

Date: 18th October, 2024

To,
The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers Dalal Street
28th Floor, Dalal Street, Mumbai- 400001

Symbol: MCPL
Scrip Code: 544073
ISIN: INE0A6N01026

Subject: Outcome of Meeting of Board of Directors of Manoj Ceramic Limited in accordance with Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam(s),

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of our Company, in their meeting held on today i.e., **Friday, 18th October, 2024**, inter alia, considered and approved the following business:

1. Issuance of equity shares of the Company on preferential basis:

To issue upto 33,00,000 (Thirty-Three Lakh) fully paid up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) ("**Equity Shares**") at a price of ₹ 161/- (Rupees One Hundred and Sixty One Only) (including a premium of Rs. 151/- (Rupees One Hundred Fifty One Only) each payable in cash ("**Equity Issue Price**") aggregating upto ₹ 53,13,00,000/- (Rupees Fifty Three Crore Thirteen Lakh Only) to persons / entity as listed in **Annexure A ("**Proposed Allottees of Equity Shares**")** who are belonging to **non-promoter category**, the preferential issue which will be in accordance with provisions of section 42, 62(1)(c) of the Companies Act, 2013 as amended, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended, and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended ("**SEBI LODR Regulations**") and such other acts / rules / regulations as may be

MANOJ CERAMIC LTD.

CIN: U51909MH2006PLC166147

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applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extraordinary General Meeting and other regulatory authorities, as may be applicable.

The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI Listing Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/ information by listed entities, dated 13th July, 2023 (“SEBI Disclosure Circular”) is set out below as **Annexure - A**.

2. Issuance of warrants convertible into equity shares of the Company on preferential basis:

To issue upto 24,00,000 (Twenty-Four Lakh) warrants, each convertible into, or exchangeable for, one fully paid up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“**Warrant**”) at a price of ₹ 161/- (Rupees One Hundred and Sixty-One Only) (including a premium of Rs. 151/- (Rupees One Hundred Fifty One Only) each payable in cash (“**Warrant Issue Price**”) aggregating upto ₹ 38,64,00,000/- (Rupees Thirty Eight Crore Sixty Four Lakh Only) to persons / entity as listed in **Annexure B (“Proposed Allottees of Warrant”)** who are belonging to **Promoter and/or Promoter-group and non-promoter category**, the preferential issue which will be in accordance with provisions of section 42, 62(1)(c) of the Companies Act, 2013 as amended, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended, and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended (“SEBI LODR Regulations”) and such other acts / rules / regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extraordinary General Meeting and other regulatory authorities, as may be applicable.

The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI Listing Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/ information by listed entities, dated 13th July, 2023 (“SEBI Disclosure Circular”) is set out below as **Annexure - B**.

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3. Appointment of Company Secretary and Compliance Officer of the Company:

Ms. Swati Jain appointed as Company Secretary and Compliance Officer of the Company with effect from 18th October,2023.

The required details pursuant to appointment of Company Secretary & Compliance Officer as required to be disclosed under Regulation 30 of the SEBI Listing Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/information by listed entities, dated 13th July, 2023 (“SEBI Disclosure Circular”) is set out below as **Annexure C**.

The meeting of the board of directors **commenced at 06:00 P.M. and concluded at 08:00 P.M.**

We request you to take the above information on record.

Thanking you,

Yours faithfully,

**For and on behalf of
Manoj Ceramic Limited**

**Dhruv Rakhasiya
Managing Director
DIN: 03256246**

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Annexure - A

Details required under Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023.

S. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Fully Paid-up Equity Share of the Company of face value ₹ 10.00/- (Rupees Ten only) each ranking pari passu to existing equity shares.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 33,00,000 (Thirty-Three Lakh) fully paid-up equity shares of the Company of face value ₹ 10.00/- (Rupees Ten only) each at a price of ₹ 161/- (Rupees One Hundred Sixty One Only) each including premium of Rs. 151/- (Rupees one hundred and Fifty one Only) each payable in cash ("Equity Issue Price"), aggregating ₹ 53,13,00,000/- (Rupees Fifty Three Crore Thirteen Lakh Only)
4.	Undertaking with regard to sale of shares	Proposed allottees have not sold/transferred any shares in the last 90 trading days preceding the relevant date
5.	Issue Price	Rs. 161/- (Rupees One Hundred Sixty One Only) per Equity Share (including a premium of Rs. 151/- (Rupees One Hundred and Fifty One Only) ("Per Equity Share").

