



MCPL
WALL & FLOOR TILES

To,
BSE Limited
Listing Department
Floor 25, P J Towers, Dalal Street,
Mumbai- 400 001

Scrip Code: 544073

Dear Sir/ Madam,

Pursuant to Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulation") we are enclosing the Notice of Extra-Ordinary General Meeting ("EGM") along with the Explanatory Statement of the Company scheduled to be held on **Thursday, October 15, 2026, at 12:30 PM.**

Further, in terms of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circulars issued by SEBI, the Company has fixed **Thursday, October 08, 2026** as the cut-off date to determine the eligibility of the members to cast their vote by remote e-Voting. The remote e-voting period shall commence from Monday, October 12, 2026, at 09:00 AM and will end on Wednesday, October 14, 2026, at 05:00 PM.

The attached Notice of EGM along with the Explanatory Statement is available on the website of Company and Stock exchange i.e. BSE limited.

This is for your information and records.

For and on behalf of
Manoj Ceramic Limited

DHRUV

MANOJ

RAKHASIYA

Dhruv Rakhasiya

Managing Director

DIN: 03256246

Digitally signed by DHRUV MANOJ RAKHASIYA
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Date: 2026.09.21 17:29:21 +05'30'

Date: 21.09.2026

Place: Mumbai

MANOJ CERAMIC LTD.

CIN: L51909MH2006PLC166147

1, Krishna Kunj Building, 140 Vallabh Baugh Lane, Ghatkopar (E) Mumbai 400 077

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MUMBAI

PUNE

THANE

MORBI

BANGALORE

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Manoj Ceramic Limited will be held on **Thursday 15th October 2026 at 12:30 P.M.** through Video Conferencing / Other Audio-Visual Means, to transact the following Special businesses:

Item No. 1. To approve variation in the terms/rights of existing 1,00,000 15% Non-Cumulative Redeemable Preference Shares into 1,00,000 15% Compulsorily Convertible Preference Shares of Rs. 100/- each and consequent issuance of 15% Compulsorily Convertible Preference Shares:

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

"RESOLVED THAT in accordance with Sections 42, 48, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules thereunder and also including any relevant provisions of the Companies Act, 2013 and any other previous act, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approval(s), consent(s), permission(s) of Securities and Exchange Board of India ("SEBI") and in accordance with any other applicable Law or Regulation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("BSE"), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any existing Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board's absolute discretion, the consent of the members of the Company, be and is hereby accorded to *approve change/ alter/ vary/ replace the existing terms and nature of 1,00,000 (One Lakh) 15% Non- Cumulative Redeemable Preference Shares ("NCRPS"), into 1,00,000 (One lakh) 15% Compulsorily Convertible Preference Shares ("CCPS")* of the face value of Rs. 100/- (Rupees Hundred Only) each of the Company and which shall be compulsory convertible into Equity Share at a price of Rs. 100/- (Rupees One Hundred only) (including a premium of Rs. 90/- for each CCPS) ("*Conversion Price*"), as determined in terms of Regulation 164 of SEBI ICDR Regulations, 2018, to promoters as mentioned below ("Preference Shareholders"), on preferential allotment basis ("Preferential Offer") on the below mentioned terms and conditions, as the Board may, in its absolute discretion, think fit:

Particulars of the Offer are as follows:

S. N.	Name	No. of NCRPS Held	No. of CCPS to be allotted	No. of Equity shares to be allotted upon Conversion
1.	Manoj Dharamshi Rakhasiya	1,00,000	1,00,000	1,00,000
Total		1,00,000	1,00,000	1,00,000

RESOLVED FURTHER THAT the variation of rights of NCRPS holders by converting their existing holding from NCRPS to CCPS, shall be subject to the following terms and conditions:

- 15% Compulsorily Convertible Preference Shares shall be compulsorily convertible into equity shares in one or more tranches of the face value Rs 10/- each, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the proposed allottee does not exercise the conversion option.
- The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 10/- each of the Company ("Equity Shares") with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- The CCPS shall be paid dividend on a non-cumulative basis at the rate of 15%;
- The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.

MANOJ CERAMIC LTD.

