



VISHAL COLOUR ROOFS LTD.

CIN:U74899DL2005PLC139155

E-mail: info@vishalcolourroofs.com, Website: www.vishalcolourroofs.com

SHORTER NOTICE CALLING AN EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Third Extra-Ordinary General Meeting (3rd EGM of 2025-26) of the Members of Vishal Colour Roofs Limited (the Company) will be held at a shorter notice on Thursday, February 26, 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 to transact the following SPECIAL BUSINESSES:

1. TO APPOINT MS. VINITA PUNTAMBEKAR (DIN: 00789539) AS AN INDEPENDENT DIRECTOR

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), and other applicable provisions or laws thereof, if any, and in accordance with the provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for appointment of Ms. Vinita Puntambekar (DIN: 00789539) as the Non-Executive and Independent Director on the Board of the Company, to hold office for a term of five years commencing on February 26, 2026 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Vinita Puntambekar (DIN: 00789539) be and is hereby entitled to receive such sitting fees for attending Meetings of the Board thereof or for any other purpose whatsoever as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.”

2. TO APPOINT MR. KAZI MOHAMMED RIYAZUDDIN (DIN: 11499613) AS AN INDEPENDENT DIRECTOR

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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), and other applicable provisions or laws



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thereof, if any, and in accordance with the provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Kazi Mohammed Riyazuddin (DIN: 11499613) as the Non-Executive and Independent Director on the Board of the Company, to hold office for a term of five years commencing on February 26, 2026 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Kazi Mohammed Riyazuddin (DIN: 11499613) be and is hereby entitled to receive such sitting fees for attending meetings of the Board thereof or for any other purpose whatsoever as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies.”

3. TO APPOINT MS. ABHA KALSI (DIN: 00416482) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, pass the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Abha Kalsi (DIN: 00416482), in respect of whom the Board of Directors has recommended her appointment, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with Registrar of Companies, Mumbai and recording of such appointment in the Register of Directors and other statutory records and registers of the Company.”

4. APPROVAL OF EMPLOYEE STOCK OPTION PLAN (VCRL ESOP 2026)

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, in accordance with the provisions of Memorandum and Articles of Association of the Company, and such other approval, permissions, sanctions as may be required under other applicable laws, the consent of the Members be and is hereby accorded to introduce and implement the Employee Stock Option Policy (‘VCRL ESOP 2026’) and to the Board of Directors of the Company (hereinafter referred to as ‘the Board’) to create, offer, and grant up to 3,43,524 (Three Lakh Forty



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Three Thousand Five Hundred Twenty Four Only) Employee Stock Options to the eligible employees of the Company, determined in terms of VCRL ESOP 2026 from time to time, in one or more tranches, exercisable in aggregate up to not more than 3,43,524 (Three Lakh Forty Three Thousand Five Hundred Twenty Four Only) Equity Shares of the Company of Rs. 10/- each, exercisable on payment of the requisite exercise price to the Company and on such terms and conditions as may be determined by the Board in accordance with the provisions of the Plan and provisions of applicable law/s as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required upon exercise of options from time to time in accordance with the VCRL ESOP 2026 and that such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) including but not limited to a stock split, dividend, bonus issue, combination or reclassification of the relevant shares, or any increase/ decrease in the number of issued relevant shares effected without receipt of consideration by the Company or in the event of a merger and/or sale of division/ undertaking or capital re-structuring and others, as maybe applicable from time to time, the Board may make proportionate adjustments to the number of Options (unvested options or vested options) and the Exercise Price.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the face value of such shares shall stand changed accordingly and any reference to the face value as mentioned in the VCRL ESOP 2026 shall be the referenced to the changed face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the VCRL ESOP 2026 or any Employee Stock Options granted thereunder, as it may deem fit, from time to time in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable laws subject to approval of Shareholders, wherever required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

5. TO CONSIDER AND APPROVE PAYMENT OF REMUNERATION TO MR. VISHAL GOYAL, CHAIRMAN & DIRECTOR (DIN: 00516175) OF THE COMPANY

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 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to pay remuneration to Mr. Vishal Goyal, Director (DIN: 00516175), for a period of 3 (Three) years commencing from December 01, 2025 to November 30, 2028, on the following terms & conditions:

(Amount in Rupees)

Sr. No.	Particulars	From 01.12.2025 to 30.11.2026	From 01.12.2026 to 30.11.2027	From 01.12.2027 to 30.11.2028
(A) Fixed Component				
(i)	Basic Salary (CTC) per annum	18,00,000	23,40,000	30,42,000
(ii)	Perquisites (Including Allowances) per annum			
	House Rent Allowance	9,00,000	11,70,000	15,21,000
	Education Allowance	0	0	0
	Special Allowance	0	0	0
	Driver Salary	0	0	0
	Car Maintenance	0	0	0
	Leave Travel Allowance	0	0	0
Sub Total (A)		27,00,000	35,10,000	45,63,000
(B) Variable Component				
Incentive Pay per annum (Variable)		Subject to a maximum of the following, to be decided by the Board of Directors, depending on the performance of the Company:		
		0	0	0
Sub Total (B)		0	0	0
Total (A+B)		27,00,000	35,10,000	45,63,000

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any Financial Year, the Company has no profits or its profits are inadequate, he shall be paid the remuneration stated above as ‘Minimum Remuneration’ in the respective Financial Year(s) even if the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide, vary, alter, modify or revise the remuneration payable to the Director, within the overall limits

as may be approved by the Members of the Company, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, think necessary, expedite or desirable; to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution.

