

# NOTICE

## Manorama Industries Limited

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

**Corporate Office:** F-6 Anupam Nagar, Raipur, Chhattisgarh – 492007, India

**Tel. No. :** +91 022 22622299; **Fax No. :** +91 0771 4056958

**CIN:** L15142MH2005PLC243687

**Website:** www.manoramagroup.co.in

**E-mail:** cs@manoramagroup.co.in

## NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Manorama Industries Limited (CIN: L15142MH2005PLC243687), will be held on Wednesday, September 29, 2021 at 4:00 P.M, Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) for which purpose the Registered office of the Company situated at Office No. 403, Fourth Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400 059, India shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the report of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Shrey Ashish Saraf, (DIN: 07907037), Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. **To appoint Mr. Nipun Sumanlal Mehta (DIN: 00255831) as Non-Executive and Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 of the Companies Act 2013 (‘Act’), as amended and read with applicable notifications issued thereunder read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s)/ re-enactment thereof for the time being in force) read with Schedule IV of the Act, as amended and read with applicable notifications issued thereunder Companies

(Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with applicable notifications issued thereunder (“Listing Regulations”), in furtherance of the provisions of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nipun Sumanlal Mehta (DIN: 00255831) who was appointed as an Additional Director in the category of Non-Executive and Independent Director by the Board of Directors at their meeting held on March 05, 2021 and who holds office upto the date of this Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Non - Executive Director of the Company, not liable to retire by rotation to hold office for a term of five consecutive years commencing with effect from March 05, 2021 upto March 04, 2026.

4. **To appoint Mr. Mudit Kumar Singh (DIN: 03276749) as Non-Executive and Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 of Companies Act 2013 (‘Act’), as amended and read with applicable notifications issued thereunder read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s)/ re-enactment thereof for the time being in force) read with Schedule IV of the Act, as amended and read with applicable notifications issued thereunder Companies (“Appointment and Qualification of Directors Rules”) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with applicable notifications issued thereunder (“Listing Regulations”), in furtherance of the provisions of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mudit Kumar Singh (DIN: 03276749) who was appointed as an Additional Director in the category of Non-Executive and Independent Director by the Board of Directors at their meeting held on September 06, 2021 and who holds office upto the date of this Annual General Meeting of the

Company and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Non - Executive Director of the Company, not liable to retire by rotation to hold office for a term of five consecutive years commencing with effect from September 06, 2021 upto September 05, 2026;

5. **Approval of Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021")**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB&SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ("SEBI"), the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), approval and the consent of the shareholders of the Company be and is hereby accorded to introduce and implement "Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021"/ "Scheme"/ "Plan") and to create, offer and grant from time to time, in one or more tranches, not exceeding 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Employee Stock Options ("ESOPs"/ "Option(s)", being 2% (Two percent) of the total outstanding equity shares of the Company as at

August 31, 2021 to such persons who are in employment of the Company and is exclusively working in India or outside India, employees of its group company including existing and future subsidiary company(ies) and of its associate company, whether in India or outside India and exclusively working in India or outside India and including any Director, whether Whole Time or otherwise including a Non-Executive Director who is not a promoter or member of the promoter group (other than promoters and promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as provided under MIL ESOP 2021, [hereinafter referred to as an "Employee(s)"], exercisable into not more than 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up equity shares of the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each exercisable into not more than 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Options, at such price or prices, in one or more tranches and on such terms and conditions, as may be decided by the Board and in accordance with the provisions of the MIL ESOP 2021, SEBI SBEB&SE Regulations and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** the MIL ESOP 2021 shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the MIL ESOP 2021 and is hereby designated as the Compensation Committee in pursuance of the SEBI SBEB&SE Regulations for the purpose of administration and superintendence of the Scheme.

**RESOLVED FURTHER THAT** the equity shares issued and allotted by the Company upon exercise of Options by Employee from time to time in accordance with the MIL ESOP 2021, shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the number of ESOPs that may be granted to the Employee(s), during any one financial year, under the Plan shall not equal to or exceed 1% of the total issued Equity Share Capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting.