CIN: L51909MH2006PLC166147

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- The CCPS (upon variation of NCRPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.
- The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Face Value of 15% Compulsorily Convertible Preference Shares is Rs. 100/- per share.
- The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.
- All other terms & conditions associated with the aforesaid preference shares shall remain same.

RESOLVED FURTHER THAT the particulars of the CCPS being issued, as per Rule 9(2) of the Companies (Share Capital and Debenture) Rules, 2014, are briefly set out below:

a	The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	The Preference Shares shall confer on the holder, the right to receive, in priority to the holders of Equity Shares in the Share Capital, a non-cumulative dividend equal to 15% (Fifteen per cent) per annum (if declared by the Company). Subject to applicable laws, on a distribution of capital on a winding up, the assets of the Company available for distribution to its members shall be applied in the manner set forth in the Articles of the Company as amended from time to time and the Preference Shares shall rank senior to any other nature of Security issued by the Company.
b	The participation in surplus fund	Non-participating in nature
c	The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As per Articles of Association of the Company.
d	The payment of dividend on cumulative or non-cumulative basis	Payment of dividend on non-cumulative basis.
e	The conversion of preference shares into equity shares	The CCPS to be allotted shall be compulsorily convertible into equivalent number of equity shares of the Company with face value of Rs. 10/- each, within a maximum period of 18 (eighteen) months commencing from the date of allotment of such CCPS. Such conversion may take place either at the option of the Proposed Allottee(s) in one or more tranches, or the Company shall mandatorily convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the tenure even if the Proposed Allottee(s) does not exercise the conversion option.
f	Voting rights	The CCPs holders shall not have any voting rights in the Company.
g	The redemption of preference shares	Not Applicable; as we are issuing Compulsorily convertible into equity shares of face value of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT pursuant to variation of the terms of said NCRPS into CCPS, the Company's liability towards NCRPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said NCRPS so converted shall be treated as 'extinguished' from the date of allotment of CCPS;

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determining the conversion price of the Equity Shares proposed to be allotted, pursuant to conversion of CCPS into Equity Shares to the mentioned allottees is **Tuesday, 15th September, 2026**, i.e., being the date, which is 30 (Thirty) days prior to the date of EGM i.e., Thursday, 15th October 2026;

RESOLVED FURTHER THAT the Equity Shares to be allotted after the conversion of CCPS, shall rank pari passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to modify, accept and give effect to any modifications in the terms and

conditions of the aforesaid NCRPS as may be required, statutory regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board and to settle all queries or doubts that may arise in the aforesaid matters there from and to execute all such deeds, documents, writings, agreements, applications in connection with the aforesaid matters as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2. To approve variation in the terms/rights of existing 1,50,000 15% Non-Cumulative Redeemable Preference Shares into 1,50,000 15% Compulsorily Convertible Preference Shares of Rs. 100/- each and consequent issuance of 15% Compulsorily Convertible Preference Shares:

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

“**RESOLVED THAT** in accordance with Sections 42, 48, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules thereunder and also including any relevant provisions of the Companies Act, 2013 and any other previous act, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approval(s), consent(s), permission(s) of Securities and Exchange Board of India (“SEBI”) and in accordance with any other applicable Law or Regulation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any existing Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board’s absolute discretion, the consent of the members of the Company, be and is hereby accorded to *approve change/ alter/ vary/ replace the existing terms and nature of 1,50,000 (One Lakh Fifty Thousand) 15% Non- Cumulative Redeemable Preference Shares (“NCRPS”), into 1,50,000 (One lakh Fifty Thousand) 15% Compulsorily Convertible Preference Shares (“CCPS”) of the face value of Rs. 100/- (Rupees Hundred Only) each of the Company and which shall be compulsory convertible into Equity Share at a price of Rs. 100/- (Rupees One Hundred only) (including a premium of Rs. 90/- for each CCPS) (“Conversion Price”), as determined in terms of Regulation 164 of SEBI ICDR Regulations, 2018, to promoters as mentioned below (“Preference Shareholders”), on preferential allotment basis (“Preferential Offer) on the below mentioned terms and conditions, as the Board may, in its absolute discretion, think fit:*

