

Date: November 3, 2020

The Manager
BSE Limited (SME Exchange)
First Floor, New Trading Ring,
Routana Building, P.J Towers
Dalal Street, Mumbai – 400001



Manorama
Industries Limited

BSE Scrip Code: 541974

Dear Sir/ Madam,

Sub. : Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In continuation of our letter dated October 29, 2020 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submitting the Postal Ballot Notice dated October 29, 2020, which has been dispatched to the shareholders of the Company on November 3, 2020, for seeking approval with respect of Migration of Equity shares of the Company from BSE SME Platform to Main Board Platform of BSE Limited.

Following is the calendar of events in connection with the postal ballot process:

Sr. No.	Particulars	Schedule
1	Cut-off Date for identification of voting rights of the members	Friday, October 30, 2020
2	Date and time of commencement of remote e-voting	Thursday, November 5, 2020 [09:00 a.m.]
3	Date and time of end of remote e-voting	Friday, December 4, 2020 [05:00 p.m.]
4	Submission of report by the Scrutinizer	On or before Sunday, December 6, 2020
5	Date of declaration of results of voting	On or before Sunday, December 6, 2020

Kindly note that due to current extraordinary circumstances requiring social distancing to combat the spreading of novel coronavirus (COVID-19) and in accordance with the provisions of the Section 108, 110 of the Companies Act, 2013 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, the voting by members through postal ballot shall take place only through remote e-voting and no physical ballot form will be dispatched by the Company.

For, Manorama Industries Ltd.

Vinay Sanyal
Managing Director

Corporate Office :

F-6, Anupam Nagar,
Raipur - 492007
Chhattisgarh, INDIA
Tel. : +91-771-2283071, 2282579
E-mail: info@manoramagroup.co.in
Web: www.manoramagroup.co.in
CIN : L15142MH2005PLC243687
GSTIN : 22AAECM3726C1Z1

Manufacturing Plant:

Paraswani Road, Industrial Area,
Birkoni, 493445
Mahasamund (C.G.) INDIA
Tel: 0772-3224227/8/9/30

ISO 9001, ISO 14001, ISO 45001 FSSC 22000 RSPO Certified Company
A Government of India Recognized Star Export House

Registered Office :

Office No. 403, 4th Floor, Midas, Sahar Plaza,
Andheri Kurla Road, Andheri East Mumbai
Mumbai City MH 400059 INDIA
GSTIN : 27AAECM3726C1ZR
Mumbai. Tel. 022 22622299
Tel. 022 49743611, Tel. 022 67088148



Manorama Industries Limited

The postal ballot notice is available on website of the Company www.manoramagroup.co.in

Please take the above on records.

Thanking you,

For Manorama Industries Limited

For, Manorama Industries Ltd.

Managing Director

Vinita Saraf

Managing Director

DIN: 00208621

**Address: QR. C-9, Anupam Nagar, Near TV Tower,
Shankar Nagar, Raipur-492007.**

Encl: As Above

Corporate Office :

F-6, Anupam Nagar,
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MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered Office : Office No 403, Fourth Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri East, Mumbai - 400059, Maharashtra.

Corporate Office: F-6, Anupam Nagar, Raipur 492007, Chhattisgarh. **Tele:** +91 771 2283071;

Fax: +91 771 4056958; **Website:** www.manoramagroup.co.in **Email:** cs@manoramagroup.co.in.

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given, pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended from time to time including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”), General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“General Circulars”) and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) for seeking consent/approval of the members of Manorama Industries Limited (“the Company”) by way of Special Resolution for the business appended below through Postal Ballot through remote E-Voting (“Postal Ballot/ E-voting):

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at www.manoramagroup.co.in.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of our Company, at its meeting held on October 29, 2020 have appointed Mrs. Ashwini Inamdar and failing her Mr. Atul Mehta, Partners of Mehta & Mehta, Practicing Company Secretaries (Firm Registration Number P1996MH007500) as Scrutinizer for conducting the postal ballot (“only through Remote E-voting”) in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI LODR Regulations, the Company has appointed Link Intime India Private Limited (“LIPL”) as agency to provide remote e-voting facility for the Postal Ballot. The E-voting facility is available from Thursday, November 5, 2020 from 9.00 a.m. (IST) up to 5.00 p.m. (IST) on Friday, December 4, 2020. E-Voting module will be blocked by LIPL at 5.00 p.m. on Friday, December 4, 2020 and voting shall not be allowed beyond the said date and time. The instructions for E-voting are given in notes forming part of this Notice.

Members should note that due to current extraordinary circumstances requiring social distancing to combat the spreading of the novel coronavirus (“COVID-19”) and in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.

Upon completion of scrutiny of the Postal Ballot/E-voting data in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson or any person authorized by him. The results of the Postal Ballot/E-voting will be announced on or before Sunday, December 6, 2020 at the corporate office of the Company and shall be communicated to BSE Limited (“BSE”) where the equity shares of the Company are listed and will also be displayed on the Company’s website at www.manoramagroup.co.in and website of LIPL at <https://instavote.linkintime.co.in>

The last date of E-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD PLATFORM OF BSE LIMITED.

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

"RESOLVED THAT pursuant to Regulation 277 and other applicable provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, as amended (**"SEBI ICDR Regulations"**), applicable provisions of the Companies Act 2013 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI LODR Regulations"**), the Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), the Listing Agreement entered into by the Company with BSE Limited (**"BSE"**) where the equity shares of face value ₹10/- each (**"Equity Shares"**) of the Company are currently listed and in accordance with the guidelines and policy of BSE for migration from SME platform to Main Board the consent of the members of the Company be and is hereby accorded to migrate 1,11,27,910 Equity Shares of the Company from SME Platform of BSE to the Main Board of BSE and consequently, the listing and trading of Equity Shares of the Company on Main Board of BSE.