RESOLVED FURTHER THAT any Director and/or the Company Secretary & Compliance Officer of the Company be and is hereby authorized to take all necessary actions, steps, and to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary e-forms with the Registrar of Companies.”

6. TO CONSIDER AND APPROVE PAYMENT OF REMUNERATION TO MR. VAIBHAV GOYAL, DIRECTOR (DIN: 07292438) OF THE COMPANY

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 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to pay remuneration to Mr. Vaibhav Goyal, Director (DIN: 07292438), for a period of 3 (Three) years commencing from December 01, 2025 to November 30, 2028, on the following terms & conditions:

(Amount in Rupees)

Sr. No	Particulars	From 01.12.2025 to 30.11.2026	From 01.12.2026 to 30.11.2027	From 01.12.2027 to 30.11.2028
(C) Fixed Component				
(iii)	Basic Salary (CTC) per annum	12,00,000	15,60,000	20,28,000
(iv)	Perquisites (Including Allowances) per annum			
	House Rent Allowance	3,00,000	3,90,000	5,07,000
	Education Allowance	0	0	0
	Special Allowance	0	0	0
	Driver Salary	0	0	0
	Car Maintenance	0	0	0
	Leave Travel Allowance	0	0	0

Sub Total (A)	15,00,000	19,50,000	25,35,000
(D) Variable Component			
Incentive Pay per annum (Variable)	Subject to a maximum of the following, to be decided by the Board of Directors, depending on the performance of the Company:		
	0	0	0
Sub Total (B)	0	0	0
Total (A+B)	15,00,000	19,50,000	25,35,000

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any Financial Year, the Company has no profits or its profits are inadequate, he shall be paid the remuneration stated above as 'Minimum Remuneration' in the respective Financial Year(s) even if the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide, vary, alter, modify or revise the remuneration payable to the Director, within the overall limits as may be approved by the Members of the Company, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, think necessary, expedite or desirable; to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution.

RESOLVED FURTHER THAT any Director and/or the Company Secretary & Compliance Officer of the Company be and is hereby authorized to take all necessary actions, steps, and to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary e-forms with the Registrar of Companies."

7. TO CONSIDER AND APPROVE PAYMENT OF REMUNERATION TO MR. ROHIT GOYAL, DIRECTOR (DIN: 07206375) OF THE COMPANY

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 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to pay remuneration to Mr. Rohit Goyal, Director (DIN: 07206375), for a period of 3 (Three) years commencing from December 01, 2025 to November 30, 2028, on the following terms & conditions:

(Amount in Rupees)

Sr. No	Particulars	From 01.12.2025 to 30.11.2026	From 01.12.2026 to 30.11.2027	From 01.12.2027 to 30.11.2028
(E) Fixed Component				
(v)	Basic Salary (CTC) per annum	15,99,996	20,79,995	27,03,994
(vi)	Perquisites (Including Allowances) per annum			
	House Rent Allowance	8,00,004	10,40,005	13,52,006
	Education Allowance	0	0	0
	Special Allowance	0	0	0
	Driver Salary	0	0	0
	Car Maintenance	0	0	0
	Leave Travel Allowance	0	0	0
Sub Total (A)		24,00,000	31,20,000	40,56,000
(F) Variable Component				
Incentive Pay per annum (Variable)		Subject to a maximum of the following, to be decided by the Board of Directors, depending on the performance of the Company:		
		0	0	0
Sub Total (B)		0	0	0
Total (A+B)		24,00,000	31,20,000	40,56,000

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any Financial Year, the Company has no profits or its profits are inadequate, he shall be paid the remuneration stated above as 'Minimum Remuneration' in the respective Financial Year(s) even if the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide, vary, alter, modify or revise the remuneration payable to the Director, within the overall limits as may be approved by the Members of the Company, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, think necessary,



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expedite or desirable; to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution.

RESOLVED FURTHER THAT any Director and/or the Company Secretary & Compliance Officer of the Company be and is hereby authorized to take all necessary actions, steps, and to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary e-forms with the Registrar of Companies.”