Particulars of the Offer are as follows:

S. N.	Name	No. of NCRPS Held	No. of CCPS to be allotted	No. of Equity shares to be allotted upon Conversion
1.	Manoj Dharamshi Rakhasiya	1,30,000	1,30,000	1,30,000
2.	Dhruv Manoj Rakhasiya	20,000	20,000	20,000
Total		1,50,000	1,50,000	1,50,000

RESOLVED FURTHER THAT the variation of rights of NCRPS holders by converting their existing holding from NCRPS to CCPS, shall be subject to the following terms and conditions:

- 15% Compulsorily Convertible Preference Shares shall be compulsorily convertible into equity shares in one or more tranches, of the face value Rs 10/- each, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the proposed allottee does not exercise the conversion option.
- The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 10/- each of the Company (“Equity Shares”) with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- The CCPS shall be paid dividend on a non-cumulative basis at the rate of 15%;
- The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.
- The CCPS (upon variation of NCRPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.

- The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Face Value of 15% Compulsorily Convertible Preference Shares is Rs. 100/- per share.
- The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.
- All other terms & conditions associated with the aforesaid preference shares shall remain same.

RESOLVED FURTHER THAT the particulars of the CCPS being issued, as per Rule 9(2) of the Companies (Share Capital and Debenture) Rules, 2014, are briefly set out below:

a	The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	The Preference Shares shall confer on the holder, the right to receive, in priority to the holders of Equity Shares in the Share Capital, a non-cumulative dividend equal to 15% (Fifteen per cent) per annum (if declared by the Company). Subject to applicable laws, on a distribution of capital on a winding up, the assets of the Company available for distribution to its members shall be applied in the manner set forth in the Articles of the Company as amended from time to time and the Preference Shares shall rank senior to any other nature of Security issued by the Company.
b	The participation in surplus fund	Non-participating in nature
c	The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As per Articles of Association of the Company.
d	The payment of dividend on cumulative or non-cumulative basis	Payment of dividend on non-cumulative basis.
e	The conversion of preference shares into equity shares	The CCPS to be allotted shall be compulsorily convertible into equivalent number of equity shares of the Company with face value of Rs. 10/- each, within a maximum period of 18 (eighteen) months commencing from the date of allotment of such CCPS. Such conversion may take place either at the option of the Proposed Allottee(s) in one or more tranches, or the Company shall mandatorily convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the tenure even if the Proposed Allottee(s) does not exercise the conversion option.
f	Voting rights	The CCPs holders shall not have any voting rights in the Company.
g	The redemption of preference shares	Not Applicable; as we are issuing Compulsorily convertible into equity shares of face value of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT pursuant to variation of the terms of said NCRPS into CCPS, the Company's liability towards NCRPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said NCRPS so converted shall be treated as 'extinguished' from the date of allotment of CCPS;

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determining the conversion price of the Equity Shares proposed to be allotted, pursuant to conversion of CCPS into Equity Shares to the mentioned allottees is **Tuesday, 15th September, 2026**, i.e., being the date, which is 30 (Thirty) days prior to the date of EGM i.e., Thursday, 15th October 2026;

RESOLVED FURTHER THAT the Equity Shares to be allotted after the conversion of CCPS, shall rank pari passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to modify, accept and give effect to any modifications in the terms and conditions of the aforesaid NCRPS as may be required, statutory regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board and to settle all queries or doubts that may arise in the aforesaid matters there from and to execute all such deeds, documents, writings, agreements, applications in connection with the aforesaid matters as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and co

