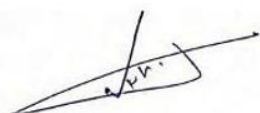
Mr. Vishal Goyal
Director
DIN: 00516175



Mr. Vaibhav Goyal
Director
DIN: 07292438

(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

1. To enter into agreements, franchise agreement and contracts with Indian or Foreign persons who include individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
2. To apply for, purchase or otherwise acquire any trademarks, copy right, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.
3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.
9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.
10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.



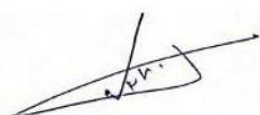
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11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.
12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds. whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.
13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
17. ⁴To 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.
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.

⁴Sub-clause 17 to 32 under Clause III (B) have been added vide Special Resolution passed by the Members in Extra-Ordinary General Meeting held on January 28, 2026.

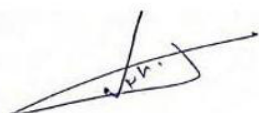


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22. To undertake, carryout, promote, and sponsor development including any programme for promoting the social and economic welfare or the uplift of the public in any rural area, semi urban, and/or underserved segments and to incur any expenditure on 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 be 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.
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.



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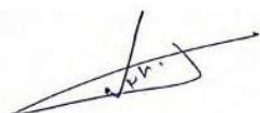
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30. To enter into arrangements with any Government or Authorities, Municipal, local or otherwise, that may appear to the Company conducive to the Company's object or any of them and to obtain from such Government or Authorities any rights, privileges 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.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. ³The Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000/- (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

³ *** The Authorised Share Capital of the Company was increased from Rs. 30,00,000/- to Rs. 8,00,00,000/- by the Members vide Ordinary Resolution passed at the Extra-ordinary General Meeting of the Company held on November 26, 2025.

** The Authorised Share Capital of the Company was increased from Rs. 20,00,000/- to Rs. 30,00,000/- by the Members vide Ordinary Resolution passed at the Extra-ordinary General Meeting of the Company held on March 25, 2014.

* The Authorised Share Capital of the Company was increased from Rs. 5,00,000/- to Rs. 20,00,000/- by the Members vide Ordinary Resolution passed at the Extra-ordinary General Meeting of the Company held on March 31, 2008.



Mr. Vishal Goyal
Director
DIN: 00516175



Mr. Vaibhav Goyal
Director
DIN: 07292438

We the several persons whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Sl. No.	Name, Description, Occupation and address of each subscriber	No. of Equity Shares taken by each Subscribers	Signature of Subscribers	Name, address Description occupation and signature of witness or witnesses
1.	KIRAN MITTAL W/o Sh. Pawan Kr. Mittal WZ-22, Bhagwan Dass Nagar, Main Rohtak Road, New Delhi-110026 (Profession)	9000 (Nine Thousand)	Sd/-	I hereby witness the signatures of both subscriber. Sd/- (ASHOK KR. VERMA) FCS-3945, CP-2568 Practising Company Secretary 13-B, IInd Floor, N. S. Marg, Daryaganj, New Delhi-110002
2.	PAWAN KUMAR MITTAL S/o Shri Kailash Chand Mittal WZ-22, Bhagwan Dass Nagar, Main Rohtak Road, New Delhi-110026 (Business)	1000 (One Thousand)	Sd/-	
Total		10,000 (Ten Thousand)		

Place : New Delhi

Dated this 28th

day of July

2005

For VISHAL COLOUR ROOFS PVT. LTD.




 Director