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6.	Number of Investors	59
7	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	NA
8	Any cancellation or termination of proposal for issuance of securities including reasons thereof	NA

IN CASE OF PREFERENTIAL ISSUE, THE LISTED ENTITY SHALL DISCLOSE THE FOLLOWING ADDITIONAL DETAILS TO THE STOCK EXCHANGE(S): -

S. No.	Name of Investors	Nature Instrument	Category	No. of Equity Shares Proposed to be issued
1	Mukul Gupta	Equity	Public	63000
2	Saurabh Gupta	Equity	Public	32000
3	Nikant Garg	Equity	Public	32000
4	Coral Pebble LLP	Equity	Public	746000
5	Varsha Agrawal	Equity	Public	16000
6	Kapil Garg	Equity	Public	32000
7	Sandeep Mittal	Equity	Public	16000
8	Growfast Securities and Credit Private Limited	Equity	Public	40000
9	Sveltetech Technologies Private Limited	Equity	Public	40000
10	Rajat Goel	Equity	Public	35000
11	Sunil Kumar Gupta	Equity	Public	40000
12	Bhajee Portfolio Private	Equity	Public	35000

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	Limited			
13	SKG Asset Management Private Limited	Equity	Public	35000
14	Bhupesh Garg	Equity	Public	40000
15	Vikash Gupta	Equity	Public	50000
16	SKJ Royals NV	Equity	Public	35000
17	Amici Estate LLP	Equity	Public	16000
18	Kamal Rampuria	Equity	Public	32000
19	Prashant Tandon	Equity	Public	63000
20	Gretex Share Broking Limited	Equity	Public	63000
21	Shilpaben Maheshkumar Shah	Equity	Public	63000
22	Viney Parkash HUF	Equity	Public	125000
23	Pine Oak Global Fund	Equity	Public	168000
24	Saint Capital Fund	Equity	Public	169000
25	Srestha Finvest Limited	Equity	Public	250000
26	Kishan Chand Gupta	Equity	Public	177000
27	Sarvesh Gupta	Equity	Public	177000
28	Sylph Technologies Limited	Equity	Public	250000
29	Nakshatra Finvest Limited	Equity	Public	100000
30	SSNK Consultancy services Private Limited	Equity	Public	75000
31	PLS Capital Consultants Private Limited	Equity	Public	60000
32	Gaurav Viradia	Equity	Public	32000
33	Dinero Finance & Investments Private Limited	Equity	Public	20000
34	Adeesh kabra	Equity	Public	16000
35	Neha Agarwal	Equity	Public	15000
36	Ajoooni Wellness Private Limited	Equity	Public	13000
37	BR Hands Investments	Equity	Public	8000

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	Private Limited			
38	Prayagraj Wealth Management Private Limited	Equity	Public	8000
39	Sumit Saurabh	Equity	Public	8000
40	Dipti	Equity	Public	5000
41	Nitin Sabharwal	Equity	Public	7000
42	Karan Kumar Passi	Equity	Public	6000
43	Aman Jindal	Equity	Public	6000
44	Vikas Chaturvedi	Equity	Public	6000
45	Bhavpreet Singh	Equity	Public	6000
46	Akshit Kapoor	Equity	Public	6000
47	Faizan Ali Khan	Equity	Public	6000
48	M C N Capital Advisors Private Limited	Equity	Public	6000
49	Aditya Pratap Singh	Equity	Public	4000
50	Krishna Chaitanya Janga	Equity	Public	3000
51	Tarun Kumar	Equity	Public	3000
52	Vineeta Agrawal	Equity	Public	3000
53	Srishti Tarwani	Equity	Public	3000
54	Sandeep Jain	Equity	Public	3000
55	Arun Kapoor	Equity	Public	20000
56	Saloni Agarwal	Equity	Public	4000
57	Prabhat Dang	Equity	Public	2000
58	Ruchi Keswani	Equity	Public	3000
59	Akhil Gupta	Equity	Public	3000
Total				3300000

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Details required under Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023.

S. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Issue and allotment of Fully Convertible Equity Warrants ("Warrants") each carrying a right exercisable by the warrant holder to subscribe to one (1) equity share of the face value of ₹ 10/- (Rupees Ten only)
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 24,00,000 (Twenty-Four Lakhs) Warrants at a price of Rs. 161/- (Rupees One Hundred and Sixty-One Only) per warrant (including a premium of Rs. 151/- (Rupees One Hundred and Fifty One Only) ("Per Share Warrant Price"), aggregating up to ₹ 38,64,00,000/- (Rupees Thirty Eight Crore Sixty Four Lakh Only), of which an amount equivalent to 25% (Twenty Five percent) of the Per Share Warrant Price shall be payable to the Company at the time of allotment of the Warrants and the balance 75% (Seventy Five percent) of the Per Share Warrant Price shall be payable to the Company at the time of issue and allotment of the Equity Shares upon exercise of the option attached to the relevant Warrants within the Warrant's tenure of 18 months.

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4.	Undertaking with regard to sale of shares	Proposed allottees have not sold/ transferred any shares in the last 90 trading days preceding the relevant date
5	Issue Price	Rs. 161/- (Rupees One Hundred and Sixty One Only) per warrant (including a premium of Rs.151/- (Rupees One Hundred and Fifty One Only) ("Per Share Warrant Price")..
6	Number of Investors	08
7	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the Warrants is exercisable into 1 Equity Share having face value of ₹ 10/- (Rupees Ten Only) each. The tenure of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.
8	Any cancellation or termination of proposal for issuance of securities including reasons thereof	NA

IN CASE OF PREFERENTIAL ISSUE, THE LISTED ENTITY SHALL DISCLOSE THE FOLLOWING ADDITIONAL DETAILS TO THE STOCK EXCHANGE(S): -

S. No.	Name of Investors	Nature of Instrum	Category	No. of Equity Shares Proposed to be issued
1	Anjana Manoj Rakhasiya	Equity Warrant	Promoter	200000
2	Manoj Dharamshi Rakhasiya	Equity Warrant	Promoter	100000
3	Dhruv Manoj Rakhasiya	Equity Warrant	Promoter	600000
4	Aakash Manoj Rakhasiya	Equity Warrant	Promoter	400000
5	Manasvi Dhruv Rakhasiya	Equity Warrant	Promoter	100000

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6	Mansukh Dudabhai Satra (HUF)	Equity Warrant	Public	250000
7	Janil Mansukh Satra	Equity Warrant	Public	250000
8	Mansukh Duda Satra	Equity Warrant	Public	500000
Total				2400000

POST ALLOTMENT OF SECURITIES - OUTCOME OF THE SUBSCRIPTION

S. No.	Category of Shareholder	Pre-preferential Allotment		Post Preferential Allotment	
		No. of Equity Share	Percentage	No. of Equity Share	Percentage
1	Promoters & Promote Group	59,72,800	71.67	73,72,800	52.54
2	Public	23,61,200	28.33	66,61,200	47.46
	Total	83,34,000	100.00	1,40,34,000	100

- (Post preferential capital is based on assumption that warrant have been fully converted into equity shares.)

Annexure C

Details required under Regulation 30 of SEBI LODR Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023.

Sr.no	Particulars	Details
1	Reasons for change viz. appointment, resignation, removal, death or other wise	The Board on recommendation of Nomination and Remuneration Committee has appointed Ms. Swati Jain (ACS:A47833) as the Company Secretary of the Company w.e.f. 18 th October, 2024
2	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/re-appointment	Date of Appointment: 18 th October, 2024, Term: As may be decided by Board.
3	Brief Profile (In case of Appointment)	Ms. Swati Jain is an associate member of Institute of Company Secretaries of India

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		(ICSI). She has worked in different domains and with various companies. She has experience of 5 years in the field of secretarial matters. She has achieved professional excellence and expertise in her work.
4	Disclosure of relationships between directors (in case of appointment of a director).	Not applicable

Thanking you,
Yours faithfully,
For and on behalf of
Manoj Ceramic Limited

Dhruv Rakhasiya
Managing Director
DIN: 03256246

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