NOTICE

NOTICE is hereby given that the Twentieth (20th) Annual General Meeting ("AGM") of the Members of **Manoj Ceramic Limited (the Company)** will be held on Tuesday,22nd September, 2026 at **03: 00 p.m**. IST through Video Conference ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, along with the Report of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 along with the Report of the Auditors thereon.

3. To appoint a Director in place of Mr. Dhruv Rakhasiya (DIN: 03256246), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

4. To approve payment of Remuneration to **Mr. Manoj Dharamshi Rakhasiya (DIN: 00116309), Executive Director** of the Company as **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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Manoj Dharamshi Rakhasiya, Executive Director of the Company not exceeding ₹21 Lakh per annum, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act, including the limit of one per cent (1%) of the net profits of the Company applicable to remuneration payable to directors, for the period commencing from 1 April 2026 and ending on 7 June 2028, being a period not exceeding three years;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the remuneration as approved herein shall be payable as minimum remuneration to Mr. Manoj Dharamshi Rakhasiya, subject to the applicable provisions of the Act, including Schedule V thereto, and such other approvals as may be required under applicable laws;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms, returns and documents with the Registrar of Companies and other regulatory authorities and to execute all such documents as may be required;

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to any person(s), authorities, regulators or other stakeholders as may be required."

5. To approve payment of Remuneration to **Mr. Aakash Manoj Rakhasiya (DIN: 08452433),** Executive Director of the Company as **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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Aakash Manoj Rakhasiya, Executive Director of the Company not exceeding ₹18 Lakh per annum, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act, including the limit of one per cent (1%) of the net profits of the Company applicable to remuneration payable to directors, for the period commencing from 1 April 2026 and ending on 7 June 2028, being a period not exceeding three years;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial **year** during the aforesaid period, the remuneration as approved herein shall be payable as minimum remuneration to Mr. Aakash Manoj Rakhasiya, subject to the applicable provisions of the Act, including Schedule V thereto, and such other approvals as may be required under applicable laws;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms, returns and documents with the Registrar of Companies and other regulatory authorities and to execute all such documents as may be required;

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to any person(s), authorities, regulators or other stakeholders as may be required."

6. To approve payment of Remuneration to **Mrs. Anjana Manoj Rakhasiya (DIN: 00116276)** Non-Executive Director of the Company as **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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mrs. Anjana Manoj Rakhasiya, Non-Executive Director of the Company not exceeding ₹21 Lakh per annum, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act, including the limit of one per cent (1%) of the net profits of the Company applicable to remuneration payable to directors, for the period commencing from 1 April 2026 and ending on 7 June 2028, being a period not exceeding three years.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the remuneration as approved herein shall be payable as minimum remuneration to Mrs. Anjana Manoj Rakhasiya, subject to the applicable provisions of the Act, including Schedule V thereto, and such other approvals as may be required under applicable laws;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any **Committee** thereof authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms, returns and documents with the Registrar of Companies and other regulatory authorities and to execute all such documents as may be required;

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to any person(s), authorities, regulators or other stakeholders as may be required."

For and on behalf of
Manoj Ceramic Limited

Sd/-

Swati Jain
Company Secretary
Membership No.: A47833

Date: 25th August, 2026
Place: Mumbai

Registered Office Address:
1, Krishna Kunj, 140 V. B. Lane,
Ghatkopar (East), Mumbai – 400077

Additional Information with respect to Item No. 3:

Details of Director(s) seeking re-appointment at the forthcoming Annual General Meeting:

In terms of the provisions of Section 152(6) of the Act, Mr. Dhruv Rakhasiya (DIN: 03256246), Managing Director of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Additional information in respect of Mr. Dhruv Rakhasiya (DIN: 03256246), pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) is given as part of "**Annexure A**" to this Notice.

None of the director, key managerial personnel of the Company or his relatives except Mr. Dhruv Rakhasiya are in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

Annexure A

The details of Director seeking appointment or re-appointment at the Annual General Meeting pursuant to the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below:

Name of Director	**Mr. Dhruv Rakhasiya**
Director Identification Number	03256246
Type of Directorship	Managing Director
Age	37 years
Date of Birth	14th August, 1989
Qualifications	MBA
Experience (including expertise in specific functional area) / Brief Resume	Several years of experience in the ceramic business
Terms and Conditions of Reappointment including proposed remuneration	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Rs. 15 lakhs in the financial year 2025-26
Date of Appointment/Re-appointment	01st November, 2009
Date of first appointment on the Board	01st November, 2009
Brief experience/ Resume	Mr. Dhruv Rakhasiya has extensive experience in

	the ceramic industry and has been associated with the management and business operations of Manoj Ceramic Limited . He has contributed to the Company's business development, strategic planning and overall growth. His experience and understanding of the ceramic industry provide valuable guidance in the management and expansion of the Company's operations
Shareholding in the Company	1. 11,78,600 Equity shares 2. 20,000 15% Non-Cumulative Redeemable Preference
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Manoj Dharamshi Rakhasiya and Anjana Manoj Rakhasiya and Brother of Aakash Manoj Rakhasiya
Number of meetings of the Board attended during the year 2025-26	9 (Nine)
Directorships of other Boards	1. Tileage Limited 2. MCPL Ceramic FZ-LLC 3. MCPL Ceramic Limited
Membership/ Chairmanship of Committees of other Boards.	Nil
Name of the Listed entity from which the person has resigned in the past three years	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:

Item 4,5 & 6:

Approval for payment of remuneration to Executive Directors and Non-Executive Director of the Company

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") sets out all material facts relating to the Special Business mentioned in Item No. 4,5 & 6 of the accompanying Notice.

