



Manorama
Industries Limited
(Formerly known as Manorama Industries Pvt Ltd)

Date: September 6, 2019

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

BSE Symbol: MANORAMA
 BSE Code: 541974

Dear Sir/Madam,

Sub: Intimation of Annual General Meeting, E-Voting and Book closure

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that The 14th Annual General Meeting (AGM) of the members of Manorama Industries Limited will be held on Monday, September 30, 2019 at 10:00 a.m. at THE LALIT MUMBAI, Sahar Airport Road Navpada, Marol, Andheri East, Mumbai, Maharashtra 400059.

We are pleased to inform you that pursuant to Section 108 of Companies Act 2013, read with Rule 20 of Companies (Management and Administration) Rules 2014 and Regulation 44 of Listing Regulations, the Company is providing the facility to members to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting") from a place other than venue of AGM. The e-voting communication giving instructions for e-voting has been specified in the notice calling the 14th AGM.

We hereby submit the following information for the ready reference of the members of the Company:

Sr. No	Particulars	Remarks
1.	Name of the Company	Manorama Industries Limited
2.	ISIN	INE00VM01010
3.	Date of book closure	The Register of Members and Share Transfer Books shall remain closed from Tuesday 24 th September 2019 to Monday 30 th September, 2019 (both days inclusive) for the purpose of

For, Manorama Industries Ltd.

Vinute Sane
 Managing Director

Corporate Office :

F-6, Anupam Nagar,
 Raipur - 492007
 Chhattisgarh, INDIA
 Tel. : +91-771-2283071, 2282579, 2282457
 Telefax: +91-771-4056958
 CIN : U15142MH2005PLC243687

An ISO 22000 : 2005 Certified Company
 FSSC 22000 Certified Company
 E-mail: info@manoramagroup.co.in
 Web: www.manoramagroup.co.in

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
 Ms/ Manorama Industries Ltd.
 Mumbai, Tel. 022 22622299
 Tel. 022 49743611, Tel. 022 67088148



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		AGM.
4.	Name of the agency providing E-voting platform	Link Intime Private Limited
5.	Date of Board Resolution for approval of Notice	September 5, 2019
6.	Date of appointment of scrutinizer	September 5, 2019
7.	Name of the scrutinizer	M/s. Mehta and Mehta, Practicing Company Secretaries
8.	Cut off date for E-voting entitlement	September 23, 2019
9.	E-voting start date and time	Friday 27 th September 2019 at 9.00 a.m.
10.	E-voting end date and time	Sunday 29 th September 2019 at 5.00 p.m.
11.	No. of resolutions	10
12.	Announcement of result	Within 48 hours from the conclusion of AGM

The aforesaid Notice and Annual Report are being made available on the Company's website i.e. www.manoramagroup.co.in

Kindly take the above on your records and acknowledge.

For Manorama Industries Limited

For Manorama Industries Ltd.

Vinita Saraf Managing Director

Managing Director

DIN: 00208621

Corporate Office :

F-6, Anupam Nagar,
Raipur - 492007
Chhattisgarh, INDIA
Tel. : +91-771-2283071, 2282579, 2282457
Telefax: +91-771-4056958
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Mumbai, Tel. 022 22622299
Tel. 022 49743611, Tel. 022 67088148

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of Manorama Industries Limited will be held on Monday, 30th September, 2019 at 10:00 a.m. at THE LALIT MUMBAI, Sahar Airport Road, Navpada, Marol, Andheri East, Mumbai, Maharashtra 400059 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gautam Kumar Pal, (DIN: 07645652) who retires by rotation and being eligible, offers himself for re-appointment as a Director
3. To appoint Statutory Auditors and fix their remuneration and in connection therewith, 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 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under (including any statutory modifications and re-enactments thereof, for the time being in force), M/s. O P Singhania & Co. Chartered Accountants (Registration No :002172C), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors, M/s. Jain & Choudhary Chartered Accountants (Registration No. 117918W), to hold office from the conclusion of this Annual General Meeting up to the conclusion of the Nineteenth Annual General Meeting of the Company to be held in the year 2024 on such remuneration and terms and conditions as set out in the explanatory statement to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters

and things, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

4. Ratification of remuneration payable to S N & Co Cost Auditors of the Company for the Financial Year ending March 31, 2020.