**RESOLVED FURTHER THAT** the Options that have lapsed either by reason of non-vesting/ non-exercise be added to the ESOP Pool for future grants.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital

structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any, additional Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the ceiling limit as aforesaid of 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Options shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares to be allotted on exercise of Options granted and the price of acquisition payable by the option grantees under the MIL ESOP 2021 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB&SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the MIL ESOP 2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to bring into effect the MIL ESOP 2021 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the MIL ESOP 2021 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the MIL ESOP 2021 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the MIL ESOP 2021 on the stock exchange, where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of MIL ESOP 2021 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board is hereby authorised to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

6. **Approval for extension Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021") to the employees of group company including existing and future subsidiary company(ies), of associate company, whether in India or outside India**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB&SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/guidelines issued by the Securities and Exchange Board of India ("SEBI"), the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee

thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), approval and the consent of the shareholders of the Company be and is hereby accorded to extend the benefits of Manorama Industries Limited - Employee Stock Option Plan 2021 ("MIL ESOP 2021") to the employees including any Director, whether Whole Time or otherwise including a Non-Executive Director who is not a promoter or member of the promoter group (other than promoters and promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of group company including existing and future subsidiary company(ies), of associate company, whether in India or outside India and exclusively working in India or outside India (hereinafter referred to as an "Employee(s)"), within the overall ceiling limit of 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Employee Stock Options ("ESOPs"/ "Option(s)"), exercisable into not more than 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up equity shares of the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each exercisable into not more than 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Options at such price or prices and on such terms and conditions as may be decided by the Board and in accordance with the provisions of the MIL ESOP 2021, SEBI SBEB&SE Regulations and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the shareholders of the Company and the Board be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to bring into effect the MIL ESOP 2021 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the MIL

ESOP 2021 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the MIL ESOP 2021 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board is hereby authorised to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

7. **Approval for Related Party Transaction with Manorama Africa Limited:**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014, including any statutory modification(s) or re-enactment(s) of the Act or the Rules for the time being in force, approval of the Member(s) be and is hereby accorded to the Board of Directors of the Company to enter into/continue to enter into the contract(s)/agreement(s)/ arrangement(s) and transaction(s) with Manorama Africa Limited ('MAL'), a company incorporated or registered outside India, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 for purchase of Shea Nuts on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 125 crore for the Financial Year 2021-22, provided that the said contract(s)/, agreement(s)/, arrangement(s) and transaction(s) so carried out shall be in the ordinary course of business of the Company and on such other terms and conditions as set out in the explanatory statement annexed herewith;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

8. **To ratify the remuneration payable to M/s. S N & Co, Cost Accountants, appointed as Cost Auditors of the Company for Financial Year 2021-22.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S N & Co, Cost Accountants (Firm Registration No. 000309), appointed as the Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost accounting records for the financial year ending March 31, 2022 be paid, Rs. 100,000 plus out of pocket expenses that may be incurred and applicable taxes."

**By order of the Board of Directors  
For Manorama Industries Limited**

Sd/-

**Divya**

Company Secretary  
Membership No. A40584

Date: September 06, 2021

Place: Raipur

**Notes:**

I. The Explanatory Statement Setting out the material facts pursuant to Section 102 of The Companies Act, 2013 ("Act"), in Relation to the Item No 3. to Item No 8. of Special Business in the Notice which were considered Unavoidable by the Directors is annexed hereto and forms part of this Notice. Also relevant details in respect of Director seeking re-appointment at the AGM, in terms of Regulations 36(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of Secretarial Standard - 2 on general meetings are also annexed to this Notice.

II. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 16TH AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:-**

1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020, 17/2020, 20/2020,

02/2021, 11/2021 dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, January 15, 2021, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

- 2) In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
- 3) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 16th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Shareholders may be appointed for the purpose of voting through remote e-Voting, for participation in the 16th AGM through VC/OAVM facility and e-Voting during the 16th AGM.
- 4) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 16th AGM and facility for those Members participating in the 16th AGM to cast vote through e-Voting system during the 16th AGM.
- 5) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this notice.

- 6) The Company has appointed Link Intime India Pvt. Ltd., to provide facility for voting through remote e-Voting, for participation in the 16th AGM through VC/OAVM facility and e-Voting during the 16th AGM.
- 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
- 8) Members may note that the VC/OAVM facility, provided, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 16th AGM without any restriction on account of first-come-first-served principle.
- 9) Attendance of the Members participating in the 16th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 10) A statement setting out the material facts relating to the special business to be transacted at the meeting pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting, is annexed hereto. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Director seeking appointment/ re-appointment at the Annual General Meeting is furnished as **Annexure A** to the Notice. The Board of Directors have considered and decided to include item no. 3 to item no. 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 11) In accordance with the MCA Circulars and the SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM will be sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 12) The Notice of the 16th AGM and the Annual Report for the FY 2021 including therein the Audited Financial Statements for the FY 2021, will be available on the website of the Company at <https://www.manoramagroup.co.in/investors-annual-report> and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of 16th AGM will also be made available on the website of Link Intime India Pvt. Ltd at <https://instavote.linkintime.co.in>.
- 13) In case of joint holders, a member whose name appears as the first holder as per the Register of Members will be entitled to cast vote at the AGM.
- 14) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC/OAVM on its behalf and to vote through remote e-voting or during the e-AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy to Link Intime India Pvt. Ltd on [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
- 15) Members, who are holding shares of the Company as of the cut-off date for e-voting i.e Wednesday, September 22, 2021 can also cast their votes during the AGM using e-voting facility, if not casted the same during the remote e- voting period mentioned below. Any person who is not the Member as on the cut-off date should treat this Notice for information purposes only.
- 16) The detailed instructions in connection with exercising the right to vote by the Members using the remote e-voting facility and e-voting during the AGM are part of this Notice.
- 17) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an email to the Company at [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
- 18) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 19) Any person, who acquires shares of the Company and becomes Member of the Company after the Company