By Order of the Board of Directors
For Vishal Colour Roofs Limited

Place: Delhi

Date: 06.02.2026

Sd/-

Registered Office:

203, 2nd Floor, Vardhman Mayur Market, Kondli
Gharoli, Mayur Vihar Phase – 3, Near Mother Dairy,
Delhi 110096

Vaibhav Goyal

Director

DIN: 07292438



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NOTES:

- i. Documents in respect of items referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 11 a.m. and 1.00 p.m. up to the date of the EGM on all working days (except Saturday, Sunday and public Holidays).
- ii. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, if any, will be made available for inspection if requested in writing in advance.
- iii. Members may cast votes on the resolutions stated in notice through show of hands. In case of poll is demanded on any of the resolution(s), the Members may cast their votes by sending an email on the designated email id –
- iv. Video conference link and other details required to attend the Meeting is being shared with all Members on their registered email IDs.
- v. 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.
- vi. The Meeting is being convened at a shorter notice, subject to receipt of consent from requisite number of Members.



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EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No.: 1

To appoint Ms. Vinita Puntambekar (DIN: 00789539) as an Independent Director

In view of the Company's conversion into a Public Company and to comply with the statutory requirements relating to the composition of the Board, the Company is required to appoint Independent Directors on its Board in accordance with the provisions of the Companies Act, 2013 and applicable rules made thereunder.

Pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of Members.

The Board is of the opinion that the appointment of Ms. Vinita Puntambekar as an Independent Director will be beneficial to the Company, given her experience in financial strategy, corporate governance, regulatory compliance, mergers and acquisitions and stakeholder coordination. Accordingly, the Board recommends her appointment as an Independent Director to the Members of the Company.

The brief profile of Ms. Vinita Puntambekar (DIN: 00789539) is as under:

Ms. Vinita Puntambekar, aged 59 years, is a member of the Institute of Chartered Accountants of India since 1994 and holds a Master's degree in Statistics and a certification in Strategic Finance from the Indian Institute of Management Lucknow. She has professional experience of around 30 years, comprising 27 years in industry across multinational corporations and listed companies, and 3 years in professional practice. She has held senior leadership positions, including Group Chief Financial Officer of a listed Company.

She has held senior leadership positions across reputed organizations including Indo Zinc Ltd., Kirti Industries (India) Ltd., Bridgestone India Pvt. Ltd., and Omega Healthcare Pvt. Ltd., where she has served in key roles such as Head Finance, Senior Manager - Business Development, General Manager – Finance, Senior Director – Finance, and Group CFO.

Ms. Puntambekar possesses strong expertise in strategic financial planning and analysis, valuation and startup consultancy, mergers and acquisitions, taxation and transfer pricing, and corporate governance, risk management, and compliance frameworks. Her rich experience in financial leadership and governance makes her a valuable addition to the Board.

Ms. Vinita Puntambekar has submitted a declaration to the Board confirming that she meets the criteria of independence as provided under the Companies Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. She is also in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Ms. Vinita Puntambekar



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fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as an Independent Director of the Company.

Disclosures relating to Directors pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings attached as **Annexure A**.

None of the Directors or Key Managerial Persons of the Company (including their relatives), are concerned or interested in the said Resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 1 of the Notice as a **Special Resolution**.

Item No.: 2

To appoint Mr. Kazi Mohammed Riyazuddin (DIN: 11499613) as an Independent Director

In view of the Company's conversion into a Public Company and to comply with the statutory requirements relating to the composition of the Board, the Company is required to appoint Independent Directors on its Board in accordance with the provisions of the Companies Act, 2013 and applicable rules made thereunder.

Pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Independent Directors requires the approval of members.

The Board is of the opinion that the appointment of Mr. Kazi Mohammed Riyazuddin as an Independent Director will be beneficial to the Company as he is a seasoned professional in finance, arbitration, corporate governance and valuation, with over three decades of multidisciplinary experience. Accordingly, the Board recommends his appointment as an Independent Director to the members of the Company.

The brief profile of Mr. Kazi Mohammed Riyazuddin is as under:

Mr. Kazi Mohammed Riyazuddin is a Fellow Member of the Institute of Cost Accountants of India and a Registered Valuer (Securities/Financial Assets), he brings deep expertise in financial management, internal controls, risk mitigation, and regulatory compliance that is critical to strengthening governance frameworks in manufacturing enterprises. He had a distinguished career of over 36 years with Bharat Petroleum Corporation Limited (BPCL), where he served across Shipping, Finance Shared Services, Corporate Taxation, Corporate Treasury, International Trade, and Refinery Projects. His exposure to large-scale industrial operations and capital-intensive projects equips him with practical insight into cost optimisation, supply chain finance, working capital management, project evaluation, and enterprise risk management.



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Mr. Riyazuddin has built a distinguished practice in dispute resolution and arbitration, serving as sole arbitrator, presiding arbitrator and co-arbitrator, in domestic and international commercial matters. He is empanelled with leading arbitral institutions, including the India International Arbitration Centre, National Stock Exchange (NSE), Dubai International Arbitration Centre (DIAC), London Court of International Arbitration (LCIA), Energy Disputes Arbitration Centre, and the Asian International Arbitration Centre (AIAC).