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 the Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modifications and re-enactments thereof, for the time being in force), remuneration of Rs. 70000 P.A. (Seventy Thousand only)(exclusive of out of pocket expenses) plus applicable taxes to S N & Co, Cost Accountants (Registration No. 000309) appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records for the Financial Year ending March 31, 2020 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. Appointment of Mr. Jose Vailappallil Joseph as an Independent Director

To consider and if thought fit, to pass the following resolution, as Ordinary Resolution;

“RESOLVED THAT pursuant to the provisions of Section 149 152 & 160 of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of Companies Act 2013, approval of members be and is hereby given to the appointment of Mr. Jose Vailappallil Joseph (DIN: 08540226) who was appointed by the Board of

Directors as an Additional Director (Independent) of the Company with effect from 19th August, 2019, pursuant to provisions of section 161(1) of Companies Act 2013 to hold office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act, in respect of whom Notice has been received from a member under Section 160 of the Act proposing his re-appointment be and is hereby appointed as a Independent Non-Executive Director of the Company for a period of 5 consecutive years commencing from 19th August 2019 and whose office shall not, henceforth, be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, and things including filing of necessary forms, application with various authorities as may be required and as may be deemed necessary to give effect to above resolution.”

6. Appointment of Mr. Shrey Ashish Saraf (DIN: 07907037) as an Executive, Non-Independent Director of the Company

To pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), including any modification or amendment thereof, Mr. Shrey Ashish Saraf (DIN: 07907037), who was appointed as an Additional Director in the capacity of Executive, Non-Independent Director of the Company by the Board of Directors effective from August 19, 2019 in respect of whom the Company has

received a notice in writing from a member proposing his candidature for the office of Executive, Non-Independent Director of the Company under Section 160 of the Act, be and is hereby appointed as an Executive, Non-Independent Director of the Company and whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, and things including filing of necessary forms, application with various authorities as may be required and as may be deemed necessary to give effect to above resolution."

7. Appointment of Dr. Neeta Kanwar (DIN: 03326216) as an Independent Director of the Company

To pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Neeta Kanwar (DIN: 03326216), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from June 10, 2019 and who has submitted a declaration that she meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director of the Company under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from June 10, 2019;

RESOLVED FURTHER THAT the any of the Board of Directors of the Company be and is hereby

authorised to do all such acts, deeds, and things including filing of necessary forms, application with various authorities as may be required and as may be deemed necessary to give effect to above resolution."

8. Increasing the authorized capital of the company from existing Rs. 14 crore to Rs.30 Crore

To consider and if thought fit, to pass the following resolution, as Ordinary Resolution for increasing the authorized capital of the company from existing Rs. 14 crore to Rs.30 Crore:

"RESOLVED THAT pursuant to Section 13, 61 and Section 64 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 and subject to such other consents, as may be required, and such other Rules and Regulations, as may be applicable, consent of the Members of the Company be and is hereby accorded to the Board of Directors to increase the Authorized Share Capital of the Company from existing Rs.14,00,00,000(Rupees Fourteen Crore only)divided into 1,40,00,000Equity shares of Rs. 10 each)to Rs. 30,00,00,000 divided into 3,00,00,000Equity shares of Rs. 10each by creation of additional 1,60,00,000 shares of Rs. 10/- each and such equity shares shall rank paripassu in all respects with the existing equity shares of the Company;

"RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to amend Clause V of Memorandum of Association of the Company ("MOA") by substituting the existing Clause V of MOA and inserting the following new Clause V:

- V. The Authorized Share Capital of the Company is Rs 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) equity shares of Rs.10/- each;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, and things including filing of necessary forms, application with various authorities as may be required and as may be deemed necessary to give effect to above resolution."

