

*The Memorandum of Association is altered pursuant to the Special Resolution passed by the members of the Company in the Extra- Ordinary General Meeting held on Saturday, 13<sup>th</sup> October, 2018 as per the provisions of the Companies Act, 2013*

THE COMPANIES ACT, 2013

(Incorporated under Companies Act, 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

\*\*\*\*\*MANOJ CERAMIC LIMITED

- I \*\*\*\*\* The name of the company is MANOJ CERAMIC LIMITED.
- II The registered office of the Company will be in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai.
- III \*\*\*\*The object for which company is established are:

**A OBJECTS OF THE COMPANY TO BE PURSUED BY COMPANY:**

1. To takeover the existing business of Partnership Firm M/s. Manoj and Company as a going concern along with all its Assets and Liabilities and after such taking over the said firm shall stand dissolved.
2. To carry on in India and abroad whether wholesale or retail, the business of trading, marketing, exporting, importing, contracting and consulting all kinds of building materials including cement of all varieties, all kinds of paints exterior and others, varnishes, primers, metal putty, Bitumen based roofing compounds, Gypsum, PPR pipes and fittings, gas Hobs, Chimneys, PVC pipes and fittings, water storage tanks, Glass mosaic tiles, brass compounds for CP fittings, Geezers and accessories, CP fittings and parts, glass basins, wooden flooring, shower panels, electric and steam bath units, electric and others, tools, spares and parts, motors thereof, bath accessories, mirrors, cabinets, Aluminum composite panels, Aluminium foils, G.I. Fittings stainless steel sink, all types of Glass, internal tiles, adhesive, pressure pumps, Novelties and decor items, kitchenware and related products, including machinery, spares, tools and peripherals oxide and lac products, granite stone slabs, sheets, tiles, bricks, earthenwares , all types of sanitary fittings, sand, lime, niroo, Iron and Steel, timbers, Hardwares, marble stones, mosaic stones, ladi of all kinds, electric goods, Hollo block cement articles bricks decorative water proofing cement, coating cement, water proofing compounds concrete hardening, liquid and other products, Primarily connected with the building industry, Asbestos materials, prefabricated houses or spaces and doors and windows, frames, trustees and purlins, house trailers, grills, shutters, almirahs, furniture and any other materials required in the building materials trade and all kinds of chemicals and oils, necessary for construction and repairs purpose. No money circulating scheme carried out by the Company.

*\*\*\*The name of the Company has been changed from "MANOJ AND COMPANY TRADING PRIVATE LIMITED" to "MANOJ CERAMIC PRIVATE LIMITED" vide special resolution passed by the members at the Extra-ordinary General Meeting held on Saturday, 13th October, 2018.*

*\*\*\*\*The Object Clause is altered as per the provisions of the Companies Act, 2013 vide Special Resolution passed by the members at the Extra-ordinary General Meeting held on Saturday, 13th October, 2018.*

*\*\*\*\*\* The name of the Company has been changed from Manoj Ceramic Private Limited to Manoj Ceramic Limited vide special resolution passed by the Company by the members at the Extra-ordinary General Meeting held on Wednesday, 02<sup>nd</sup> January, 2019.*

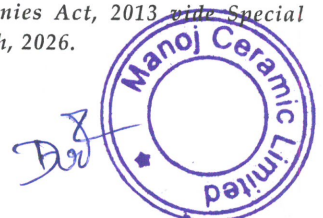


3. To carry on in India and abroad the business of trading, marketing, exporting, importing of ceramic tiles, porcelain tiles, vitrified tiles, composite stones, engineered marbles, natural stones, natural marbles, granites, providing & fixing wet cladding and dry cladding of all types of tiles, marbles, glass, metal sheets, ACP sheets, natural stones or any other type of tiles or sheets.
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, and other establishments; and to undertake turnkey interior design and decoration projects, renovation works, modular furniture solutions, and related architectural and creative services.