Mr. Kazi Mohammed Riyazuddin has submitted a declaration to the Board confirming that he meets the criteria of independence as provided under the Companies Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. He is also in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Mr. Kazi Mohammed Riyazuddin fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

Disclosures relating to Directors pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings attached as **Annexure B**.

None of the Directors or Key Managerial Persons of the Company (including their relatives), are concerned or interested in the said Resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 2 of the Notice as a **Special Resolution**.

Item No. 3:

To regularize the appointment of Ms. Abha Kalsi (DIN: 00416482) as a Non-Executive Director of the Company

Ms. Abha Kalsi (DIN: 00416482), who has been recommended by the Board of Directors for appointment as a Non-Executive Director of the Company at its meeting held on February 6, 2026, is proposed to be appointed as a Director liable to retire by rotation, in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

Ms. Abha Kalsi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from her confirming that she meets the criteria as prescribed under the applicable provisions of the Act.

Brief profile of Ms. Abha Kalsi is provided below:



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Sr. No.	Particulars	Details
1.	Full name of the Director	Abha Kalsi
2.	Age of the Director	57 years old
3.	Education qualification	Diploma In Hotel Management Catering Technology
4.	Experience of the Director	33 years
5.	Terms and conditions of appointment	Appointment as a Non-Executive Director of the company, liable to retire by rotation.
6.	Shareholding in the Company	0.85%
7.	The number of Meetings of the Board attended during the year.	Nil
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
9.	other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

In the opinion of the Board, Ms. Abha Kalsi possesses the requisite qualifications, experience and expertise and it would be in the best interest of the Company to appoint her as a Non-Executive Director.

Except Ms. Abha Kalsi, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 3 for approval of the Members as an **Ordinary Resolution**.

Item No. 4:

Approval of Employee Stock Option Plan (VCRL ESOP 2026)

The Company appreciates the critical role its employees play in organizational growth. It strongly feels that the value created by its employees should be shared with them. To promote the culture of employee ownership and to attract, retain, motivate and incentivize senior and critical talents, the Company is intending to issue employee stock options under Employee Stock Option Plan (VCRL ESOP 2026) to the employees and Directors of the Company.

As per prevailing rules, approval of the Members is required for implementation of the Scheme.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

1.	Total number of options to be granted	A total of 3,43,524 (Three Lakh Forty Three Thousand Five Hundred Twenty Four Only) of Rs. 10/- each
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		<p>option would be available for being granted to the eligible employees of the Company under VCRL ESOP 2026. Each option, when exercised, would be converted into one Equity Share of face value of Rs. 10/- each, fully paid-up.</p> <p>The conditions under which the options can be lapsed / cancelled shall be as per the VCRL ESOP 2026.</p>
2.	Identification of classes of employees entitled to participate in the Scheme	Employee entitled to participate in the Policy shall be: an 'Employee' as defined under Rule 12(1) of the Companies (Share Capital and Debenture) Rules, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
3.	Appraisal Process for determining the eligibility of the employees to VCRL ESOP 2026	The appraisal process for determining the eligibility of the employees to VCRL ESOP 2026 will be decided by the Compensation Committee.
4.	Requirements of vesting and period of vesting	<p>The options granted shall vest so long as the employee continues to be in the employment of the Company or Subsidiary Company, if any.</p> <p>Unless otherwise stated in the Grant Letter, the Options shall vest over a period of Five years from the date of the Grant on an annual basis. The first tranche of the Options shall be vested on the expiry of the One year from the date of the Grant.</p> <p>The Board shall have the right to prescribe varying Vesting schedules for different Eligible Employees, and/or for different Options.</p>
5.	The maximum period within which the options shall be vested	As determined by the Compensation Committee and mentioned in the Grant letter issued to the employees.
6.	Exercise price or pricing formula	<p>Unless otherwise stated in the Grant Letter, the Exercise Price of the vested Option shall be par value of the Shares.</p> <p>Exercise Price may be varied by the Board, at their discretion, and shall be stated in the Grant Letter.</p>

7.	Exercise Period and the process of exercise	Exercise period and process shall be as per the VCRL ESOP 2026.
8.	Lock-in period if any	The Lock-in Period of the shares issued pursuant to exercise of options shall be such as decided by the Compensation Committee.
9.	Maximum number of options to be granted per employee and in aggregate	Maximum number of options issued in a financial year shall not exceed 1% of the issued capital of the Company at the time of grant.
10.	Method of option valuation	It will be determined by the Board of Directors as mentioned in VCRL ESOP 2026.
11.	The conditions under which option vested in employees may lapse	The options may lapse or get cancelled in accordance with VCRL ESOP 2026.
12.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As described in the VCRL ESOP 2026.
13.	Disclosure and Accounting Standards	The Company shall comply with the disclosure and the accounting standards prescribed as per prevailing Accounting guidelines.

As the Scheme provides for issue of Shares to be offered to persons other than existing Shareholders of the Company, consent of the Members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 by way of a **Special Resolution**.