sends the Notice of the 16th AGM by email and holds shares as on the cut-off date i.e. Wednesday, September 22, 2021, may obtain the User ID and password by sending email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

- 20) The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by sending a duly signed request letter to Link Intime India Private Limited at their email Id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id.
- 21) **Updation of e-mail address:** For permanent registration of demat shareholders: It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- 22) For temporary registration of demat shareholders: The Members of the Company holding Equity Shares of the Company in Demat form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by sending a duly signed request letter to Link Intime India Private Limited at their email Id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.
- 23) **Updation of Bank details:** The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with M/s. Link Intime India Pvt. Ltd., by sending a duly signed request letter to Link Intime India Private Limited at their email Id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important for the shareholder to submit the request letter duly signed. Link Intime will verify the documents and will only take on record all valid cases.
- 24) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to RTA.
- 25) In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. In view of the same, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.
- 26) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/Link Intime Private Limited.
- 27) Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialised form and to the Company/ Link Intime Private Limited in case the shares are held by them in physical form.
- 28) In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or Link Intime Private Limited.
- 29) Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the Link Intime Private Limited.
- 30) The Company has appointed Mrs. Ashwini Inamdar



or failing her Mr. Atul Mehta, Partners, Mehta and Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500) to act as the Scrutiniser, to scrutinise the e-voting process (including votes cast by the Members at the Annual General Meeting) in a fair and transparent manner.

- 31) The Scrutiniser shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working days of the conclusion of the AGM, to the Chairperson or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 32) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.manoramagroup.co.in/investors-company-announcements#agm> and on the website of Link Intime India Pvt. Ltd. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.
- 33) All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited to its email address [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- 34) On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In case of Android/Iphone connection, participants will be required to download and install the appropriate application as given in the mail to them. 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. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

#### Process and manner for attending the Annual General Meeting through Insta Meet:

1. Open the internet browser and launch the URL: [https://](https://instameet.linkintime.co.in)

[instameet.linkintime.co.in](https://instameet.linkintime.co.in)

- Select the "**Company**" and '**Event Date**' and register with your following details: -
  - A. **Demat Account No. or Folio No.:** Enter your 16 digit Demat Account No. or Folio No.
    - 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** 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. **Mobile No.:** Enter your mobile number.
  - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
    - Click "**Go to Meeting**" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id **cs@manoramagroup.co.in** created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your



conversation with panelist by switching on video mode and audio of your device.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a

good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: Insta MEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and\_ install the Webex application by clicking on the \_ link <https://www.webex.com/downloads.html/> Or
- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

**Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.**

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

**Remote e-voting Instructions for shareholders**

Remote E-voting period starts on Sunday, September 26, 2021 (09:00 A.M. IST) and ends on Tuesday, September 28, 2021 (05:00 P.M. IST). The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021. Shareholders are advised to update

their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 holding 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 &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once 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 &amp; voting during the meeting.</li> </ul>

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>➤ Click on <b>"Sign Up"</b> under <b>'SHARE HOLDER'</b> tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. <b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. <b>PAN:</b> 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.</li> <li>C. <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> <li>E. Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.</li> </ol> </li> </ul> </li> </ol>
	<ol style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>➤ Click "confirm" (Your password is now generated)</li> </ul> </li> <li>2. Click on 'Login' under 'SHARE HOLDER' tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>5. E-voting page will appear.</li> <li>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).</li> <li>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.</li> </ol>
<p><b>Institutional shareholders:</b></p> <p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> 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.</p>	
<p><b>Individual Shareholders holding securities in Physical mode &amp; e-voting service Provider is LINKINTIME, have forgotten the password:</b></p> <p><b>Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'</b></p> <ul style="list-style-type: none"> <li>• Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.</li> <li>• In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.</li> <li>• 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.</li> <li>• The password should contain minimum 8 characters, at least one special character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</li> </ul>	
<p><b>Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:</b></p> <ul style="list-style-type: none"> <li>• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.       <ul style="list-style-type: none"> <li>➤ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>➤ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>➤ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".</li> </ul> </li> </ul>	
<p><b>Helpdesk for Individual Shareholders holding securities in demat mode:</b></p> <p>In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:</p>	

