



VISHAL COLOUR ROOFS LIMITED

CIN:U74899DL2005PLC139155

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

NOTICE OF 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-First Annual General Meeting of the Members of Vishal Colour Roofs Limited will be held on Wednesday, September 30, 2026, at 11:00 A.M. via 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, East Delhi 110096 (Deemed Venue) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements, Cash Flow Statement of the Company for the Financial Year ended on March 31, 2026 together with the Report of Board of Directors' and Auditors' thereon.
2. To consider the re-appointment of Mr. Vishal Goyal (DIN: 00516175) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2027.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee and approval of the Board of Directors the remuneration of M/s. Niraj Kumar Vishwakarma & Associates, Cost Accountants, Gurgaon (Firm Registration No. 003450), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the Financial Year ending March 31, 2027, at a remuneration of Rs. 45,000/- (Rupees Forty-Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and approved."

Factory/Corporate Office : G-21, Site- V , Surajpur Industrial Area, Kasna, Greater Noida. (U.P.) 201306

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

Regd. Office : 203, 2nd Floor, Vardhman Mayur Market, Kondli Gharoli, Mayur Vihar Phase - 3, Near Mother Dairy, Delhi, East Delhi, East Delhi - 110096



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By order of the Board
Vishal Colour Roofs Limited

Sd/-

Vaibhav Goyal
Director & CEO
DIN: 07292438

Date: September 03, 2026

Place: Delhi

REGISTERED OFFICE:

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

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Delhi, East Delhi, East Delhi - 110096

NOTES:

- i. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA") and other applicable circulars and notifications issued in this regard (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), Companies are allowed to hold AGM through Video Conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- ii. Since this AGM is being held through video conferencing ('VC')/other audio and visual means ('OAVM'), the requirement of physical attendance of members has been dispensed with. Accordingly, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
- iii. The 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 Annual General Meeting (AGM) on all working days (except Saturday, Sunday and public Holidays).
- iv. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v. 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 during the Meeting if requested in writing in advance.
- vi. Members may cast votes on the resolutions stated in notice through show of hands.
- vii. Video conference link and other details required to attend the Meeting will be shared with all Members on their registered email ids.
- viii. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business of the Meeting is annexed hereto.
- ix. The additional details of Directors retiring by rotation/seeking appointment, pursuant to SS-2 issued by the Institute of Company Secretaries of India, is annexed as Annexure I and forms part of this Notice.
- x. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2027:

The Board of Directors, at its Meeting held on May 08, 2026 approved the re-appointment of M/s. Niraj Kumar Vishwakarma & Associates, Cost Accountants, Gurgaon (Firm Registration No. 003450), to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027 at a remuneration of Rs. 45,000/- (Rupees Forty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, the approval of the Members is sought by passing an Ordinary Resolution, as set out at Item No. 3 of the Notice, for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the Resolution set out at Item No. 3 of the accompanying Notice as Ordinary Resolution.

**By order of the Board
Vishal Colour Roofs Limited**

Sd/-

**Vaibhav Goyal
Director & CEO
DIN: 07292438**

Date: September 03, 2026

Place: Delhi

ANNEXURE I

Additional Information on Director seeking re-appointment at the 21st Annual General Meeting as required under Secretarial Standards-2 on General Meetings:

Name of Director	Mr. Vishal Goyal
Designation	Director & Chairman
DIN	00516175
Date of Birth & Age	October 30, 1971 (54 years)
Item No.	2
Brief resume of the Director	Mr. Vishal Goyal is a visionary leader with over 18 years of rich experience in the Colour Roofs industry and has been instrumental in driving the strategic direction and growth of the Company. His dynamic leadership, strategic vision and commitment to innovation and operational excellence have contributed to strengthening the Company's market position and pursuing sustainable long-term growth. His valuable guidance and expertise in formulating and executing business strategies have been beneficial to the Company. Mr. Vishal Goyal holds 16,27,248 Equity shares comprising of 23.68 % of the Issued Equity Share Capital of the Company. In order to continue to benefit from his considerable experience, expertise and guidance, it is proposed to consider the appointment/re-appointment of Mr. Vishal Goyal as a Director of the Company, liable to retire by rotation, as may be applicable.
Qualification	Secondary Education
Experience (including expertise in specific functional area)	18 years of rich experience in the Colour Roofs industry
Terms and conditions of reappointment	Appointed as a Director, liable to retire by rotation
Remuneration proposed to be Paid	The Director shall be entitled to receive remuneration in accordance with the approval accorded by the Members at the 3 rd Extra-Ordinary General Meeting for FY 2025-26 held on February 26, 2026.
Last drawn remuneration	Further, the remuneration paid to Mr. Vishal Goyal for a period from October 01, 2025 to September 30, 2026, was Rs. 31,50,000/- (Rupees Thirty-One Lakhs Fifty Thousand Only).
Date of first appointment on the Board	March 01, 2011
Shareholding in the Company	Mr. Vishal Goyal holds 16,27,248 Equity Shares comprising of 23.68 % of the issued Equity Share Capital of the Company.

Relationship with other Directors / Key Managerial Personnel of the Company	Father of Mr. Vaibhav Goyal, Director & CEO, and Mr. Rohit Goyal, Director & CFO of the Company.
Number of Meetings of the Board attended during the Financial Year 2025-26	9 out of 9
List of Directorships held in other Companies	NIL
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is Director	NA