

NOTICE OF POSTAL BALLOT/ E-VOTING

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration Rules), 2014)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), Secretarial Standard-2 on General Meetings (the "SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and other applicable laws, Rules and Regulations, if any (including any statutory modifications, amendments or re-enactments thereof for the time being in force) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and subsequent Circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (the "MCA Circulars") for holding general meetings/ conducting postal ballot process, **Manoj Ceramic Limited** (the "Company") is seeking approval of the Members for the matters included in the resolution proposed to be passed through Postal Ballot by way of remote e-Voting.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company/ Depositories and the communication of assent / dissent of the Members will take place through the remote e-voting system. If your email address is not registered with the Company/ Depositories, please follow the process provided in the Notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts pertaining to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto. Pursuant to Rule 22(5) of the Rules, the Board of your Company at its meeting held on **Friday, 30th January, 2026**, has appointed **KDA and Associates, Practicing Company Secretaries** as Scrutinizer to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

MANOJ CERAMIC LTD.

CIN: L51909MH2006PLC166147

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The Company has engaged the services of Purva Sharegistry (India) Private Limited (“ Purva”) to provide remote e-voting facility to all its members. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

The remote e-voting period commences at 9.00 A.M. (IST) on **Sunday, 08th February, 2026** and ends at 5.00 P.M. (IST) on **Monday, 09th March, 2026 (both days inclusive)**. During this period, members of the Company holding equity shares as on the cut-off date, i.e., **Friday, 30th January, 2026** may cast their vote electronically. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Wednesday, 11th March 2026**. The said results along with the Scrutinizer’s Report will be placed on the website of the Company at www.mcplworld.com and on the website of Purva at <https://evoting.purvashare.com/> and shall also be communicated to BSE Limited where the equity shares of the Company are listed.

SPECIAL BUSINESS

Item No. 1: Alteration of the Object Clause of Memorandum of Association of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and other regulatory authorities, if any, the consent of the Members of the Company be and is hereby accorded to insert sub- clause 4. mentioned below after existing sub-clause 3. to the main object Clause III A of the Memorandum of Association (MOA) of the Company and the remaining clauses be consecutively renumbered accordingly:

4.To carry on in India and abroad the business of architectural /interior / engineering services like, designing, interior decoration, space planning, layout design, aesthetic enhancement, and all allied activities, including consultancy, advisory, execution, contracting, maintenance , project management, manpower supply, conceptual design, 3D visualization, selection of materials, furnishings, fixtures, furniture, lighting, and décor for residential, commercial, industrial, hospitality, retail, roads and bridges,

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and other establishments; and to undertake turnkey interior design and decoration projects, renovation works, modular furniture solutions, and related architectural and creative services.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary, proper, or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-Forms with the Registrar of Companies, Maharashtra, Mumbai;

RESOLVED FURTHER THAT a copy of the resolutions certified to be true by anyone of the Directors of the Company be issued to the concerned authorities."

**By Order of the Board of Directors
For Manoj Ceramic Limited**

Sd/-

Swati Jain
Company Secretary
Membership No.: A47833

Date: 30th January, 2026

Place: Mumbai

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NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 with respect to the Special Businesses are set in Item No. 1 are annexed hereto and pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (“Listing Regulations”).
2. The Board of Directors of the Company (“the Board”) at its meeting held on **Friday, 30th January, 2026** has appointed **KDA and Associates, Practicing Company Secretaries** as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on **Friday, 30th January, 2026**. The Postal Ballot Notice will also be available on the Company's website at www.mcplworld.com
4. In terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins from 9.00 A.M. (IST) on **Sunday, 08th February, 2026** and ends at 5.00 P.M. (IST) on **Monday, 09th March, 2026 (both days inclusive)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date **Friday, 30th January, 2026**, may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

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6. Members holding shares in physical mode are requested to register their e-mail addresses with Purva Shareregistry (India) Private Limited, and Members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to Purva Shareregistry (India) Private Limited in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
8. The results of the Postal Ballot will be declared on **Wednesday, 11th March 2026**. The results of the Postal Ballot will be hosted on the website of the Company viz. <http://www.mcplworld.com> and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **Monday, 09th March, 2026**
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Friday, 30th January, 2026**.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.

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12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **Monday, 09th March, 2026**.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Purva for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
15. Members are requested to contact the Company's Registrar & Share Transfer Agent, **Purva Sharegistry (India) Private Limited** ("Purva" or "Registrar & Share Transfer Agent") having their office premises at at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai - 400011; Tel.: 02249614132 and 022-49700138 Email id: evoting@purvashare.com; Website: <https://evoting.purvashare.com/> for reply to their queries/redressal of complaints, if any, or contact Ms, Deepali Dhuri, Company Secretary at the Registered Office of the Company (Email: compliance@mcplworld.com).

16. PROCEDURE/ INSTRUCTIONS FOR REMOTE E VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
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	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> <p>5. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meeting **for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

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- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@mcplworld.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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

Item No. 1

The Company proposes to expand its scope of business to include activities in the field of architecture, interior designing, space planning and all allied activities including consultancy, advisory, execution, contracting, maintenance, project management, conceptual design, 3D visualization, selection of materials, furnishings, fixtures, furniture, lighting and décor for residential, commercial and industrial establishments.

Further to enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Object Clause of the Memorandum of Association (MOA) of the Company by insertion of sub- clause 4. after the existing sub-clause 3. to the main object Clause III A of the MOA of the Company.

As per the provisions of Section 13 and any other applicable provisions of the Act and rules made thereunder, the approval of Members by way of a Special Resolution is sought for amendment in Clause III A of MOA of the Company.

The Board of Directors of the Company at their Meeting held on 30th January, 2026 approved amendments in Clause III A of MOA of the Company as set out in Item No. 1. Accordingly, the Board recommends the resolution as set out in Item No. 1 of the Notice for approval of the Members as a Special Resolution.

None of the Directors or their relative(s) are concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

**By Order of the Board of Directors
For Manoj Ceramic Limited**

Sd/-

Swati Jain
Company Secretary
Membership No.: A47833

Date: 30th January, 2026

Place: Mumbai

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