**B Matters which are necessary for furtherance of the objects specified in Clause III A are**

5. To buy on our right or otherwise, or to get on lease or Hire or to get license to use the Brand and Trade name viz. MANOJ AND COMPANY and to pay consideration, deposit, advance for the same.
6. To appoint dealers, distributors, agents and other and to remunerate them for the doing business of the company.
7. To get dealership, distributorship and agencies and to pay for the same for the products and services which the company can handle conveniently.
8. To lay, and /or improve, construct, maintain, alter, develop, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works warehouses, wharves, roads, machinery, engines, walls, fences, banks, dams, water courses, underground tunnels, subway and to clear sites for the same or to join with any person, firm or company in doing any of the aforesaid work, manage and control the same or join with others in so doing.
9. To import, export, convert, buy, sell, or purchase or otherwise deal in plants or to set up industrial undertaking of the equipments, plants, apparatus as may from time to time be necessary or required for the business of the company and for that purpose to purchase or otherwise acquire lands and / or building in any parts of India, to accepts lease thereof and such lands to erect buildings for the works and purpose of the company and also to acquire or to contract and erect bungalows houses, chawls, and rooms for offices, employees and servants of the company and also to erect plants and machinery for the same.
10. To enter into collaboration whether with foreign or Indian firms, companies or individuals technical know-how or otherwise as may be convenient for the stated hereof and to pay for the same in cash or in shares.
11. To buy, obtain on lease or otherwise acquire lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease mortgage or hypothecate or otherwise disposal off all or any of the properties and assets of the company on such terms and conditions as the company may think fit.

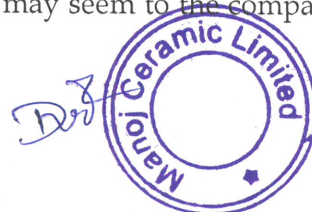
\*\*\*\*\*#### The Object Clause is altered as per the provisions of the Companies Act, 2013 with Special Resolution passed by the members through Postal Ballot on Monday, 09<sup>th</sup> March, 2026.



12. To insure any of the properties undertaking contracts, guarantees or obligations of the company of the every nature and kind in any manner whatsoever.
13. To Collaborate with, amalgamate or unite with or absorb into this Company, any company foreign or local corporation or association formed whether in India or elsewhere for objects similar, analogous or subsidiary to any of the objects of this Company, to form promote, establish and bring out or joint such company, corporation or association to acquire hold and deal with any shares, debentures or other interests in any such company, corporation or association to sell, lease, grant licenses of or dispose of any such company, and to accept, in payment or party any person or persons all or any part of the property of this company, and to accept, in payment or part payment for the same, cash and/or shares, debentures, bonds or obligations of any such company, corporation or association and to distribute all or any of such shares, debentures bonds or obligations of any such shares, debentures, bonds or other obligation amongst the members.
14. To purchase or by other means acquire and protect prolong and renew, whether in India or abroad any patents, rights brevets inventions, licenses, discoveries, processes, protection and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to under or grants licenses or privileges in respect of the same, and to expend money in experimenting upon and testing any patents, inventions; or rights which the company may acquire or propose to acquire.
15. To apply for tender purchase or otherwise acquire and concession for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carryout, dispose off or otherwise turn to account the same.
16. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorized to carry on and to purchase, acquire, apply for, hold sell and deal in shares, stocks, debenture stock of any person, firm or Company and conduct or make, carry in to effect any arrangement in regard to the winding up of the business of any such persons, firm or Company.
17. To enter into partnership of into sharing profits, union of interest, co-operation joint-venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about which this company authorized to carry on or engage in and take or otherwise acquire and hold shares or stocks or in any such company and to hold, sell or otherwise deal with the same.
18. To improve, manage work, develop, alter, exchange; mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the company.
19. To invest and deal with the money's of the company not immediately required upon such securities and in such manner as may from time be determined.
20. To create any depreciation fund, development fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or the company or for redemption of debentures or redeemable preference shares or for special dividends or redeemable preference share or for special dividends or for any other purpose whatsoever.