A draft copy of the 'VCRL ESOP 2026' is available for inspection at the Company's Registered Office during official hours on all working days till the date of the Extraordinary General Meeting.

None of the Directors and their relatives is concerned or interested, financially or otherwise, in these resolutions.



VISHAL COLOUR ROOFS LTD.

CIN:U74899DL2005PLC139155

E-mail: info@vishalcolourroofs.com, Website: www.vishalcolourroofs.com

The Board recommends the **Special Resolution** as set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 05

To consider and approve payment of remuneration to Mr. Vishal Goyal, Director (DIN: 00516175) of the Company.

Pursuant to the provisions of Sections 197 read with Schedule V (as amended) and applicable rules under the Companies Act, 2013, the overall maximum managerial remuneration payable by a Public Company to its Directors in respect of any financial year, shall not exceed eleven percent (11%) of the net profits of the Company calculated as per Section 198 of the Act, except with the approval of Shareholders by way of a special resolution.

The proposed remuneration to be paid to Mr. Vishal Goyal, Director (DIN: 00516175), exceeds the above statutory ceilings.

Considering the scale of operations of the Company, the significant contribution of Mr. Vishal towards the growth of the Company, and the need to adequately compensate him for his time, expertise and efforts, the Board of Directors at its Meeting held on February 06, 2026, have approved and recommended the payment of remuneration, for a period of 3 (Three) years commencing from December 01, 2025 to November 30, 2028 to Mr. Vishal Goyal, Director (DIN: 00516175), as mentioned in the Resolution No. 5, in excess of the limits specified under Section 197 of the Act, subject to approval of Members by way of Special Resolution.

The information as required under Part II Section II (A)(iv) of Schedule V of the Companies Act, 2013 is given:

I. General Information		
Sr. No.	Particulars	Information
1.	Nature of Industry	Manufacturing
2.	Date or expected date of commencement of commercial production.	Existing Company. The Company was incorporated on July 28, 2005, under the Companies Act, 2013 as a Private Limited Company.
3.	In case of a new company, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable

4.	Financial Performance (standalone) based on given Indicators	(In Crores)			
		Financial year	2024-25	2023-24	2022-23
		Sales (incl. other income)	14491.54	13906.50	13397.60
		Profit before Tax	221.58	70.95	68.19
		Profit after Tax	169.05	25.65	49.75
		Net Worth	773.63	374.61	348.97
		Earnings per Share	75.21	11.41	22.14
5.	Foreign Investments or Collaborations, if any	Nil	Nil		

II. Director's Information										
Sr. No.	Particulars	Information								
1.	Background details	Being the Chairman and Director of the Company since 2011.								
2.	Past Remuneration	The annual remuneration drawn by Mr. Vishal Goyal during the past three years is as follows: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Year</th> <th>Amount(in Lakh)</th> </tr> </thead> <tbody> <tr> <td>FY 2024-25</td> <td>36.25 lakhs</td> </tr> <tr> <td>FY 2023-24</td> <td>36 lakhs</td> </tr> <tr> <td>FY 2022-23</td> <td>24 lakhs</td> </tr> </tbody> </table>	Year	Amount(in Lakh)	FY 2024-25	36.25 lakhs	FY 2023-24	36 lakhs	FY 2022-23	24 lakhs
Year	Amount(in Lakh)									
FY 2024-25	36.25 lakhs									
FY 2023-24	36 lakhs									
FY 2022-23	24 lakhs									
3.	Recognition or Awards	Nil								
4.	Job Profile and his suitability	Mr. Vishal Goyal is visionary leader of Vishal Colour Roofs Limited, Vishal Goyal is the driving force behind the Company's strategic direction and operational excellence. With a steadfast focus on innovation and long-term growth, he oversees the formulation and execution of corporate strategies, fostering a culture of excellence and accountability. His dynamic leadership ensures the alignment of the Company's goals with emerging industry trends, enabling sustained growth and market leadership.								

5.	Remuneration proposed	As per the terms and conditions given in the Special Resolution and its Explanatory Statement under Item No. 05.
6.	Comparative Remuneration Profile with respect to industry; size of Company; profile and position of the person	Considering the qualification and experience of Mr. Vishal Goyal and looking at the considerable growth of the Company, its increasing revenue and the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in the industry.
7.	Pecuniary relationship directly or indirectly with the Company or relation with Managerial Person	Promoter of the Company and Father of Mr. Vaibhav Goyal (Director & CEO) and Mr. Rohit Goyal (Director & CFO). Besides remuneration being paid/proposed to be paid and the Shares held by him, he does not have any pecuniary relationship with the Company.

III. Other Information		
Sr. No.	Particulars	Information
1.	Reasons of loss or inadequate profits	NA
2.	Steps taken or proposed to be taken for improvement	NA
3.	Expected increase in productivity and profits in measurement terms	Considering the market conditions prevailing globally and efforts made by the Management to develop new products and customers and, barring unforeseen circumstances, the Company expects to achieve improved revenue and profitability in next 3 years.