For and on behalf of
Manoj Ceramic Limited

Dhruv Rakhasiya
Managing Director
DIN: 03256246

Date: 16.09.2026
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at Extra Ordinary General (the "Meeting") is annexed herewith.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Extra Ordinary General Meeting ("EGM") virtually, without physical presence of Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.mcplworld.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and the EGM Notice is also available on the website of Purva (agency for providing the Remote e-Voting facility) i.e. <https://evoting.purvashare.com/>.
3. Since this EGM is held through Video Conference/Other Audio-Visual Means (VC/OAVM), route map to the venue is not required and therefore, the same is not annexed to this Notice.
4. The Members can join the EGM 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 EGM through VC/OAVM will be made available for 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 without restriction on account of first come first served basis.
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Extra Ordinary General Meeting.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Appointment of Proxy and Attendance Slip: Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend/ vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail ID at vivekrawal89@gmail.com with a copy marked to evoting@purvashare.com and compliance@mcplworld.com.
9. **M/s. Rawal & Co., Proprietor Vivek Rawal, Practicing Company secretary (CP No. 22687 Membership No.: 43231)**, has been appointed as a scrutinizer to scrutinize the remote e-voting and e-voting during EGM to be carried out in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
10. E-Voting: 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with , Purva Sharegistry (India) Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by PURVA.
11. EGM 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
12. In line with the aforesaid MCA Circular, The Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company whose name appear in the register of members/list of beneficiaries received from the depositories as on **Friday, September 18, 2026**. Members may note that the notice will also be available on the company's website, <https://www.mcplworld.com/> and of the Stock Exchanges i.e. BSE Limited. The EGM notice is also available on the website of Purva (agency for providing the e-voting facility) i.e. <https://evoting.purvashare.com/>.
13. The remote e-voting period commences on **Monday, 12th October 2026 (9.00 A.M. IST) to Wednesday, 14th October, 2026 (5.00 P.M. IST)**. During this period, members of the Company holding shares as on cut-off date i.e. **Thursday, 08th October, 2026** may cast their vote electronically. The remote e-voting module shall be disabled by Purva Sharegistry (India) Private Limited (PURVA) for voting thereafter. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members (for voting through remote e-voting before the EGM and remote e-voting during the EGM) shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. **Thursday, 08th October, 2026**.
14. Shareholders holding shares in physical form are requested to register their email address with the registrar and share transfer agents by sending duly signed request letter quoting their folio no., name and address, in case of shares deed in Demat form, the shareholders may register their email with their DP's (Depository Participants).
15. All members are requested to support green initiative of the ministry of corporate affairs, Government of India and register their email addresses to receive all these documents electronically from the company in accordance with rule 18 of the companies (management & administration) rules 2014, and rule 11 of the companies (accounts) rules 2014. All the aforesaid documents have been uploaded on and are available for download from the company's website, being <https://www.mcplworld.com/>

16. In compliance with section 108 of the companies act, 2013, rule 20 of the companies (management and administration) rules 2014, however, pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) regulations 2015, SS-2 (Secretarial Standards) on General Meeting issued by the Institute of Company Secretaries of India ("ICSI") and the provisions of the MCA circulars and the SEBI circulars, the business may be transacted through electronic voting system and the company is providing for voting by electronic means (e-voting) to its members through remote e-voting platform provided by the Purva Sharegistry (India) Private Limited (PURVA) to cast their votes.
17. In case of joint holders attending the EGM, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
18. The format of the register of members prescribed by the MCA under the Act requires the Company / Registrars and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend, etc. Any requests for updating these details should be submitted in Form ISR-1.
19. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the company through an email i.e. compliance@mcplworld.com
20. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e., **October 15, 2026**. Members seeking to inspect such documents can send an email to compliance@mcplworld.com
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the EGM as well as remote e-voting during the EGM. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. Any person holding shares and non-individual shareholders, who acquire shares of the Company and become a member of the Company after sending the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to evoting@purvashare.com. However, if he / she is already registered with PURVA for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote
22. The scrutinizer shall, immediately after the conclusion of remote e-voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and at the EGM) and make, **not later than two working days of conclusion of the EGM**, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.mcplworld.com/> and on the website of PURVA <https://evoting.purvashare.com/> immediately after the results are declared and the same shall be communicated to the BSE Limited, where the shares of the Company are listed.
24. Subject to the receipt of the requisite number of votes, the resolutions forming part of the EGM Notice shall be deemed to have been passed on the date of the EGM i.e., **Thursday, 15th October, 2026**.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

The remote e-voting period begins on Monday, 12th October 2026 (9.00 A.M. IST) to Wednesday, 14th October, 2026 (5.00 P.M. IST). The remote e-voting module shall be disabled by Purva Sharegistry (India) Private Limited(PURVA) for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 08th October, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 08th October, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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

Type of shareholders	Login Method
	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. NSDL Mobile App is available on  App Store   Google Play  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).