9. To increase the borrowing limit under Section 180(1)(c) in the Company

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactments thereof for the time being in force), and other applicable laws and provisions, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 350 Crore (Rupees Three Hundred Fifty Crore only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining

approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

10. To Increase the limits applicable for grant Loans / give guarantee/ make investment/ provide security to any other body corporate or person under Section 186 of Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, approval of the members of the Company, be and is hereby accorded to the Board of Directors of the Company to (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or bodies corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, by an aggregate sum of upto Rs. 100 Crore (Rupees One hundred Crore only), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper

and expedient to give effect to this Resolution.

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

**Sd/-
Divya Bhootra
Company Secretary
M.NO. 40584**

**Place: Raipur
Date: 05.09.2019
Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of business set out in Item No. 3 to 10 to be transacted at the AGM is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent, of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as Applicable.
3. Ms. Vinita Saraf is interested in the business set out in Item No. 6 of the notice for appointment of Mr. Shrey Saraf as Executive Non-Independent Director and except the above, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way,

concerned or interested, financially or otherwise, in the Ordinary and Special Business as set out in the Notice.

4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
6. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Members holding shares in demat/electronic form are requested to write their Client ID and DP ID and those holding shares in physical form are requested to write their folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.
8. Members may also note that the Notice of the 14th Annual General Meeting and the Company's Annual Report 2018-19 will be available on the Company's website www.manoramagroup.co.in. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc. shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.

9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).
11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical forms are requested to consider converting their holdings to demat form. Members may contact the Company's RTA for assistance in this regards.
12. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in demat form are therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited, on all the resolutions set forth in this Notice.
14. The Members, whose names appear in the Register of Members
- / List of Beneficial Owners as on 23rd, September, 2019 (cut-off date) are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may also exercise their right to vote by electronic means.
15. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the RTA and have it duly filled and sent back to them.
16. The e-voting period will commence at 9.00 a.m. 27th September, 2019 and will end at 5.00 p.m. on 29th September 2019. The Company has appointed Mehta & Mehta, Practicing Company Secretaries, Mumbai, to act as the Scrutinizer for conducting the scrutiny of the votes cast.
17. The facility for voting through polling paper shall be made available at the Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
18. The members can attend the Meeting on 30th September 2019, at 10:00 P.M. in person or through proxy and vote on the resolutions set forth in the Notice, if they have not exercised their votes through e-voting. The Scrutinizer shall submit the report for both physical and e-voting to the Chairman which shall be published on the website of the Company within 48 hours of the conclusion of the Meeting.
19. Members are requested to carefully read the following instructions relating to e-voting before casting their vote.
20. Members may note that the details of the Director seeking re-appointment and Appointment
- as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms an integral part of the notice.
21. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent to them in the permitted / requisitioned mode.
- Instructions for shareholders to vote electronically:
- Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)
1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of

LIPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

* Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option

'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

*** General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF,

NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 3

Keeping in view the requirements set out in the Act, the Board of Directors of the Company at its meeting held on 05.09.2019 2019 have recommended appointment of OP Singhania & Co. Chartered Accountants Firm as Statutory Auditors of the Company for the period of 5 (Five) Consecutive years commencing from this 14th AGM till the conclusion of the 19th AGM of the Company to be held in the year 2024 at remuneration of Rs. 5,00,000 P.A. (five lakhs only).

Brief Profile of Statutory Auditors

OP SINGHANIA & CO. is one of the leading firm of Chartered Accountants in the central India. Established in 1983 by Mr. O.P. Singhania, a former Chairman of the Institute of Chartered Accountants of India, Raipur Branch. The firm offers multi disciplinary services to the clientele.

The Firm is empaneled with C & AG, Reserve Bank of India, Govt. of Chhattisgarh, Chief Commissioner of Income Tax for Special Audits. Further, the firm is also doing audits of Public Sector Undertakings and Banks for more than 25 years.