Type of shareholders	Login Method
Login type	Helpdesk details
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 22-23058542-43.
<p><b>Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders &amp; evoting service Provider is LINKINTIME.</b></p> <p>In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>, under Help section or send an email to <a href="mailto:enotices@linkintime.co.in">enotices@linkintime.co.in</a> or contact on: - Tel: 022 -4918 6000.</p>	

**35. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

- The remote e-voting period begins on Sunday, September 26, 2021, at 9:00 A.M. and ends on Tuesday, September 28, 2021 at 5:00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 22, 2021, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- A person who is not a Member as on the cut-off date should treat this Notice of 16th AGM for information purpose only.

**36. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- Only those Members, who will be present in the 16th AGM through VC/OAVM facility and have not cast 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 in the 16th AGM.
- Members who have cast their vote by remote e-Voting prior to the 16th AGM may also participate in the 16th AGM through VC/OAVM facility but shall not be entitled to cast their vote again.

**37. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 16th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in) atleast 2 days in advance before the start of the meeting i.e. Tuesday, September 28, 2021 by 05.p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

By order of the Board of Directors  
For **Manorama Industries Limited**

Sd/-  
**Divya**  
Company Secretary  
Membership No.:A40584

Place: Raipur

Date: September 06, 2021

**Registered Office:**

Office No. 403, 4th Floor, Midas,  
Sahar Plaza,  
Andheri Kurla Road,  
Andheri East Mumbai 400059  
CIN -L15142MH2005PLC243687

## EXPLANATORY STATEMENT

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

#### ITEM NO. 3

Pursuant to Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 as amended and read with the applicable notifications issued thereunder ("Companies Act, 2013"), it is proposed to appoint Mr. Nipun Suman Lal Mehta (DIN: 00255831) as Independent Director of the Company for a term of 5 (five) consecutive years up to March 04, 2026.

The Board of Directors at its meeting held on March 05, 2021, on the recommendation of the Nomination and Remuneration Committee and based on the qualification background, experience, is in the opinion that his association would be beneficial to the Company and the Board and it is desirable to appoint him as an Independent Director of the Company, not liable to retire by rotation. In the opinion of the Board, he fulfills the conditions specified in Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 16 & 25 of the SEBI Listing Regulations. It is therefore proposed that he will be appointed as an Independent Director of the Company in compliance with the provisions of Companies Act, 2013 and Listing Regulations. Accordingly, his tenure of appointment for 5 (Five) years commencing from March 05, 2021 upto March 04, 2026 is in accordance with the Companies Act, 2013 and the Listing Regulations.

Keeping in compliance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV of the said Act, the appointment of Mr. Nipun Suman Lal Mehta as Independent Director is now being placed before the Members for approval by passing an Ordinary Resolution. The Company has received a notice proposing the candidature of Mr. Nipun Suman Lal Mehta for the office of Director under Section 160 of the Act.

Mr. Nipun Suman Lal Mehta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have consented to act as Director of the Company. The Company has also received declarations from him confirming compliance of Section 149(6) and Regulation 16 of SEBI LODR. In opinion of the Board, he fulfills the conditions specified in the Act and the Rules made there under and he is independent of management.

Other than Mr. Nipun Suman Lal Mehta, Independent Director of the Company to whom the resolution relates, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise,

in the resolution set out at Item No. 3.

The brief profile of Mr. Nipun Suman Lal Mehta, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI), is annexed to this notice.

The Board recommends the Ordinary resolution as set out at Item No. 3 of the Notice of the 16<sup>th</sup> AGM for the approval by the Members.

#### ITEM NO. 4

Pursuant to Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 as amended and read with the applicable notifications issued thereunder ("Companies Act, 2013"), it is proposed to appoint Mr. Mudit Kumar Singh (DIN: 03276749) as Independent Director of the Company for a term of 5 (five) consecutive years up to September 05, 2026.

The Board of Directors at its meeting held on Monday, September 06, 2021, on the recommendation of the Nomination and Remuneration Committee and based on the qualification background, experience, the Board is of the opinion that his association would be beneficial to the Company and it is desirable to appoint him as an Independent Director of the Company, not liable to retire by rotation. In the opinion of the Board, he fulfills the conditions specified in Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 16 and 25 of the SEBI Listing Regulations. It is therefore proposed that he will be appointed as an Independent Director of the Company in compliance with the provisions of Companies Act, 2013 and SEBI Listing Regulations. Accordingly, his tenure of appointment for 5 (Five) years commencing from September 06, 2021 upto September 05, 2026 is in accordance with the Companies Act, 2013 and the SEBI Listing Regulations.