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVENT NO. for Manoj Ceramic Limited on which you choose to vote.
- 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.
- Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 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 vivekrawal89@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.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 EGM 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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM & 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 022-49614132 and 022-49700138.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PROVISIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 01 & Item No.02 of the accompanying Notice dated September 16, 2026:

In Respect of Item No. 1 and 2:

The Company has issued and allotted 15%-NCRPS aggregating to 2,50,000 details of which are as following:

1. **1,00,000, 15% NCRPS** : The Members of the Company in their General Meeting held on March 08, 2019 had accorded their approval to issue and allot in aggregate 1,00,000 (One Lakh) 15% Non-Cumulative Redeemable Preference Shares of face value of Rs.100/- each (hereinafter referred to as “NCRPS”), each at par aggregating to aggregating to Rs. 1,00,00,000/- (One Crore only) on Rights Basis to Mr. Manoj Dharamshi Rakhasiya.
2. **1,50,000, 15% NCRPS** : The Members of the Company in their General Meeting held on January 03rd ,2020 had accorded their approval to issue and allot in aggregate 1,50,000 (One Lakhs Fifty Thousand Only) 15% Non-Cumulative Redeemable Preference Shares of face value of Rs.100/- each (hereinafter referred to as “NCRPS”), each at par aggregating to aggregating to Rs.1,50,00,000/- (One Crore Fifty Lakhs Only) on Rights Basis to Mr. Manoj Dharamshi Rakhasiya (1,30,000 NCRPS) and Mr. Dhruv Manoj Rakhasiya (20,000 NCRPS).

Redemption of the aforesaid NCRPS to the preference shareholders may cause liquidity crunch in the Company. Hence, the Company has approached the aforementioned preference shareholders, i.e., Mr. Manoj Dharamshi Rakhasiya and Mr. Dhruv Manoj Rakhasiya, through a request letter dated 08th September 2026, seeking their consent for the variation in the terms of their 15% NCRPS and convert them into 15% CCPS, with the subsequent conversion into equity shares to be completed within a maximum period of 18 months, in accordance with SEBI ICDR Regulations.

Mr. Manoj Dharamshi Rakhasiya and Mr. Dhruv Manoj Rakhasiya, holding a total of 2,30,000 (1,00,000 and 30,000) and 20,000 NCRPS has agreed to the proposed variation in the terms existing preference shares and have given their consent on 10th September, 2026 for the said variation.

The Board of Directors of the Company (“Board”), at their meeting held on September 16, 2026, has, inter alia, approved the variation of the terms/rights of the existing 15% Non-Cumulative Redeemable Preference Shares (“NCRPS”) into 15% Compulsorily Convertible Preference Shares (“CCPS”), subject to the approval of the shareholders of the Company and such other approvals as may be required under applicable laws.

Each CCPS of Rs.100/- shall be compulsorily convertible into one fully paid-up Equity Share of the Company having face value of Rs.10/- each at an issue/conversion price of Rs.100/- per Equity Share, comprising face value of Rs.10/- and a premium of Rs.90/- per Equity Share, as determined under the provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Section 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

1. Purpose/Objects of the Issue:

The Company has issued and allotted an aggregate of 2,50,000, 15% Non-Cumulative Redeemable Preference Shares (“NCRPS”) of face value of ₹100 each, aggregating to ₹2.50 crore, on a rights basis. Out of the aforesaid, 1,00,000 NCRPS aggregating to ₹1.00 crore were issued and allotted to Mr. Manoj Dharamshi Rakhasiya pursuant to the approval of the Members accorded at the General Meeting held on March 08, 2019, and 1,50,000 NCRPS aggregating to ₹1.50 crore were issued and allotted to Mr. Manoj Dharamshi Rakhasiya and Mr. Dhruv Manoj Rakhasiya pursuant to the approval of the Members accorded at the General Meeting held on January 03, 2020.