21. To lend and advance money or give credit to such persons and on such terms as may seem expedient and in particular to customers and others having dealing with the company and to guarantee or become security for such any persons.
22. To raise money other than public deposit in such manner as the company shall think fit and in particulars by the issues of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money, borrowed, raised or owing by mortgage, charge or lien upon the whole or any by mortgage charge or lien upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the co. or any other person or company or any obligation undertaken by the company or any person or company as the case may be subject to the provision of section 58 A and directive of Reserve Bank of India, however the company shall not carry on any business which is a banking business within the meaning of Banking Regulation Act, 1949 subject to provision of section 58 A and directive of R. B. I.
23. To draw, make, accept, endorse, discount, negotiate Execute and issue promissory notes, bills of exchange Bill of lading, warrants, debentures and other negotiable or transferable instruments.
24. To guarantee the performance of obligations of any kind, the payment of dividends and interest on any stocks, shares or securities of any company, corporation firm or person in any case in which such guarantee may be considered likely, directly or indirectly to further the objects of the company or the interest of its shareholders.
25. To train or pay for the training in India or abroad of any member of the company or any of the company's employees or any other candidates in the interest and for the furtherance of the Company's Business.
26. To guarantee the payment of money unsecured or secured by or payable under or in respect of Promissory notes, bonds, debentures, debenture stocks Contracts, mortgages, charges, obligations, instruments and securities of any company or of any Authority, supreme, municipal local, or otherwise or any persons whomsoever whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations in course of the business of the company.
27. To acquire any shares, stocks, debentures, debenture stock, bonds obligation or securities by original subscription, tenders, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred of the business of the company.
28. To pay for any property or rights acquired by the company either in cash for or by the allotment of or partly paid shares of this Company with or without or repayment of capital or otherwise or by any securities which the company has the power to issue or partly in mode and partly in another and on such terms as the Company may determined.
29. To undertake and execute any trust the undertaking of which may seem to the company desirable and either gratuitously or otherwise.



30. To apply the assets of the company in any way or towards the establishments, maintenance or extension of any association institution or fund in any way connected with any particular trade or business or with trade or commerce including any Association, institution or fund or protection of the interest of masters owners and employers against loss by bad debts, strikes, combination, fire, accidents or otherwise or

for the benefit of any clerks, workman or others or the at any time employed by the company or any of its predecessors in business or their families or dependents and other or not in common with other person or classes of persons and in particular of friendly Co-operative of persons and in particular of friendly Co-operative and other societies, reading rooms, libraries educational and charitable institutions, refractories dining and recreation rooms, churches, temples, schools and hospitals and to grant gratuities, pension and allowances and to contribute to any funds raised by any political parties or by public or local subscription for any purpose whatsoever.

31. To institute, conduct, defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for Payment or satisfaction of any debts due and of any claims or demand by or against the company. To refer any claims or demands by or against the company to arbitration and to observe and carry out the terms of the Award.

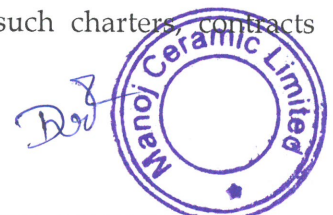
32. To give bonus, incentive bonus, efficiency bonus, Gratuities annuities, allowances, donation and emoluments to any employees or ex-employee and to officer and exofficer (including Director and ex-director) of the Company or any of any subsidiary or associated Company, or the wives, widows, relation connections and dependents of any such person, or otherwise advance the interests of the company or its members; to provide for the welfare of the employees including housing; to support or subscribe to any association, institution or other body whose objects are calculated to promote the interest or maintain the status of the Company whether such association are trade association of Public institution objects or appeal of any nature whatsoever.

33. (i) To subscribe or otherwise to assist or to guarantee money to charitable benevolent, religious scientific, national public or any other institution objects or for any exhibition.