Keeping in compliance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV of the said Act, the appointment of Mr. Mudit Kumar Singh as Independent Director is now being placed before the Members for approval by passing an Ordinary Resolution. The Company has received a notice proposing the candidature of Mr. Mudit Kumar Singh for the office of Director under Section 160 of the Act.

Mr. Mudit Kumar Singh is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have consented to act as Director of the Company. The Company has also received declarations confirming compliance of Section 149(6) of the Act and Regulation 16 of SEBI LODR. In opinion of the Board, Mr. Mudit Kumar Singh

fulfills the conditions specified in the Act and the Rules made there under and he is independent of management.

Other than Mr. Mudit Kumar Singh, Independent Director of the Company to whom the resolution relates, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The brief profile of Mr. Mudit Kumar Singh, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India ('ICSI'), is annexed to this notice.

The Board recommends the Ordinary resolution as set out at Item No. 4 of the Notice of the 16<sup>th</sup> AGM for the approval by the Members.

#### ITEM NO. 5 & 6

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based incentive plan. The Company recognises that employees are most valuable resource and their steadfast commitment and highly motivated performance is instrumental in sustained growth of the Company. It is therefore essential to attract and retain talent to ensure long-term commitment to the Company to contribute to the growth and development of the Company.

The Company believes in rewarding its employees including Directors of the Company as well as of its group company including existing and future subsidiary company(ies) and of its associate company for their continuous hard work, dedication and support, which has led the Company and/or group companies including existing and future subsidiary company(ies) and/or associate company on the growth path. The Company intends to implement Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021") with a view to attract and retain business critical and high potential employees of the Company and of its group company including existing and future subsidiary company(ies) and of its associate company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

MIL ESOP 2021 shall be implemented through and administered by the Company through Board of Directors and/or Nomination and Remuneration Committee of the Company ("NRC") in accordance with the applicable laws.

The Company seeks Members' approval in respect of MIL ESOP 2021 and grant of Options to the eligible employees of the Company and its group company including existing and future

subsidiary company(ies) and of its associate company as decided by the Board/NRC from time to time in compliance of the SEBI SBEB&SE Regulations.

The main features of the MIL ESOP 2021 are as under:

#### 1. Brief Description of the Scheme – MIL ESOP 2021

The "Manorama Industries Limited Employee Stock Option Plan 2021" ("MIL ESOP 2021"/ "Scheme"/ "Plan") provides for grant of stock options to such persons who are in employment of the Company and of its group company including existing and future subsidiary company(ies) and of its associate company, whether in India or outside India, including any Director, whether Whole Time or otherwise including a Non-executive Director who is not a promoter or member of the promoter group (other than promoters and promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company). The MIL ESOP 2021 shall be implemented and administered by the Company through Board of Directors of the Company and/or Nomination and Remuneration Committee of the Company ("NRC") in accordance with the applicable laws.

#### 2. Total number of Options to be granted

The aggregate number of stock Options to be granted under the plan shall not exceed 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Employee Stock Options ("ESOPs"/ "Option(s)"), being 2% (Two percent) of the total outstanding equity shares of the Company as at August 31, 2021, exercisable into not more than 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) fully paid-up equity shares of the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each ("ESOP Pool").

#### 3. Identification of classes of employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in MIL ESOP 2021:

- a. an employee as designated by the Company who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a promoter or member of the promoter group, but excluding an Independent Director; or
- c. an employee as defined in clause (a) or (b) of group companies including existing and future subsidiary of the Company and of associate company of the Company, in India or outside India;

*but does not include:*

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a Director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the company.

The Employees to whom the Options shall be granted and their eligibility criteria shall be determined by the NRC.

#### **4. Requirements of vesting and period of vesting**

Subject to the compliance with the SEBI SBEB&SE Regulations, Options granted under MIL ESOP 2021 shall Vest after a minimum period of 1 (One) year from the date of Grant. Vesting of Options may happen in one or more tranches. The Vesting conditions subject to which vesting would take place shall be outlined in the letter of grant given to the Option Grantee at the time of grant of such Options.

#### **5. Maximum period within which the Options shall be vested**

Subject to the compliance with the SEBI SBEB&SE Regulations, Options granted under MIL ESOP 2021 would vest subject to maximum period of 5 (five) years from the date of grant of such Options. The NRC shall determine the specific vesting percentage and schedule which may be different for different Eligible Employees or class thereof at the time of grant. The NRC shall always have a right, at its sole discretion to vary the vesting schedule in respect of any Option to be granted subject to minimum and maximum vesting period.