Considering that redemption of the aforesaid NCRPS may result in a significant cash outflow and may impact the liquidity position of the Company, the Company, vide its letter dated September 08, 2026, approached the respective preference shareholders seeking their consent for variation in the terms and rights attached to the existing 15% NCRPS by converting the same into 15% Compulsorily Convertible Preference Shares (“CCPS”), with such CCPS being compulsorily convertible into equity shares of the Company within a maximum period of 18 months, in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

Mr. Manoj Dharamshi Rakhasiya, holding 2,30,000 NCRPS, and Mr. Dhruv Manoj Rakhasiya, holding 20,000 NCRPS, have, vide their respective consents dated September 10, 2026, agreed to the proposed variation in the terms and rights of their existing NCRPS. Accordingly, the Board of Directors of the Company, at its meeting held on September 16, 2026, inter alia, approved the proposed variation of the terms and rights attached to the existing 15% NCRPS and their conversion into 15% CCPS, subject to the approval of

the Members of the Company and such other statutory, regulatory or other approvals, permissions and consents as may be required under applicable laws.

2. Kinds of securities offered and the price at which security is being offered

Kinds of securities offered	Price at which security is being offered
CCPS is being allotted pursuant to the variation in terms of issued NCRPS	Face value of existing NCRPS is Rs. 100/- and thus so does the face value of CCPS is Rs. 100/- (Rupees One Hundred only)
Underlying Equity Shares issued in pursuant to conversion of CCPS	The Company has decided to issue the shares at the price of Rs. 100/- (Rupees One Hundred only) (including premium of Rs. 90/-) (Rupees Ninety only)

3. Monitoring of utilisation of funds:

The requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI (ICDR) Regulations is not applicable.

4. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors in its meeting held on Wednesday, 16th September, 2026, approved the variation of rights of the NCRPS holders in accordance with the consent of such variation from NCRPS holders, holding the requisite minimum 75% of the total NCRPS, respectively, issue and allot 2,50,000 CCPS in lieu of existing 15%-NCRPS (1,00,000 and 1,50,000, as detailed above) and convert the said CCPS into 2,50,000 Equity Shares of the Company within in a period of 18 months from the date of allotment of CCPS.

The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

S. No.	Name of NCRPS holders	Total no. of NCRPS (Face Value of Rs 100/- each)	Current Value of Preference Shares (Including Issue Price, Interest, Gains and Premium)	No. of CCPS to be allotted at a price of Rs. 100 each pursuant to conversion of NCRPS (Face Value of Rs. 100/- each)
1	Manoj Dharamshi Rakhasiya	1,00,000	Rs. 1,00,00,000	1,00,000
		1,30,000	Rs. 1,30,00,000	1,30,000
2	Dhruv Manoj Rakhasiya	20,000	Rs. 20,00,000	20,000
Total		2,50,000	Rs. 2,50,00,000	2,50,000

5. Basis on which the Issue Price for the securities has been arrived at:

The equity shares of the Company are listed on BSE Limited only and are frequently traded in accordance with SEBI ICDR Regulations ("Regulations") and hence, In terms of the provisions of regulation 164 of SEBI ICDR Regulations the price at which the Equity Shares shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date i.e. **Rs. 90.59/-** per equity share;
- The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date i.e. **Rs. 83.65/-** per equity share; or

The Articles of Association of the Company does not provide for an alternate method of determination of price of equity shares.

Accordingly, the Board has considered to issue the Equity Shares at a price of Rs. 100/- each (Rupee One Hundred Only) at the premium of Rs. 90 each (Rupees Ninety only) per Equity Share which is not lower than the price determined in accordance with applicable provisions of Regulations.

Further, the company has determined the value of NCRPS aggregating to Rs. 2,50,00,000/- from the Independent Registered Valuer dated 16th September 2026 issued by Mr. Krishna Chaitanya Janga, a Registered Valuer (Registration No. IBBI/RV/05/2019/12328).

6. Relevant Date:

The "Relevant Date" for determination of the floor price for the proposed preferential issue of CCPS and Equity Shares in accordance with Regulations would be **Tuesday, 15th September, 2026** i.e. the date 30 days prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date.