ITEM No. 4

Keeping in view the requirements set out in the Act, the Board of Directors of the Company at its meeting held on 05.09.2019 have recommended appointment of S N & Co, Cost Accountants Firm as Cost Auditors of the Company at remuneration of Rs. 70000 P.A. (Seventy Thousand only) to conduct the audit of the cost accounts maintained by the Company for the financial year(s) ending 31st March, 2020.

In accordance with the Provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for FY 2019-20.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice. The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company

Brief Profile of Cost auditors

The firm offers a wide spectrum of services in the field of Indirect Taxation (GST), Cost & Management Accounting, Company Law Advisory Services, Banking & Finance, FEMA etc. The firm is steered by a dedicated & motivated team of professionals, led by committed partners, backed by sound knowledge of respective field.

ITEM No. 5

The members are informed that Mr. Jose Vailappallil Joseph was appointed by the Board of Directors as an Additional Non-Executive, Independent Director with effect from August 19, 2018. Pursuant to Section 149 and 152 of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force, it is proposed to regularize the appointment of Mr. Joseph as Independent Director of the Company for a term of 5 consecutive years with effect from August 19, 2019.

Brief profile of Mr. Jose Vailappallil Joseph is given below:

Name of Director	Mr. Jose Vailappallil
DIN	08540226
Date of Birth and Age	25.03.1958 61 Years
Date of Appointment on Board	19.08.2019
Qualifications	B.Com and CAIIB.
Brief profile, experience and expertise	Mr. Jose Vailappallil Joseph is a B,Com and CAIIB, He has 43 years of experience in various fields in Commercial Banking during his tenure in Federal Bank. Apart from heading various branches of Federal Bank across India, he has also worked as a zonal head at New Delhi, Country head, Corporate and Institutional Banking, Controller of Network of the Bank comprising of 600 branches.
Number of meetings of the Board attended during the year	NIL
Directorships held in other Companies	Nil
Committee Positions held in other Companies	Nil
Shareholding in Manorama Industries Limited	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	None of the directors are related to Mr. Jose Vailappallil Joseph

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Jose Vailappallil Joseph would be beneficial to the Company considering his vast experience. Mr. Jose Vailappallil Joseph fulfils the criteria of independence as specified under Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided as Annexure A of this notice.

The Company has also received a notice from a member under Section 160 of the Companies Act 2013 proposing his appointment as an Independent Director.

Copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day.

The Board recommends the resolution as set out in the Notice for the approval of the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Jose Vailappallil Joseph are in any way concerned or interested in the proposed resolution as set out in the Notice .

ITEM No. 6

The members are informed that Mr. Shrey Ashish Saraf was appointed by the Board of Directors as an Additional Director (Executive, Non-Independent) with effect from August 19, 2018. Pursuant to Section 149 and 152 of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force, it is proposed to regularize the appointment of Mr. Shrey Ashish Saraf as an Executive Director of the Company whose term of office expires at the Annual General Meeting. Brief Profile of Mr. Shrey Ashish Saraf is given below:

Name of Director	Mr. Shrey Ashish Saraf
DIN	07907037
Date of Birth and Age	24.02.1994
Date of Appointment on Board	19.08.2019
Qualifications	MBA Finance from university of EXETER. U.K
Brief profile, experience and expertise	Mr. Shrey Ashish Saraf has done MBA Finance from university of EXETER. UK. and has 4 years of experience in the field of Business development. He has good knowledge about the business of the Company and its products.
Number of meetings of the Board attended during the year	NIL
Directorships held in other Companies	Four
Committee Positions held in other Companies	Nil
Shareholding in Manorama Industries Limited	1031250
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Mr. Shrey Saraf is related to the following Directors: I) Mrs. Vinita Saraf : Mother

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Shrey Ashish Saraf would be beneficial to the Company considering his vast experience. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided as Annexure A of this notice.

The Company has also received a notice from a member under Section 160 of the Companies Act 2013 proposing his re-appointment as an Executive Director.

The Board recommends the resolution as set out in the Notice for the approval of the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Shrey Ashish Saraf & Ms. Vinita Saraf are in any way concerned or interested in the proposed resolution as set out in the Notice.