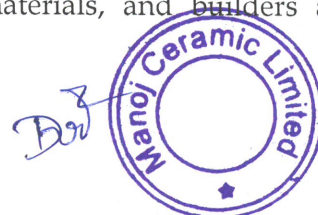
(ii) To dedicate, present or otherwise dispose off any property of the company deemed to be of national public or local, interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.

34. To apply for, promote and obtain any Act of the India Parliament or a State legislature or other authority for enabling the Company to carry on of its objects into effects for effecting any modification of the Company's constitutions or and to apply and proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

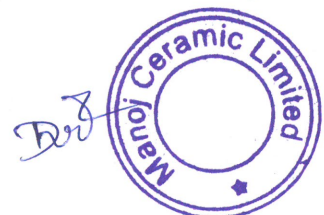
35. To enter into arrangements with any Government or authorities (supreme, Muncipal, local or otherwise) or any corporation, companies whether Registered in India or abroad or persons that may seem conductive to the company's objects or any of them and to obtain conclusive to the company's objects or any of them and to obtain from any such Government, authority, decrees, privileges, and concessions which the company may think desirable to carry out exercise and comply with any such charters, contracts decrees, rights, privileges and concessions.



36. To undertake the management of any company of other business and to undertake and transact all kinds of agency business and to appoint agents and establish agencies or branches of the company in India and /abroad.
37. To adopt such means of making known the business of the company in which this company is interested as may seem expedient and particulars by advertising in the press, magazines, journal (trade and social) by circulars, by publication of books and periodicals and granting prizes, rewards and donations subject to provisions of Companies Act, 2013.
38. To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform such contracts and also to act in any of the business of the company through or by means of agents, Brokers, subcontractors or otherwise.
39. To remunerate any person, firms or company rendering services to this company whether by case payment or any allotment to him or them of share or securities of the company credited as paid up in full or part or otherwise.
40. To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company or to contract with any person, firm or Company to pay the same. And to pay commission to brokers and others for undertaking, placing selling or guaranteeing the subscription of any shares, debentures, debenture-stock or securities of this company.
41. To procure the Company to be registered or recognized in any place outside the State of Maharashtra or in any foreign country or place.
42. To promote any other Company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of this company or to enhance the value of any property or business of, underwrite, Subscribe for or otherwise acquire all or any part of the share or securities of any such company as aforesaid.
43. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or properties of the company or part thereof whether movable or immovable for such consideration as the company may think fit and in particular for shares, debentures or other securities of any other company having objects altogether or in part similar to those of this company.
44. To pay out of the company's funds the costs and expenses incurred in connections with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of the company which may be promoted by this company.
45. To pay to the promoters of the Company preliminary expenses and other incidental expenses for the promotion of the company and/or to allot shares for consideration without cash partly or wholly, towards such expenses.
46. To act as marketing expert, technical advisors, distributors, manufacturer's representative stockists, estate agents and agents (sole agents or otherwise), indenting agents, commission agents in respect of business of building materials, and builders and contractors.



47. To act as principals, agents, trustees, contractors or otherwise and either along in conjunction with others and either by or through agents, contractors, trustees or otherwise and to do all such things as are incidental or conducive to the attainment of the object.
48. To distribute any of the properties of the company amongst the members in specie, or kind, consequent upon the winding up of the Company.
49. To act as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
50. To establish school for or otherwise instruct people in any kind of business of company which it carries on or is entitled to carry on.
51. To establish, provide, maintain and conduct or otherwise subsidise research and experiments and tests of all kinds to promote studies and research both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshop, libraries, lectures meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers any by providing or contributing the award of scholarships, Prizes, grants to students or otherwise and generally to encourage, promote and rewards studies, researchers, investigation experiments, tests and inventions of any kind that may be considered likely to assist any; business which the company is authorized to carry on.
52. To establish or promote or concur in establishing or promoting any Company or companies for the property, rights and liabilities of the Company, or for any other purpose whatsoever and to place of guarantee the placing or underwrite subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any other company.
53. To carry on the business of and sale of metallic doors, windows, grills, shutters, almirahs furniture, trustee, frames and other fabrication of any every description of any and every description of commercial, industrial, scientific, engineering, technological, medical and general use.
54. To carry on the business as of and/or dealers in steel, tiles, hardwares, timber and to do business of job masters, terracotta makers, house agents and the like.
55. To carry on the business of iron founders, steel makers and of and dealers in all types of machinery, plants, implements, tools and accessories of every description and carry on all any of the business of tools makers, founders of all metal and metal compounds, ferrous and non-ferrous metals workers, machinists, smiths, welders, fitters, metallurgist, wire drawers, tube makers, mill wrights, plaintees, galvanizer, vulcanisers, japponers, anneal ers, enamellers, electroplaters, packing case makers, general merchants and contractors and to buy, sell, manufacture, repair, convert, alert, let on hire and deal-in minerals, metals machineries, machines, dies, implements, dies, implements, rolling stock, hardware of all kinds.