"RESOLVED FURTHER THAT the Directors of the Company or the Chief Financial Officer or the Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file or submit all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution and for matters connected therewith or incidental thereto and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

Registered Office :

Office No 403, Fourth Floor, Midas, Sahar Plaza,
Andheri Kurla Road, Andheri East, Mumbai - 400059,
Maharashtra.

By Order of the Board,

For Manorama Industries Limited

Date: October 29, 2020

Place: Raipur

Sd/-

Vinita Saraf

Chairperson and Managing Director

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts of the proposed special resolution is annexed in the notice.
2. The Postal Ballot Notice is being sent to the shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners, received from the Depositories as on **Friday, October 30, 2020 ("Cut Off date")**.
3. In terms of General Circulars, the Postal Ballot Notice is being sent only through e-mail to all those shareholders who have registered their e-mail addresses with the Depository Participants or with the Link Intime India Private Limited ("RTA"). The Members whose email ids are not registered with the Company or Depository Participant(s) as on the cut-off date are requested to register their e-mail ids by sending an e-mail citing subject **"Manorama - Postal Ballot - Registration of E-mail Id"** to the Registrar and Share Transfer Agent i.e. Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in and to the Company

at es@manoramagroup.co.in with the name of registered shareholder(s), folio number(s) / DP Id / Client Id and number of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by Link Intime India Private Limited.

4. Only those Members holding Equity Shares as on the cut-off date is entitled to cast their votes by remote e-voting facility only and **a person who is not a Member on the cut-off date should accordingly treat this Notice for information purpose only.**
5. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
6. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
7. **Voting through Electronic Means (“E-voting”)**

In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of **LIPL**. The E-voting facility is available at <https://instavote.linkintime.co.in>.

The E-voting facility is available from Thursday, November 5, 2020 from 9.00 a.m. (IST) up to 5.00 p.m. (IST) on Friday, December 4, 2020. E-Voting module will be blocked by **LIPL** at 5.00 p.m. on Friday, December 4, 2020 and voting shall not be allowed beyond the said date and time.

INSTRUCTION FOR E-VOTING

Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- ☐ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account** shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in **NSDL demat account** shall provide 'D', above
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

☐ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

☐ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Registered Office :

Office No 403, Fourth Floor, Midas, Sahar Plaza,
Andheri Kurla Road, Andheri East, Mumbai - 400059,
Maharashtra.

Date: October 29, 2020

Place: Raipur

By Order of the Board,

For Manorama Industries Limited

Sd/-

Vinita Saraf

Chairperson and Managing Director

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

MIGRATION OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED

Members are aware that the Company came out with an Initial Public Offer of its 34,04,400 Equity Shares of the face value of ₹ 10/- each in the financial year 2018-19 in accordance with the provisions of Chapter IX of the SEBI ICDR Regulations and other applicable laws and got listed on SME platform of BSE Limited ("BSE") w.e.f. October 4, 2018. The Equity Shares of the Company are currently listed and traded on BSE SME Platform under the scrip code – 541974. The Company has been performing consistently and has increased its business operations year by year. The listing of Equity Shares of the Company on the SME Platform of BSE has enhanced transparency in the functioning.

In terms of Regulation 277 of the SEBI ICDR Regulations, an issuer whose equity shares are listed on SME platform of the stock exchange and whose post issue face value capital is more than ₹ 10 Crores and up to ₹ 25 Crores and if the issuer fulfills the eligibility criteria of main board of the stock exchange, may migrate its equity shares to the main board of the stock exchange if its members approve the migration by passing a special resolution through postal ballot. The issued, subscribed and paid up share capital of the Company is ₹11.13 Crores and accordingly, the Company is eligible to migrate its Equity Shares on Main Board of BSE in accordance with the SEBI ICDR Regulations.

Accordingly, the Board of Directors of the Company has, at its meeting held on October 29, 2020 with the objective to increase the visibility, the Market Capitalisation, enhance liquidity for the shareholders and increase participation by retail investors, approved the proposal of migration of Equity Shares of the Company from BSE SME Platform to Main Board of BSE subject to approval of members of the Company and compliance with guidelines and policy of BSE and the provisions of the SEBI ICDR Regulations.

Pursuant to provisions of Regulation 277 of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the approval of shareholders by way of a special resolution through postal ballot is required for the migration of equity shares from the SME platform to the main board of the stock exchange. The Company would approach BSE with necessary application for Migration upon receipt of approval of the members. Accordingly, the proposed special resolution is being circulated to the members of the Company for their approval in accordance with Regulation 277 of the SEBI ICDR Regulations for migration of 1,11,27,910 Equity Shares of the Company from SME Platform to Main Board of BSE

In the opinion of Board, the migration of Equity Shares of the Company to the Main Board of BSE is in the interest of the Company and its shareholders including public shareholders and therefore, the Board recommends the passing of said resolution as set out in the Postal Ballot Notice.

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof is interested, financially or otherwise, in the aforesaid resolution.

Registered Office :
Office No 403, Fourth Floor, Midas, Sahar Plaza,
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Maharashtra.

Date: October 29, 2020
Place: Raipur

By Order of the Board,
For Manorama Industries Limited

Sd/-
Vinita Saraf
Chairperson and Managing Director