ITEM No. 7

The members are informed that Dr. Neeta Kanwar was appointed by the Board of Directors as an Additional Non-Executive, Independent Director with effect from June 10, 2019. Pursuant to Section 149 and 152 of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force, it is proposed to regularize the appointment of Dr. Neeta Kanwar as Independent Director of the Company for a term of 5 consecutive years with effect from June 10, 2019.

Brief profile of Dr. Neeta Kanwar is given below:

Name of Director	Dr. Neeta Kanwar
DIN	03326216
Date of Birth and Age	21/03/1966
Date of Appointment on Board	10.06.2019
Qualifications	MBBS
Brief profile, experience and expertise	She is very famous and renowned medical doctor environmentalist , social activist for nature preservation and has been instrumental in many social causes for upliftment of the tribals.
Number of meetings of the Board attended during the year	NIL
Directorships held in other Companies	One
Committee Positions held in other Companies	Nil
Shareholding in Manorama Industries Limited	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	N.A.

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Dr. Neeta Kanwar would be beneficial to the Company considering her vast experience. Dr. Neeta Kanwar fulfils the criteria of independence as specified under Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided as Annexure A of this notice.

The Company has also received a notice from a member under Section 160 of the Companies Act 2013 proposing her appointment as an Independent Director.

Copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day.

The Board recommends the resolution as set out in the Notice for the approval of the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Dr. Neeta Kanwar are in any way concerned or interested in the proposed resolution as set out in the Notice.

ITEM NO. 8

The present authorized Share Capital of the Company is Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Fourty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

Your Directors believe that the Company will outperform in near term and also believe that the performance of the Company will attract investors. In anticipation of the aforementioned view, it is proposed to raise the authorized share capital to 30,00,00,000 (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees) each by creation of additional 16,00,00,000 (Sixteen Crore only) Equity shares of Rs. 10/- each, ranking for dividend, voting rights and in all other respects, pari passu with the existing equity shares of the Company.

The increase in authorized share capital will also require amendment to Clause V of the Memorandum of Association ("MOA") of the Company which will need approval of members in the General Meeting. Thus, it also proposed to amend the said Clause V of the MOA.

A copy of the amended Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays & Sundays between 10.00 a.m. to 6.00 p.m.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Business by passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

ITEM NO. 9

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserves and securities premium requires the approval from the shareholders of the Company.

However keeping in view Company's requirements to fund its existing and future financial requirements to support its business operations, the Board of Directors of the Company at its meeting held on 05.09.2019, proposed to raise the borrowing limit upto Rs.350 Crore (Rupees Three Hundred fifty crore) which is subject to the approval of the Shareholders of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital free reserves and securities premium of the Company at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Hence, the Special Resolution at Item No.9 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No.9 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company if any.

ITEM NO. 10

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various bodies corporate and persons from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or bodies corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

Members may note that in order to support its business activities, the Board at its meeting held on 05.09.2019, proposed seeking Members approval, for enhancement of limits u/s. 186 of the Companies Act, 2013 by upto Rs.100 Crore (Rupees One hundred crore only) by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto Rs.100 Crore over and above the limits available under

Section 186 of the Companies Act, 2013, which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Special Resolution at Item No.10 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 10 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