The Members are informed that pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to directors is subject to the limits prescribed under the Act.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 25th May, 2026, considered and approved the payment of remuneration to Mr. Manoj Rakhasiya, Executive Director, Mr. Aakash Rakhasiya, Executive Director and Mrs. Anjana Rakhasiya, Non-Executive Director of the Company, subject to the approval of the Members of the Company by way of Special Resolution.

The proposed remuneration payable to the aforesaid Directors is in excess of the limits prescribed under Section 197 of the Act, including remuneration exceeding one per cent (1%) of the net profits of the Company payable to Directors. Accordingly, approval of the Members is sought by way of Special Resolution pursuant to the applicable provisions of the Act read with Schedule V thereto.

The details of remuneration proposed to be paid to the Directors are as under:

Name of Director	Designation	Maximum Remuneration
Mr. Manoj Dharamshi Rakhasiya	Executive Director	Not exceeding ₹21 Lakh per annum
Mr. Aakash Manoj Rakhasiya	Executive Director	Not exceeding ₹18 Lakh per annum
Mrs. Anjana Manoj Rakhasiya	Non-Executive Director	Not exceeding ₹21 Lakh per annum

The proposed remuneration shall be effective from 01st April 2026 and shall remain valid up to 07th June 2028, being a period not exceeding three years, subject to approval of the Members and compliance with the applicable provisions of the Act, including Schedule V thereto.

In the event of absence or inadequacy of profits in any financial year during the aforesaid period, the remuneration approved herein shall be payable as minimum remuneration, subject to the conditions and limits prescribed under Schedule V of the Act and other applicable provisions.

The information required pursuant to Section 102(1) of the Act read with Schedule V of the Companies Act, 2013 is set out below:

I. General Information

Nature of Industry:

The Company is engaged in the business of trading, marketing, importing and exporting of various building materials including ceramic tiles, porcelain tiles, vitrified tiles, natural stones, marbles, granites, sanitary fittings and other allied construction and interior products. The Company also undertakes activities relating to architectural, interior designing, space planning, turnkey interior solutions, project management and other allied services connected with the building and construction industry.

Date or expected date of commencement of commercial production:

"Not Applicable, as the Company is engaged in trading, marketing, importing, exporting and allied activities."

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - NA

Financial performance based on given indicators (Rs. In Lakhs):

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	20148.09	16433.27	9592
Profit/(Loss) Before Tax	1636.96	1,517.86	843.92
Profit/(Loss) After Tax	1186.37	1079.03	607.84

Foreign investments or collaborations, if any: The Company has made Foreign investment in Wholly Owned Subsidiary i.e MCPL Ceramic Limited which is

II. Information about the Directors

Mr. Manoj Dharamshi Rakhasiya

Mr. Manoj Dharamshi Rakhasiya is an Executive Director of the Company. He is responsible for providing strategic guidance, management oversight and contributing towards the growth and development of the Company. His experience and leadership are valuable for the continued progress of the Company.

Mr. Aakash Manoj Rakhasiya

Mr. Aakash Manoj Rakhasiya is an Executive Director of the Company and is involved in managing the affairs and operations of the Company. His contribution towards the business activities and growth of the Company is significant.

Mrs. Anjana Manoj Rakhasiya

Mrs. Anjana Manoj Rakhasiya is a Non-Executive Director of the Company and provides guidance, oversight and support to the Board in matters relating to the Company's affairs.

Past remuneration drawn: (Rs in Lakhs)

Name of the Directors	Financial Year		
	FY 2025-26	**FY 2024-25**	**FY 2023-24**
Mr. Manoj Dharamshi Rakhasiya	15 lakhs	15 lakhs	15 lakhs
Mr. Aakash Manoj Rakhasiya	12 Lakhs	6.42 Lakhs	4.56 Lakhs
Mrs. Anjana Manoj Rakhasiya	12.71 Lakhs	12.71 Lakhs	15 Lakhs

Recognition or awards:

The Company has not received any specific awards or recognitions as on the date of this notice.

Job profile and suitability:

Considering the size, nature and complexity of the Company's operations and the responsibilities entrusted to the aforesaid Directors, the Board of Directors is of the view that the remuneration proposed is appropriate and commensurate with their role, experience, contribution and responsibilities.

