



# Rawal & Co.

(Company Secretaries)

Office : 6<sup>th</sup> Floor, GSC tower, B-Wing, Sector 30, Gurugram-122001

Email Id: [vivekrawal89@gmail.com](mailto:vivekrawal89@gmail.com), Tel: +91-7827794619

Registration No. S2020UP717200, Peer Review No. 5722/2024

---

To,

The Board of Directors

Manoj Ceramic Limited

1, Krishna Kunj, 140 Vallabh Baug, Lane,  
Ghatkopar (East), Mumbai-400077.

**Subject : Certificate in respect of Application for “Application for “In-principle approval” for issuance of 2,50,000 15% Compulsorily Convertible Preference Shares of Rs. 100/- each at a price of Rs. 100/- on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

Dear Sir / Madam,

In connection with the proposed preferential issue of Variation of term/right of preference shares from 250,000 15% Non-cumulative redeemable preference shares to 250,000 15% Compulsory Convertible Preference shares (CCPS) to the persons/entities belonging to the “Promoter & Promoter Group” and consequent allotment of Equity Shares at an issue price of Rs. 100/- (rupees One Hundred Only) per CCPS which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 for an aggregate amount of up to Rs. 2,50,00,000 (Rupees Two crore Fifty Lakhs Only), as approved by the Board of Directors of the Company in their meeting held on September 16, 2026 subject to the approval of the shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India (“SEBI”), Bombay Stock Exchange Limited (“BSE”) and any other regulatory authority.

Further, in terms of the requirements of Regulation 163(2), Part III of Chapter V of the SEBI ICDR Regulations, we hereby certify that the proposed preferential issue is in accordance with the applicable provisions of the SEBI ICDR Regulations, 2018.

This certificate is being issued for the purpose of submission to BSE Limited in connection with the application for obtaining “In-Principle Approval” under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Rawal & Co.

(Company Secretaries)

**VIVEK** Digitally signed  
by VIVEK RAWAL  
Date: 2026.09.19  
**RAWAL** 16:15:00 +05'30'

Vivek Rawal

Membership No. 43231

CP No. 22687

Peer Review Number: 5722/2024

UDIN: A043231H001540232

Date: 19.09.2026