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

**Sd/-
Divya Bhootra
Company Secretary
M.NO. 40584**

**Place: Raipur
Date: 05.09.2019**

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Shrey Ashish Saraf	Dr. Neeta Kanwar	Mr. Jose Vailappallil
DIN	07907037	03326216	08540226
Date of Birth and Age	24.02.1994	21/03/1966	25.03.1958
Date of Appointment on Board	19.08.2019	10.06.2019	19.08.2019
Qualifications	MBA Finance from university of EXETER. U.K	MBBS	B.Com and CAIIB.
Brief profile, experience and expertise	Mr. Shrey Ashish Saraf has done MBA Finance from university of EXETER. UK. and has 4years of experience in the field of Business development. He has good knowledge about the business of the Company and its products.	She is very famous and renowned medical doctor environmentalist , social activist for nature preservation and has been instrumental in many social causes for upliftment of the tribals.	Mr. Jose Vailappallil Joseph is a B,Com and CAIIB, He has 43 years of experience in various fields in Commercial Banking during his tenure in Federal Bank. Apart from heading various branches of Federal Bank across India, he has also worked as a zonal head at New Delhi, Country head. Corporate and Institutional Banking, Controller of Network of the Bank comprising of 600 branches.
Number of meetings of the Board attended during the year	NIL	NIL	NIL
Directorships held in other Companies	Four	One	Nil
Committee Positions held in other Companies	Nil	Nil	Nil
Shareholding in Manorama Industries Limited	1031250	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Managing Director	N.A.	N.A.

MANORAMA INDUSTRIES LIMITED

L15142MH2005PLC243687

Registered Office :OFFICE NO. 403, 4TH FLOOR, MIDAS, SAHAR PLAZA,
ANDHERI KURLA ROAD, ANDHERI EAST MUMBAI

Tel: 91-022-22622299; Fax : 91-0771-4056958

E-mail: cs@manoramagroup.co.in; Website :www.manoramagroup.co.in

ATTENDANCE SLIP

DP ID/ Client ID/ Folio No. _____

Name of Member _____

Name of the Proxy holder/ Representative _____

No. of Shares _____

Signature of the Member / Proxy / Authorized Representative

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Fourteenth Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 10:00 a.m. at The THE LALIT MUMBAI, Sahar Airport Road, Navpada, Marol, Andheri East, Mumbai, Maharashtra 400059 .

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

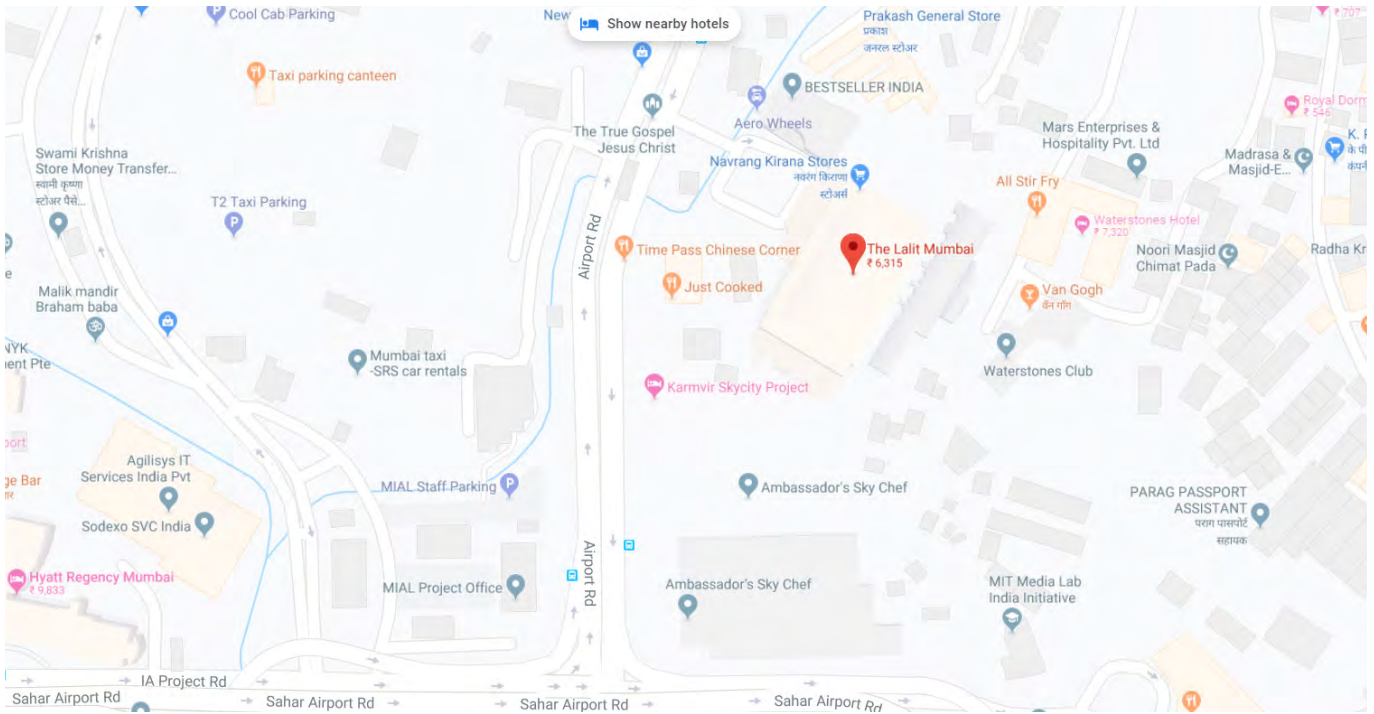
Members/ proxy are requested to bring a copy of the Annual Report at the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User Id	(Pan/Seq. No.)