7. Proposal/ Intention of the promoters, directors, key management personnel or senior Management of the Company to subscribe to the offer:

Except for Dhruv Manoj Rakhasiya & Manoj Dharamshi Rakhasiya (Promoter & Managing Director), none of the promoter or promoter group, Directors or Key Managerial Personnel or senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential issue.

8. The Class or Classes of Persons to whom the allotment is proposed to be made:

Sr. No.	Preference shareholders	Category
1.	Manoj Dharamshi Rakhasiya	Promoter & Promoters Group
2.	Dhruv Manoj Rakhasiya	Promoter & Promoters Group

9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

During the current financial year 2026-27, the Company has made conversion of warrants into Equity shares and allotted 1,00,000 (One Lakh) new fully paid-up equity share of Rs.10/- (Rupee Ten Only) each for every 1 (One) Convertible Warrant to the Mr. Dhruv Manoj Rakhasiya.

10. Timeframe within which the allotment shall be completed:

In terms of SEBI (ICDR) Regulations, pursuant to variation of the rights of NCRPS holders, the CCPS will be allotted (upon variation in terms of NCRPS) within a period of 15 (fifteen) days from the date of passing of Special Resolution as mentioned in the notice of EGM as Item no. 1. or any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), whichever is later.

Further, upon exercise of option to convert the CCPS into equity shares by the proposed allottees, the Company shall issue and allot equivalent number of equity shares of the Company within 15 (fifteen) days of such exercise of conversion of CCPS or receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government, whichever is later.

11. Equity Shareholding Pattern of the Company before and after the Preferential Issue:

#	Category of Shareholder(s)	Pre – Issue		Allotment of CCPS	Post – Issue <i>Assuming conversion of all CCPS</i>	
		No. of shares	%		No. of shares held	%
A	Promoters & Promoter Group Holding					
1	Indian					
a)	Individual/HUF	73,72,800	53.40	2,50,000	76,22,800	54.23
b)	Bodies Corporate	-	-	-	-	-
	Sub-Total (A)(1)	73,72,800	53.40	2,50,000	76,22,800	54.23
2	Foreign	-	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	73,72,800	53.40	2,50,000	76,22,800	54.23
B	Non-Promoters Holding					
1	Institutional Investors					
a)	Mutual Funds	-	-	-	-	-
b)	FPI	-	-	-	-	-
c)	Alternate Investment Funds	-	-	-	-	-
d)	Foreign Companies	-	-	-	-	-
e)	Insurance Companies	-	-	-	-	-
f)	NBFCs registered with RBI	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-
2	Institutions (foreign)					
	Foreign Direct Investment	-	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-	-
	Foreign Portfolio Investors category-I	18,000	0.13	-	18,000	0.12
	Foreign Portfolio Investors category-II	4,71,000	3.41	-	4,71,000	3.35
	Sub-Total (B)(2)	4,89,000	3.54	-	4,89,000	3.47
3	Central Government/ State Government	-	-	-	-	-
	Sub-Total (B)(3)	-	-	-	-	-
4	Non-Institutions					
a)	Resident Individuals	35,79,200	25.92	-	35,79,200	25.46
b)	NBFCs registered with RBI	-	-	-	-	-
c)	Any other, specify	-	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-	-

#	Category of Shareholder(s)	Pre – Issue		Allotment of CCPS	Post – Issue Assuming conversion of all CCPS	
		No. of shares	%		No. of shares held	%
f)	IEPF	-	-	-	-	-
g)	Trusts	-	-	-	-	-
h)	Foreign National	-	-	-	-	-
i)	Non-Nationalised Banks	-	-	-	-	-
j)	Non-Resident Indians	78,000	0.56	-	78,000	0.56
k)	Clearing Member	1,40,000	1.01	-	1,40,000	1
l)	Bodies Corporate	2,80,000	2.03	-	2,80,000	2
m)	Any other	18,68,000	13.53	-	18,68,000	13.28
	Sub-Total (B)(4)	59,45,200	43.06	-	59,45,200	42.30
	Total Public Shareholding (B)	64,34,200	46.60	-	64,34,200	45.77
	Total (A)+(B)	1,38,07,000	100	2,50,000	1,40,57,000	100

The pre-issue Share Holding Pattern is as per the share holding pattern as on September 11, 2026.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e., 1,40,57,000 Equity Shares of face value of Rs.10/- each (Rupees Ten Only), assuming full conversion of CCPS.
Post shareholding structure may change depending upon any other corporate action in between.