Remuneration proposed:

As stated above.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin):

The proposed remuneration has been determined as per the remuneration policy and considering various factors including the nature of business, scale of operations, responsibilities handled by the Directors, prevailing industry practices and remuneration levels in companies of comparable size and nature.

Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or another director if any:

Except for their respective positions as Directors of the Company and the remuneration proposed to be paid to them, the aforesaid Directors do not have any other pecuniary relationship or transactions with the Company.

III. Other Information

Reasons for loss or inadequate profits, if any:

Not Applicable. The Company has generated adequate profits during the financial year ended March 31, 2026.

Steps taken or proposed to be taken for improvement:

Not Applicable. The Company continues to focus on strengthening its business operations, improving operational efficiency, expanding its market presence and maintaining sustainable growth.

Expected increase in productivity and profits in measurable terms:

The Company expects to maintain its growth trajectory through efficient management of resources, expansion of business opportunities and improved operational performance. The continued guidance and contribution of the Directors will support the Company's efforts towards achieving sustainable growth and enhancing shareholder value.

NOTES FOR MEMBERS:

1. The Ministry of Corporate Affairs ('MCA') has vide its Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 08th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024, and General Circular No. 03/2025 dated 22nd September, 2025, read with the relevant circulars issued by the Securities and Exchange Board of India, including SEBI Circular No. SEBI/HO/CFD/CFDPoD2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the "Circulars"), have permitted companies to convene the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue. In accordance with the aforesaid Circulars and applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and proviso to sub regulation (4) of Regulation 44 of SEBI Listing Regulations, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. Corporate/Institutional Members are encouraged to attend and vote at the 20th AGM through VC/OAVM facility. Corporate/ Institutional Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-voting as the case may be, are requested to send a certified scanned copy of the Board Resolution/Authorisation letter to the Scrutinizer by email at kaushaldalalcs@gmail.com with a copy marked to company at compliance@mcplworld.com and to Purva at evoting@purvashare.com . Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mcplworld.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.purvashare.com/.

8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

9. As required under Regulation 36(3) of the SEBI Listing Regulations and pursuant to the provisions of Secretarial Standard-2 on General Meetings, the relevant information in respect of the Director seeking re-appointment forms an integral part of this Notice.

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the name will be entitled to vote.

11. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company on or before 18th September, 2026 at compliance@mcplworld.com

12. The relevant documents referred to in the accompanying Notice, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM and also at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. upto to the date of the Meeting.

13. The Company is sending the Notice of the AGM, e-Voting instructions and Annual Report only in electronic form to the registered email addresses of the Members. Members who have not yet registered their email addresses are requested to update their email details at the earliest to receive these communications.

14. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) is Purva Sharegistry (India) Private Limited, having their office premises at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011. Please note that the ISIN number of the Equity Shares of Company is INE0A6N01026.

15. The Company has appointed KDA & Associates, Company Secretaries, to act as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose.

16. Members holding shares in physical mode are requested to register their e-mail addresses with Purva Sharegistry (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 Sharegistry (India) Private Limited in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

17. This notice will also be placed on the website of the Company i.e. http://www.mcplworld.com

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.

19. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone /facsimile no. for prompt reply of their communications.

20. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the Purva Sharegistry (India) Private Limited. Members who have casted their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.

21. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 15th September, 2026 i.e., a day prior to commencement of book closure date, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

22. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 A.M. (IST) on Saturday 19th September, 2026 and will end at 05:00 P.M. (IST) on Monday 21st September, 2026. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

23. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

    Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

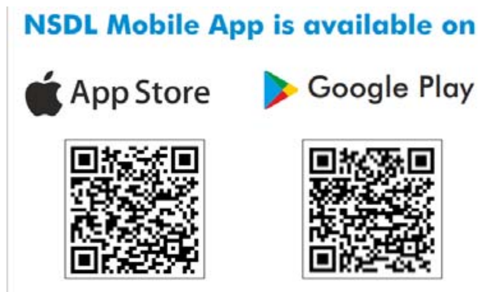
24. The instructions of shareholders for Remote E-voting and E-voting during AGM/EGM and joining meeting through VC/OAVM are as under:

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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 a link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available

	at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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.jsp 3) 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 held 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 or joining virtual meeting & voting during the meeting.

	4) Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.  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
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 or joining virtual meeting & voting during the meeting.

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.

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 022- 23058738 and 22-23058542-43.
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 contact at toll free number: 1800 1020 990 and 1800 22 44 30

(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 Folio Number registered with the Company.

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.

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) • 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. • 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 Manoj Ceramic Limited 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.

(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 favor 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 at the email address viz kaushaldalalcs@gmail.com and to the Company at the email address compliance@mcplworld.com , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@mcplworld.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2(Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@mcplworld.com. These queries will be replied to by the company suitably by email. Please note that, Members questions will be answered only if they continue to hold the shares as of cut-off date

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 **compliance@mcplworld.com or** evoting@purvashare.com.

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 e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

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 022-49700138.