IV The liability of the members is limited.

V (a) \*\*\*\*\*### The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crore Only) divided into 1,90,00,000 (One Crore Ninety Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 3,00,000 (Three Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.

(b) The minimum paid up capital of the company shall be Rs. 100,000/- (One Lakh only).

*\*Authorised Share Capital increased from Rs.5,00,000 to Rs. 3,00,000 vide Ordinary Resolution passed in EGM dated 24<sup>th</sup> August, 2009*

*\*\* Authorised Share Capital increased from Rs. 3,00,000 to Rs. 25,00,000 vide Ordinary Resolution passed in EGM dated 24<sup>th</sup> August, 2012.*

*\*\*\*\*\* The Authorised Share Capital of the Company has been re-classified vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on Friday, 08<sup>th</sup> March, 2019 from Rs. 2,50,00,000/- divided into 2,50,000 Equity Shares of Rs. 100/- each to Rs. 2,50,00,000/- divided into 1,50,000 Equity Shares of Rs. 100/- each and 1,00,000 Preference Shares of Rs. 100/- each.*

*\*\*\*\*\* The Authorised Share Capital of the Company has been increased vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on Friday, 3<sup>rd</sup> January, 2020 from Rs. 2,50,00,000/- divided into 1,50,000 Equity Shares of Rs. 100/- each and 1,00,000 Preference Shares of Rs. 100/- each to Rs. 4,50,00,000/- divided into 1,50,000 Equity Shares of Rs. 100/- each and 3,00,000 Preference Shares of Rs. 100/- each.*

*\*\*\*\*\*# The Authorised Share Capital of the Company has been increased vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on Thursday, 15<sup>th</sup> June, 2023 from Rs. 4,50,00,000/- divided into 1,50,000 Equity Shares of Rs. 100/- each and 3,00,000 Preference Shares of Rs. 100/- each to Rs. 11,50,00,000/- divided into 8,50,000 Equity Shares of Rs. 100/- each and 3,00,000 Preference Shares of Rs. 100/- each.*

*\*\*\*\*\*## The members at its extra-ordinary General Meeting held on 01<sup>st</sup> August,2023, have approved by passing an Ordinary Resolution the sub-division of existing nominal value of Rs. 100/- (Rupees One Hundred only) to nominal value of Rs. 10/- (Rupees Ten only), thereby substituting the Share capital from Rs. 11,50,00,000/- (Eleven Crore Fifty lakh) divided into 8,50,000 (Eight Lakh Fifty Thousand) Equity Shares of Rs. 100/- each and 3,00,000 (Three Lakh) Preference Shares of Rs. 100/- each to Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lakh only) divided into 85,00,000 (Eighty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 3,00,000 (Three Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.*

*\*\*\*\*\*### The Authorised Share Capital of the Company has been increased vide Ordinary Resolution passed at the Annual General Meeting held on Monday, 30<sup>th</sup> September, 2024 from Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lakh only) divided into 85,00,000 (Eighty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 3,00,000 (Three Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each to Rs. 22,00,00,000/- (Rupees Twenty Two Crore Only) divided into 1,90,00,000 (One Crore Ninety Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 3,00,000 (Three Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.*