The CCPS to be converted over a period of 18 months from the date of allotment.

12. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

#	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Manoj Dharamshi Rakhasiya	Promoter & Promoter Group	Not Applicable as allottee is Natural Person
2.	Dhruv Manoj Rakhasiya	Promoter & Promoter Group	Not Applicable as allottee is Natural Person

13. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

Category	Pre Issue Shareholding Structure		Allotment of CCPS	Post Issue Shareholding Structure ^(#) Assuming conversion of all CCPS	
	No. of Shares	%		No. of Shares	%
Manoj Dharamshi Rakhasiya	17,50,200.00	12.68%	2,30,000	19,80,200.00	14.09%
Dhruv Manoj Rakhasiya	11,78,600.00	8.54%	20,000	11,98,600.00	8.53%

The pre-issue Share Holding Pattern is as per the share holding pattern as on September 11, 2026.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e., 1,40,57,000 Equity Shares of face value of Rs.10/- each (Rupees Ten Only), assuming full conversion of CCPS.

Post shareholding structure may change depending upon any other corporate action in between.

The CCPS to be converted over a period of 18 months from the date of allotment.

14. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

Upon the variation of NRCPS to CCPS, there is no likely change of control of the Company.

15. Current and proposed status of the Proposed Allottees post the preferential issue:

The Proposed Allottees shall be classified under respective categories of Promoter and Non promoter, as tabulated herein below, and the status will continue post the preferential issue.

S. No	Details of the Proposed Allottee	Current Status	Proposed Status
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1.	Manoj Dharamshi Rakhasiya	Promoter and Promoter Group	Promoter and Promoter Group
2.	Dhruv Manoj Rakhasiya	Promoter and Promoter Group	Promoter and Promoter Group

16. Lock-in period:

- CCPS and the Equity Shares to be allotted upon conversion of the CCPS, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

17. Undertaking

The Company hereby undertakes that:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The Company hereby undertakes that it shall, if required to do so, re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations;
- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares and Warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

18. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

19. Practising Company Secretary's Certificate

The certificate from M/s. Rawal & Co., Company Secretaries represented by Proprietor Mr. Vivek Rawal, Practicing Company Secretary (Membership No. 43231 and CP No. 22687), certifying that the preferential issue of CCPS is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations have been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz: [\[Paste Complete website link of document location not just website domain\]](#).

20. Other disclosures/undertaking:

- During the period from April 01, 2026 until the date of Notice of this EGM, the Company has done conversion of 100,000 warrants into Equity shares.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- The issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees;
- The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable;
- None of its directors or promoters are fugitive economic offenders or fraudulent borrowers as defined under the ICDR Regulations;
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

- (i) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- (j) The Company is in compliance with the conditions for continuous listing;
- (k) The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date;
- (l) The Equity Shares held by the proposed allottees in the Company are in dematerialized form Only;
- (m) All the equity shares to be allotted pursuant to the conversion of the Compulsorily Convertible Preference Shares held by the Preference Shareholders in the Company will be in dematerialized form;

21. Details of the Directors, Key Managerial Persons, or their relatives, in any way concerned or interested in the said resolution:

Except for Manoj Dharamshi Rakhasiya, to the extent of his proposed subscription to the CCPS under the Preferential Issue and his shareholding interest in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out at Item No. 1 and 2 of this Notice.

In accordance with the provisions of Sections 42,48,55 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for Variation in the terms/rights of existing 1,00,000 15% Non-Cumulative Redeemable Preference Shares into 1,00,000 15% Compulsorily Convertible Preference Shares of Rs. 100 each and consequent issuance of 15% Compulsorily Convertible Preference Shares is being sought by way of a special resolution as set out in the said Item no. 01 of the Notice. Variation of NRCPS to CCPS would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 and 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.