



VISHAL COLOUR ROOFS LTD.

CIN:U74899DL2005PLC139155

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

February 27, 2026

Mr. Kazi Mohammed Riyazuddin

Flat No. C-1302, BPCL Co-op HGS, Society Plot No. 3,
Sector 46A Nerul, Darav, Nerul Police Station,
Navi Mumbai - 400706

Dear Sir,

Sub: Appointment as Director in the category of Non-Executive & Independent Director of Vishal Colour Roofs Limited ('the Company')

We are pleased to inform you that on the recommendation of the Board of Directors at its Meeting held on Friday, February 06, 2026 and pursuant to the approval of the Members through a resolution passed at the Extra-Ordinary General Meeting held on Thursday, February 26, 2026, you have been appointed as the Director in the category of Non-Executive & Independent Director pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder.

Further, as stipulated under the Act, the appointment shall be governed by Schedule IV to the Act – 'Code for Independent Directors'. The terms of appointment, in any event shall, in all respects, be subject to the provisions of the Act, the applicable Rules thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as and when they become applicable and the Articles of Association of the Company.

The terms of Appointment are as follows:

Appointment

1. Your appointment is for a term of five (5) consecutive years commencing from February 26, 2026 till February 25, 2031. Your office shall not be liable to retire by rotation in accordance with the provision of the Companies Act 2013.
2. During your tenure as an Independent Director, you may be nominated on one or more committees of the Board and in such event, you will be provided with the terms of reference for each of those Committees and any specific responsibilities.
3. You will strictly abide by the Code for Independent Directors, as enclosed.

Factory/Corporate Office : G-21, Site- V, Surajpur Industrial Area, Kasna, Greater Noida. (U.P.) India - 201305

Contact No.: +91- 8826690789, 0120-4325599

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4. You will abide by the Guidelines of professional conduct, Role, Function and Duties as an Independent Director as provided in Schedule IV of the Companies Act, 2013.
5. The Company expects a commitment of sufficient time and attention as necessary in order to perform your duties under the appointment. This will include attendance at regular and emergency Board Meetings, any annual Meeting of Independent Directors and the General Meetings. You may also be required to attend regular Meetings of any Board Committee of which you are a Member. In addition, you will be expected to devote appropriate preparation ahead of each Meeting.
6. By accepting the appointment, you confirm that you are able to allocate sufficient time to perform your role.

Role & Duties

1. You will not hold office as a Director or any other office in a competing Company/ firm/ entity.
2. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
3. As a Non-Executive Independent Director, you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.
4. You will adhere to the following duties of Directors, as stated in Section 166 of the Act, as under -
 - i) Subject to the provisions of this Act, the Director of a Company shall act within the limits of the Articles of the Company.
 - ii) A Director of a Company shall act in good faith in order to promote the objects of the Company for the benefit of its Members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
 - iii) A Director of a Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
 - iv) A Director of a Company shall not be involved in a situation in which he may have a direct or indirect interest which conflicts, or possibly may conflict, with the interest of the Company.
 - v) A Director of a Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such Director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
 - vi) A Director of a Company shall not assign his office, and any assignment so made shall be void.

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5. Further, you are expected to:
- take decisions objectively and solely in the interests of the Company;
 - facilitate Company's adherence to high standards of ethics and corporate behavior;
 - guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - guide the Board in monitoring and managing potential conflicts of interest of management, Board members and stakeholders, including misuse of corporate assets and abuse in related party transactions;
 - guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

Fees & Commission

- Unless decided otherwise, you will be paid a sitting fee for your services as a Non-Executive & Independent Director of **Rs. 10,000/- (Rupees Ten Thousand Only)** per meeting of the Board and meeting of the Independent Director thereof, attended as a Member and **Rs. 5,000/- (Rupees Five Thousand Only)** per Meeting of the Committee attended as a member thereof. Sitting Fee may be reviewed by the Board periodically.
- You will have no entitlement to any bonus during the appointment and no entitlement to participate in any share scheme and no stock options will be issued to you by the Company.

Reimbursement of Expenses

- In addition to the fee mentioned under 'Fees & Commission', you will be entitled to reimbursement of expenses for all reasonable and properly documented expenses you incur in performing your role. You may submit any details of expenses incurred to the Company Secretary.
- During the appointment, circumstances may arise in the furtherance of your duties as a Director when it will be appropriate for you to seek advice from independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure incurred as deemed necessary.

Other Directorships and business interests

- The Company acknowledges that you may have business interests other than those of the Company and that you may have declared any conflicts that are apparent at present. In the event that you

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become aware of any potential conflicts of interest, not declared so far, these may be disclosed to the Directors and Company Secretary as soon as they become apparent.

2. During the appointment, you may please inform us prior to accepting any other (or further) Directorships of publicly quoted Companies or any major external appointments, to avoid any conflict of interest with your current position in the Company.

Code of Conduct & other Compliances

1. During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.
2. At the first Meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an Independent Director, you shall submit a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(7) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.
3. So long as you are Independent Director of the Company, the number of Companies in which you hold office as a Director or a Chairman or Committee member will not exceed the upper limit stipulated under the Act, and other applicable laws and regulations.
4. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of section 164 of the Act and other applicable laws and regulations.

Confidentiality

1. You must apply the highest standards of confidentiality and not disclose to any person or Company (whether during the course of the appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Non-Executive & Independent Director of the Company.
2. Your attention is drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently, you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Directors or Company Secretary.
3. On termination of the appointment, you will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as a Non-Executive & Independent Director of the Company.

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Performance Review Process

1. The performance of individual Directors and the whole Board and its Committees shall be evaluated by the Nomination & Remuneration Committee, as and when constituted.
2. If, in the interim, there are any matters arising in connection with your role as a Non-Executive & Independent Director which may cause you concern, you may discuss with us as soon as appropriate.

Publication of the letter of appointment

1. In line with the provisions of the Act, the Company may make public a generic copy of this letter on its website at <https://vishalcolourroofs.com/> and the same shall be open for inspection at the Registered Office of the company by any member during normal business hours

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

Rohit Goyal

Director

DIN: 07206375



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