#### **6. Exercise price or pricing formula**

The consideration payable by an Option Grantee for exercising an individual Option would be the Exercise Price, which shall be as mentioned in the letter of grant. Such Exercise Price shall not be less than Face Value of Shares of the Company. Exercise Price payable by an Option Grantee and the manner thereof, shall be determined by the NRC, from time to time and which may be different for different Eligible Employees or class thereof.

#### **7. Exercise Period and the process of Exercise**

The Exercise Period in respect of Vested Option shall be a period not exceeding 3 months from the date of Vesting of such Options.

Any Option Grantee may exercise the vested Options, at any time, in accordance with the Plan and the letter of grant, by giving a notice in writing to the NRC. The Options will be

exercisable in part or whole, subject to applicable laws and regulations.

On Exercise of the Options the Option Grantee shall forthwith pay to the Company the Exercise Price. Upon Exercise, the Option Grantee will be allotted the Equity Shares in accordance of this Plan.

#### **8. The appraisal process for determining the eligibility of employees under MIL ESOP 2021**

The Employees to whom the Options shall be granted and their Eligibility Criteria shall be determined by the NRC. The Eligibility Criteria may be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time.

#### **9. Maximum number of Options to be issued per employee and in aggregate**

The maximum number of Options granted per Employee will be determined by the NRC. However, the maximum number of Options, that may be granted to Eligible Employees under this Plan, in any financial year shall not equal to or not exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant if the prior specific approval from shareholders of the Company through a special resolution to this effect is not obtained.

The aggregate number of equity shares to be issued and allotted by the Company to the eligible employees upon exercise of Options under the Plan shall not exceed 2,38,396 (Two Lakh Thirty Eight Thousand Three Hundred Ninety Six) Shares, being 2% of the total outstanding equity shares of the Company as at August 31, 2021.

#### **10. Maximum quantum of benefits to be provided per employee under the Scheme**

Apart from granting the Options as mentioned above, no other monetary benefits are contemplated under the MIL ESOP 2021 for Employees.

#### **11. Whether the Scheme is to be implemented and administered directly by the company or through a trust**

The Scheme shall be implemented and administered directly by the Company through NRC and NRC shall formulate detailed terms and conditions of the MIL ESOP 2021. All the rights, powers, duties, or liabilities of the Board, to the extent delegated, shall be discharged by the NRC including allotment of Equity Shares on exercise of Options.



**12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both**

The MIL ESOP 2021 contemplates fresh issuance of equity shares by the Company in accordance with the provisions of the applicable laws.

**13. The amount of loan to be provided for implementation of the Scheme to the trust its tenure, utilization repayment terms, etc.**

Not Applicable

**14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme**

Not Applicable

**15. Accounting Policies**

The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB&SE Regulations.

**16. Method of valuation of Options**

The Company shall use an appropriate fair value method for valuation of Options on the date of the grant to calculate the employee compensation cost.

**17. Period of Lock-in**

The Shares arising out of the Exercise of Vested Options under this Plan shall be subjected to 1 (One) year lock-in period after the Exercise i.e. from the date of transfer of Shares to Employees.

Regulation 6(1) of the SEBI SBEB&SE Regulations requires that every employee stock option scheme shall be approved by the shareholders of the Company by passing a special resolution in a general meeting. Accordingly, the Special Resolution set out at Item Nos. 5 & 6. of this Notice is proposed for approval by shareholders.

As per the SEBI SBEB&SE Regulations, approval of shareholders by way of a separate Special Resolution is also required to be obtained by the Company, if (i) the benefits of the MIL ESOP 2021 are to be extended to the employees of group company including existing and future subsidiary company(ies) and of associate company.

The special resolution set out at Item No. 6 proposes to cover extension of benefits of the MIL ESOP 2021 to the employees of group company including existing and future subsidiary company(ies) and of associate company.

The Options to be granted under the MIL ESOP 2021 shall not be treated as an offer or invitation made to public for

subscription of securities of the Company. The MIL ESOP 2021 confirms to the SEBI SBEB&SE Regulations.

A copy of the MIL ESOP 2021 will be kept open for inspection by shareholders at the registered office of the Company during business hours.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the MIL ESOP 2021 may be deemed to be concerned or interested in the Special Resolutions at Item No. 5 and 6 of this Notice.

Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 5 and 6 of this Notice for approval by the shareholders of the Company.