IV. Disclosures		
Sr. No.	Particulars	Information
1.	Remuneration package of the appointee	As per the terms and conditions given in the Special Resolution and its Explanatory Statement under Item No. 05.
2.	Details of fixed component and performance linked	As mentioned in the Special Resolution and its Explanatory Statement under Item No. 05.



VISHAL COLOUR ROOFS LTD.

CIN:U74899DL2005PLC139155

E-mail: info@vishalcolourroofs.com, Website: www.vishalcolourroofs.com

3.	Service Contract, Notice Period, Severance Fees	NA
4.	Stock Options details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	NA

Further, Mr. Vishal Goyal holds 23.68% shareholding of the Company and belongs to the Promoter Group.

Except Mr. Vishal Goyal along with their relatives Mr. Rohit Goyal, Mr. Vaibhav Goyal and Mrs. Rekha Goyal, being their relatives, none of the Key Managerial Personnel of the Company and their relatives is, anyway, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their shareholding.

The Board recommends passing of the Resolution set out at Item No. 5 of the accompanying Notice as **Special Resolution**.

Item No.: 6

To consider and approve payment of remuneration to Mr. Vaibhav Goyal, Director (DIN: 07292435) of the Company.

Pursuant to the provisions of Sections 197 read with Schedule V (as amended) and applicable rules under the Companies Act, 2013, the overall maximum managerial remuneration payable by a Public Company to its Directors in respect of any financial year, shall not exceed eleven percent (11%) of the net profits of the Company calculated as per Section 198 of the Act, except with the approval of Shareholders by way of a special resolution.

The proposed remuneration to be paid to Mr. Vaibhav Goyal, Director (DIN: 07292435), exceeds the above statutory ceilings.

Considering the scale of operations of the Company, the significant contribution of Mr. Vaibhav Goyal towards the growth of the Company, and the need to adequately compensate him for his time, expertise and efforts, the Board of Directors at its Meeting held on February 06, 2026, have approved and recommended the payment of remuneration, for a period of 3 (Three) years commencing from December 01, 2025 to November 30, 2028 to Mr. Vaibhav Goyal, Director (DIN: 07292435), as mentioned in the Resolution No. 6, in excess of the limits specified under Section 197 of the Act, subject to approval of Members by way of Special Resolution.

The information as required under Part II Section II (A)(iv) of Schedule V of the Companies Act, 2013 is given:



VISHAL COLOUR ROOFS LTD.

CIN:U74899DL2005PLC139155

E-mail: info@vishalcolourroofs.com, Website: www.vishalcolourroofs.com

V. General Information			
Sr. No.	Particulars	Information	
1	Nature of Industry	Manufacturing	
2	Date or expected date of commencement of commercial production.	Existing Company. The Company was incorporated on July 28, 2005, under the Companies Act, 2013 as a Private Limited Company.	
3	In case of a new company, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
4	Financial Performance (standalone) based on given Indicators	(In Crores)	
		Financial year	
		2024-25	2023-24
		2022-23	
		Sales (incl. other income)	
		14491.54	13906.50
		13397.60	
		Profit before Tax	
		221.58	70.95
		68.19	
		Profit after Tax	
		169.05	25.65
		49.75	
		Net Worth	
		773.63	374.61
		348.97	
		Earnings per Share	
		75.21	11.41
		22.14	
5	Foreign Investments or Collaborations, if any	Nil	Nil

VI. Director's Information										
Sr. No.	Particulars	Information								
1	Background details	Being the Promoter and Marketing Head of the Company since 2016.								
2	Past Remuneration	The annual remuneration drawn by Mr. Vaibhav Goyal during the past three years is as follows: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Year</th> <th>Amount(in Lakh)</th> </tr> </thead> <tbody> <tr> <td>FY 2024-25</td> <td>27 lakhs</td> </tr> <tr> <td>FY 2023-24</td> <td>27 lakhs</td> </tr> <tr> <td>FY 2022-23</td> <td>24 lakhs</td> </tr> </tbody> </table>	Year	Amount(in Lakh)	FY 2024-25	27 lakhs	FY 2023-24	27 lakhs	FY 2022-23	24 lakhs
Year	Amount(in Lakh)									
FY 2024-25	27 lakhs									
FY 2023-24	27 lakhs									
FY 2022-23	24 lakhs									
3	Recognition or Awards	Nil								

4	Job Profile and his suitability	A creative and results-oriented leader, Mr. Vaibhav Goyal spearheads the Company's marketing, branding, and client engagement strategies. Under his stewardship, Vishal Colour Roofs Limited has cultivated strong relationships with key clients and expanded its market footprint. His forward-thinking approach to market analysis and customer-centric solutions ensures the Company's offerings remain competitive and aligned with evolving customer needs.
5	Remuneration proposed	As per the terms and conditions given in the Special Resolution and its Explanatory Statement under Item No. 06.
6	Comparative Remuneration Profile with respect to industry; size of Company; profile and position of the person	Considering the qualification and experience of Mr. Vishal Goyal and looking at the considerable growth of the Company, its increasing revenue and the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in the industry.
7	Pecuniary relationship directly or indirectly with the Company or relation with Managerial Person	Promoter of the company and Son of Mr. Vishal Goyal, Chairman of the Company. Besides remuneration being paid/proposed to be paid and the Shares held by him, he does not have any pecuniary relationship with the Company.