NOTE: Please read the complete instructions given under the Note to the Notice of Annual General Meeting.

Route Map



MANORAMA INDUSTRIES LIMITED

L15142MH2005PLC243687

Registered Office :OFFICE NO. 403, 4TH FLOOR, MIDAS, SAHAR PLAZA,
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E-mail: cs@manoramagroup.co.in; Website :www.manoramagroup.co.in

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

FOURTEENTH ANNUAL GENERAL MEETING 2018-19

Name of the Member(s)	
Registered Address	
Folio No. / DP ID and Client ID	

I / we being the Member(s) holdingshares of Manorama Industries Limited, hereby appoint:

1 Name: _____ Address:- _____

Email Id:- _____ Signatures: _____

Or failing him

2 Name: _____ Address:- _____

Email Id:- _____ Signatures: _____

Or failing him

3 Name: _____ Address:- _____

Email Id:- _____ Signatures: _____

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 14th Annual General Meeting of the Company scheduled to be held on Monday, September 30th, 2019 at 10.00 a.m. THE LALIT MUMBAI, Sahar Airport Road, Navpada, Marol, Andheri East, Mumbai, Maharashtra 400059 and at an adjournment thereof, in respect of such resolutions are indicated below:

Summary of business to be transacted at the Annual General Meeting

Ordinary Business				
Item No.	Resolution(for details refer to the notice of the 14th Annual General Meeting dated 30th September, 2019	Vote*		
		For	Against	Abstain
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon			
2	To appoint a Director in place of Mr. Gautam Kumar Pal, (DIN: 07645652) who retires by rotation and being eligible, offers himself for re-appointment as a Director			
3	To appoint Statutory Auditors and fix their remuneration for financial year 2019-2020			

Special Business				
4	To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2020			
5	To appoint Mr. Jose Vailppallil Joseph (DIN 08540226) as Independent Director;			
6	To appoint Mr. Shrey Ashish Saraf (DIN: 07907037) as an Executive, Non-Independent Director of the Company			
7	To appoint Dr. Neeta Kanwar (DIN: 03326216) as an Independent Director of the Company			
8	To Increase the authorized share capital of the company from existing Rs. 14 crore to Rs.30 Crore:			
9	To increase the borrowing limit under Section 180(1)(c) in the Company:			
10	To increase the limit for grant loans / give guarantee/ make investment/ provide security to any other body corporate or person under section 186 of Companies Act, 2013:			

Signed this.....day of....., 2019
 Folio No. / DP ID and Client ID:.....
 Signature of Member:.....
 Signature of Proxy holder:.....

Please affix
Revenue
Stamp of
Proper value

Note:

- This form of proxy in order to be effective, should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a member of the Company
- A person can act as a proxy on behalf of members not exceeding fifty (50) and holding an aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- It is optional to indicate your preference by placing a tick () mark at the appropriate box. If you leave the 'FOR', 'AGAINST' or 'ABSTAIN' column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