**ITEM NO. 7:**

Manorama Africa Limited is a 'related party' within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), hence the contracts, agreements, arrangements and transactions between Manorama Industries Limited and Manorama Africa Limited fall under the category of a related party transaction of the Company in terms of the provisions of Sections 188(1)(a) and 188(1)(e) of the Act read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

Pursuant to Sections 188(1)(a) and 188(1)(e) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board subject to prior approval of the Members by passing an Ordinary resolution wherein any contracts or agreement(s) entered into or to be entered into with any Related Party shall be termed as 'Related Party Transactions' ("RPT") and if such transaction entered individually or taken together with all previous transactions exceeds ten percent or more of the turnover of the Company. The aforesaid provisions are not applicable in respect of RPT transactions entered into by the Company in the ordinary course of business on an arm's length basis.

The Company has entered into various related party transactions with Manorama Africa Limited. The Audit Committee and the Board of Directors of the Company at their meetings held on September 06, 2021 have consented for entering in the above referred contracts, agreements, arrangements and transactions w.e.f. April 01, 2021 for a period of 1 year and have approved for

the Company to enter into related party transactions as more particularly described in table below:

Sr. No	Particulars	Details
1.	The name of the related party	Manorama Africa Limited
2.	Name of the director or key managerial personnel who is related, if any	Mrs. Vinita Ashish Saraf, Mr. Gautam Kumar Pal, Mr. Shrey Saraf
3.	Nature of relationship	Mrs. Vinita Ashish Saraf is the Chairperson and Managing Director of the Company. She is a Director in Manorama Africa Limited. She has also subscribed to 100% of the share capital of Manorama Africa Limited. Mr. Gautam Kumar Pal is an Executive Director of the Company and he is also a Director in Manorama Africa Limited. Mr. Shrey Saraf is an Executive Director of the Company and he is son of Mrs. Vinita Ashish Saraf.
4.	The nature, material terms, monetary value and particulars of the contract or arrangements	NATURE: · Purchase of SHEA NUTS (goods) from Manorama Africa Limited, directly or through appointment of agent; · Clearing, forwarding and shipping of Raw Material purchase by Manorama Industries Limited (any expenses made by Manorama Africa Limited for operational purpose to be borne by Manorama Industries Limited if it relates to supply of SHEA NUTS to Manorama Industries Limited). MATERIALTERMS: The material terms with respect to quality, quantity and other specifications of Shea nuts will be as per the contract entered into by the Company with Manorama Africa Limited. MONETARYVALUE: Consideration of the transaction shall be determined mutually between the parties and shall be according to prevalent market conditions. The total value of transactions shall be upto Rs. 125 Crores.
5.	Any advance paid or received for the contract or arrangement, if any;	The amount of advances paid for the contracts are as per the terms and conditions of the contract, since the Company has entered into separate contracts for each transaction of purchase of Shea Nuts from Manorama Africa Limited.
6.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing / commercial terms has been determined based on the transaction with unrelated parties for similar nature of transaction, if any. The prices / commercial terms will be determined as per prevailing market conditions. The aforementioned transaction amounts to Import of SHEA NUTS (goods) hence the price of the same will be determined on Free-on-board (FOB) basis.
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	All factors relevant to the contract have been considered.
8.	Any other information relevant or important for the members to take a decision on the proposed transaction	Nil

The transactions entered into by the Company with Manorama Africa Limited are within the limits of material related party transactions as specified under Rule 15(3)(a)(i) of Companies (Meetings of Board and its Powers) Rules, 2014.

However the Company wishes to obtain Members approval as the said transaction is likely to cross the specified limits under Rule 15(3)(a)(i) of Companies (Meetings of Board and its Powers) Rules, 2014 in due course of time. The Company wishes to obtain shareholder approval to enter into related party transaction with Manorama Africa Limited upto an aggregate value of Rs. 125 crores for the financial years 2021-22.

The copy of the contract, agreement, arrangement and transaction mentioned above and approved by the Board and Audit Committee shall be open for inspection of Members at such time and place as mentioned in the notes to this Notice. In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary resolution for the above transaction and the related parties are abstained from voting on the resolution.

None of the other Directors and Key Managerial Personnel or their relatives other than Mrs. Vinita Saraf and Mr. Gautam Kumar Pal, Mr. Shrey Ashish Saraf are in any way concerned or interested in the resolution.

However, in accordance with the provisions of Section 188 of the Companies Act, 2013, the resolution above, being a resolution for approval of related party transaction, all related parties (including the above) shall not vote to approve such resolution.

The Board recommends an Ordinary Resolutions set out at Item No. 7 of this Notice for approval by the shareholders of the Company.

#### **ITEM NO. 8**

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on Monday, September 06, 2021 approved the appointment of S N & Co., Cost Accountants (Firm Registration No. 000309), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending

March 31, 2022 at a remuneration of Rs. 100,000 plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice of 16th AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of the Notice of 16th AGM for approval by the Members.