VII. Other Information		
Sr. No.	Particulars	Information
1	Reasons of loss or inadequate profits	NA
2	Steps taken or proposed to be taken for improvement	NA
3	Expected increase in productivity and profits in measurement terms	Considering the market conditions prevailing globally and efforts made by the Management to develop new products and customers and, barring unforeseen circumstances, the Company expects to achieve improved revenue and profitability in next 3 years.

VIII. Disclosures		
Sr. No.	Particulars	Information

1	Remuneration package of the appointee	As per the terms and conditions given in the Special Resolution and its Explanatory Statement under Item No. 06.
2	Details of fixed component and performance linked	As mentioned in the Special Resolution and its Explanatory Statement under Item No. 06.
3	Service Contract, Notice Period, Severance Fees	NA
4	Stock Options details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	NA

Further, Mr. Vaibhav Goyal holds 23.68% shareholding of the Company and belongs to the Promoter Group.

Except Mr. Vaibhav Goyal along with their relatives Mr. Vishal Goyal, Mr. Rohit Goyal and Mrs. Rekha Goyal, being their relatives, none of the Key Managerial Personnel of the Company and their relatives is, anyway, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their shareholding.

The Board recommends passing of the Resolution set out at Item No. 6 of the accompanying Notice as **Special Resolution.**

Item No. 07

To consider and approve payment of remuneration to Mr. Rohit Goyal, Director (DIN: 07206375) of the Company.

Pursuant to the provisions of Sections 197 read with Schedule V (as amended) and applicable rules under the Companies Act, 2013, the overall maximum managerial remuneration payable by a Public Company to its Directors in respect of any financial year, shall not exceed eleven percent (11%) of the net profits of the Company calculated as per Section 198 of the Act, except with the approval of Shareholders by way of a special resolution.

The proposed remuneration to be paid to Mr. Rohit Goyal, Director (DIN: 07206375), exceeds the above statutory ceilings.

Considering the scale of operations of the Company, the significant contribution of Mr. Rohit Goyal towards the growth of the Company, and the need to adequately compensate him for his time, expertise and efforts, the Board of Directors at its Meeting held on February 06, 2026, have approved and recommended the payment of remuneration, for a period of 3 (Three) years commencing from December 01, 2025 to November 30, 2028 to Mr. Rohit Goyal, Director (DIN: 07206375), as mentioned

in the Resolution No. 7, in excess of the limits specified under Section 197 of the Act, subject to approval of Members by way of Special Resolution.

The information as required under Part II Section II (A)(iv) of Schedule V of the Companies Act, 2013 is given:

IX. General Information					
Sr. No.	Particulars	Information			
1	Nature of Industry	Manufacturing			
2	Date or expected date of commencement of commercial production.	Existing Company. The Company was incorporated on July 28, 2005, under the Companies Act, 2013 as a Private Limited Company.			
3	In case of a new company, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable			
4	Financial Performance (standalone) based on given Indicators	(In Crores)			
		Financial year	2024-25	2023-24	2022-23
		Sales (incl. other income)	14491.54	13906.50	13397.60
		Profit before Tax	221.58	70.95	68.19
		Profit after Tax	169.05	25.65	49.75
		Net Worth	773.63	374.61	348.97
5	Foreign Investments or Collaborations, if any	Nil	Nil		

X. Director's Information		
Sr. No.	Particulars	Information
1	Background details	Being the Director and Finance & Purchase Head of the Company since 2016.

2	Past Remuneration	The annual remuneration drawn by Mr. Rohit Goyal during the past three years is as follows: <table border="1"> <thead> <tr> <th>Year</th> <th>Amount(in Lakh)</th> </tr> </thead> <tbody> <tr> <td>FY 2024-25</td> <td>33 lakhs</td> </tr> <tr> <td>FY 2023-24</td> <td>30 lakhs</td> </tr> <tr> <td>FY 2022-23</td> <td>24 lakhs</td> </tr> </tbody> </table>	Year	Amount(in Lakh)	FY 2024-25	33 lakhs	FY 2023-24	30 lakhs	FY 2022-23	24 lakhs
Year	Amount(in Lakh)									
FY 2024-25	33 lakhs									
FY 2023-24	30 lakhs									
FY 2022-23	24 lakhs									
3	Recognition or Awards	Nil								
4	Job Profile and his suitability	An accomplished financial strategist, Rohit Goyal manages the Company's financial health with precision and foresight. He is responsible for financial planning, risk management, and compliance, ensuring transparency and accountability across all financial operations. His expertise in corporate finance and operational efficiency plays a pivotal role in driving profitability and supporting the Company's ambitious growth initiatives.								
5	Remuneration proposed	As per the terms and conditions given in the Special Resolution and its Explanatory Statement under Item No. 07.								
6	Comparative Remuneration Profile with respect to industry; size of Company; profile and position of the person	Considering the qualification and experience of Mr. Rohit Goyal and looking at the considerable growth of the Company, its increasing revenue and the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in the industry.								
7	Pecuniary relationship directly or indirectly with the Company or relation with Managerial Person	Promoter of the Company and Son of Mr. Vishal Goyal, Chairman & Promoter of the Company. Besides remuneration being paid/ proposed to be paid and the Shares held by him, he does not have any pecuniary relationship with the Company.								

XI. Other Information		
Sr. No.	Particulars	Information
1	Reasons of loss or inadequate profits	NA
2	Steps taken or proposed to be taken for improvement	NA

3	Expected increase in productivity and profits in measurement terms	Considering the market conditions prevailing globally and efforts made by the Management to develop new products and customers and, barring unforeseen circumstances, the Company expects to achieve improved revenue and profitability in next 3 years.
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XII. Disclosures		
Sr. No.	Particulars	Information
1	Remuneration package of the appointee	As per the terms and conditions given in the Special Resolution and its Explanatory Statement under Item No. 07.
2	Details of fixed component and performance linked	As mentioned in the Special Resolution and its Explanatory Statement under Item No. 07.
3	Service Contract, Notice Period, Severance Fees	NA
4	Stock Options details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	NA

Further, Mr. Rohit Goyal holds 23.68% shareholding of the Company and belongs to the Promoter Group.

Except Mr. Rohit Goyal along with their relatives Mr. Vishal Goyal, Mr. Vaibhav Goyal, Mrs. Shaifee Gupta, and Mrs. Rekha Goyal, being their relatives, none of the Key Managerial Personnel of the Company and their relatives is, anyway, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their shareholding.

The Board recommends passing of the Resolution set out at Item No. 7 of the accompanying Notice as **Special Resolution**.

Place: Delhi
Date: 06.02.2026

By Order of the Board of Directors
For Vishal Colour Roofs Limited

Registered Office:
203, 2nd Floor, Vardhman Mayur Market, Kondli
Gharoli, Mayur Vihar Phase – 3, Near Mother Dairy,
Delhi 110096

Sd/-
Vaibhav Goyal
Director
DIN: 07292438

ANNEXURE A

DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

S. No	Particulars	Details
1.	Name	Vinita Puntambekar
2.	DIN	00789539
3.	Date of Birth (Age)	15/08/1966 (59 Years)
5.	Qualification	Chartered Accountant and Master's degree in Statistics and a certification in Strategic Finance from the Indian Institute of Management Lucknow.
7.	Expertise/Experience in specific functional areas	As per the resolution at Item no. 01 of this Notice, read with the explanatory statement thereto.
8.	Terms and conditions of appointment	Appointment as an Independent Director, not liable to retire by rotation.
9.	Details of remuneration	Sitting fees as may be approved by the Board from time to time
10.	No. & % of Equity Shares held	NIL
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NONE
12.	List of outside Listed Company Directorships held	Nil
13.	Chairman / Member of the Committees of the Board of Directors of other Listed Companies in which he is Director	NIL



VISHAL COLOUR ROOFS LTD.

CIN:U74899DL2005PLC139155

E-mail: info@vishalcolourroofs.com, Website: www.vishalcolourroofs.com

ANNEXURE B

DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

S. No.	Particulars	Details
1.	Name	Kazi Mohammed Riyazuddin
2.	DIN	11499613
3.	Date of Birth (Age)	04/06/1959 (66 years)
5.	Qualification	Cost & Management Accountant (ICWA), Diploma in Corporate Litigation, Diploma in Domestic and International Commercial Arbitration and Diploma in Treasury Management and Forex Management.
7.	Expertise/Experience in specific functional areas	As per the resolution at Item no. 02 of this Notice, read with the explanatory statement thereto.
8.	Terms and conditions of appointment	Appointment as an Independent Director, not liable to retire by rotation.
9.	Details of remuneration	Sitting fees may be approved by the Board from time to time.
10.	No. & % of Equity Shares held	NIL
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NONE
12.	List of outside Company Directorships held	NIL
13.	Chairman / Member of the Committees of the Board of Directors of other Listed Companies in which he is director	NONE

Place: Delhi

Date: 06.02.2026

By Order of the Board of Directors
For Vishal Colour Roofs Limited

Registered Office:

203, 2nd Floor, Vardhman Mayur Market, Kondli Gharoli, Mayur Vihar Phase – 3, Near Mother Dairy, Delhi 110096

Sd/-
Vaibhav Goyal
Director
DIN: 07292438