By order of the Board of Directors  
**For Manorama Industries Limited**

Sd/-

**Divya**

Company Secretary  
Membership. No.:A40584

Place: Raipur

Date: September 06, 2021

**ANNEXURE A**
**Details of Director seeking appointment/ re-appointment in the forthcoming Annual General Meeting**

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

<b>Name of the Director</b>	<b>Mr. Shrey Ashish Sharaf</b>
Director Identification Number	07907037
Category	Executive Director
Date of Birth	24.02.1994
Age	27 years
Nationality	Indian
Date of First Appointment on the Board	19.08.2019
Relationship with Directors and KMPs	Mr. Shrey Saraf is related to the following Directors: I) Mrs. Vinita Saraf : Mother
Qualifications	MBA Finance from university of EXETER. U.K
Expertise in specific functional area.	Mr. Shrey Ashish Saraf has done MBA Finance from university of EXETER. UK. and has 6 years of experience in the field of Business development. He has good knowledge about the business of the Company and its products.
Details of Board Meetings attended by the directors during the year	9
Terms and Conditions of Appointment or re-appointment along with remuneration	Mr. Shrey Ashish Saraf, (DIN:07907037), Executive Director who retires by rotation and being eligible, offers himself for re-appointment along with remuneration of INR 18,00,000.
Membership of Committees of Manorama Industries Limited	Finance and operation Committee
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Manorama Energy Private Limited Manorama Earth Private Limited Money Resources Private Limited Manorama Oils Private Limited
Membership/ Chairmanship of Committees across other Public Companies	Nil
Shareholding in Manorama Industries Ltd	10,64,850 equity shares

<b>Name of the Director</b>	<b>Mr. Nipun Sumanlal Mehta</b>
Director Identification Number	00255831
Category	Independent Director
Date of Birth	15.03.1963
Age	58 years
Nationality	Indian
Date of First Appointment on the Board	05.03.2021
Relationship with Directors and KMPs	Mr. Nipun Sumanlal Mehta is not related to any Director.
Qualifications	Mr. Nipun Mehta is a Fellow Member of the Institute of Chartered Accountants of India having qualified in 1984.
Expertise in specific functional area.	Mr. Nipun Mehta is a Fellow Member of the Institute of Chartered Accountants of India. He is an expert in Financial Markets and has more than 3 decades of entrepreneurial and corporate experience in Private Banking, Capital Markets & Wealth Management having worked in the past with both domestic & Global Financial Institutions in leadership positions. He has earned international acclaim being awarded as the 'Outstanding Young Private Banker' by Private Banker International, Singapore.

Details of Board Meetings attended by the directors during the year	1
Terms and Conditions of Appointment or re-appointment along with remuneration	Mr. Nipun Sumanlal Mehta is Additional Director to be appointed as Non-Executive and Independent Director He will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s)
Membership of Committees of Manorama Industries Limited	Member in Nomination and remuneration committee and Risk Management Committee
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Inventia Healthcare Limited
Membership/ Chairmanship of Committees across other Public Companies	Nil
Shareholding in Manorama Industries Ltd	Nil

<b>Name of the Director</b>	<b>Mr. Mudit Kumar Singh</b>
Director Identification Number	03276749
Category	Independent Director
Date of Birth	03.07.1961
Age	60 years
Nationality	Indian
Date of First Appointment on the Board	September 06, 2021
Relationship with Directors and KMPs	Mr. Mudit Kumar Singh is not related to any Director.
Qualifications	He belongs to the 1984 Batch of the IFS, allotted to Chhattisgarh Cadre. He is holding degree in M.Sc. (Tropical Forestry & Management) from Dresden University of Technology, Germany. A.I.F.C (M.Sc. Forestry) from Indian Forest College, Dehradun. M.Sc. (Geology) from Lucknow University, Lucknow. B.Sc. (Botany, Geology, Zoology and General English) Canning College, Lucknow University, Lucknow. He is a retired senior bureaucrat.
Expertise in specific functional area.	Natural Resource Management, Research and Development, climate change and carbon sequestration - carbon credit, trading /transaction, Community Forestry, NWFP Management, Forest Certification, Forest Conservation Act Human Resource Development.
Details of Board Meetings attended by the directors during the year	Nil
Terms and Conditions of Appointment or re-appointment along with remuneration	Mr. Mudit Kumar Singh is Additional Director to be appointed as Non-Executive and Independent Director. He will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s)
Membership of Committees of Manorama Industries Limited	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil
Membership/ Chairmanship of Committees across other Public Companies	Nil
Shareholding in Manorama Industries Ltd	Nil