



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

**Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra**

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given to the Members of Manorama Industries Limited ('the Company'), pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular Nos. 22/2020 dated June 15, 2020, General circular No. 33/2020 dated September 28, 2020, General circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular Nos. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the following Resolutions as set out in this Notice are proposed to be passed by the Members of the Company by means of Postal Ballot by way of remote e-voting process.

The proposed resolutions and Explanatory Statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars, are appended below.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting ("e-voting") i.e., by casting votes electronically instead of submitting postal ballot forms. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically from 10.00 A.M. on May 18, 2022 and not later than 5.00 p.m. IST on, June 16, 2022, (the last day to cast vote electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company at its meeting held on May 11, 2022 has appointed M/s. Mehta and Mehta, Company Secretaries, as the 'Scrutinizer', to scrutinize the e-voting process in a fair and transparent manner. Mrs. Ashwini Inamdar (Membership No. F 9409), Partner and failing her, Mr. Atul Mehta (Membership No. F 5782), Partner will represent M/s. Mehta and Mehta, Company Secretaries.

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head 'Voting Through Electronic Means' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on June 16, 2022. The Company has engaged the services of Link Intime India Private Limited ("Link Intime") for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

register the same by following the procedure set out in this Notice.

After completing of Scrutiny of the votes cast, the Scrutinizer shall, within 2(two) working days from the conclusion of the voting period of postal ballot, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him. The Chairman or a person authorized by him shall declare the result of the voting forthwith.

The said results, along with the Scrutinizer's Report, will be placed on the website of the Company at https://manoramagroup.co.in/investors-company-announcements#postal_ballots and Link Intime at <https://instavote.linkintime.co.in> and will also be displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., June 16, 2022.

SPECIAL BUSINESS

Item No. 1: To Consider and Approve Re-Designation of Mr. Kedarnath Agarwal as a Non-Executive Director of the Company.

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, approval of the Members of the Company be and is hereby accorded for re-designation of Mr. Kedarnath Agarwal aged 82 years (DIN 00183566), who currently holds office as a Director (Executive) to be appointed as Director (Non-Executive) liable to retire by rotation;

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

Item No. 2: To Consider and Approve Re-appointment of Mrs. Vinita Saraf as Chairperson and Managing Director of the Company

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



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule V thereof, the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors, consent of the Members of the Company be and is hereby accorded, to re-appoint Mrs. Vinita Saraf (DIN: 00208621) as the Chairperson and Managing Director of the Company, for a period of 05 (Five) years, with effect from April 1, 2022 to March 31, 2027, as per the terms and conditions set out below:

- a) Basic Salary: Rs. 8,00,000/- per month with authority to Board of Directors and Nomination and Remuneration Committee to increase the range within the limits prescribed under Schedule V of Companies Act, 2013 and as approved by the shareholders.
- b) Perquisites & Allowances: As per Company's policy
- (c) Increment in salary /Annual performance bonus/incentive etc: As determined by the Board and Nomination and Remuneration Committee from time to time within the permissible limit
- (d) Medical reimbursements, Leave Travel Allowance, club fees, personnel accident & medical insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;
- (e) Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Chairperson and Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Companies Act, 2013;

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

Item No. 3: To Consider and approve designating Mr. Gautam Kumar Pal as a Whole Time Director of the Company

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 Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule V, the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors, consent of the members of the Company be and is hereby accorded, to appoint Mr. Gautam Kumar Pal (DIN 07645652) as a Whole-time Director of the Company, for a period of 5 (Five) years from March 22, 2022 to March 21, 2027 and on such terms and conditions as set out below:

- a) **Basic Salary:** Rs.1,25,000/- per month with authority to Board of Directors and Nomination and Remuneration Committee to increase the range within the limits prescribed under Companies Act 2013 and as approved by the shareholders.
- b) **Perquisites & Allowances:** As per Company's policy
- c) **Increment in salary /Annual performance bonus/incentive etc:** As determined by the Board and Nomination and Remuneration Committee from time to time within the permissible limit
- d) Medical reimbursements, Leave Travel Allowance, club fees, personnel accident & medical insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;
- e) **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.

Item No. 4: To Consider and approve appointment of Ms. Veni Mocherla as an Independent Director of the Company

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination &



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

Remuneration Committee and the Board of Directors, Ms. Veni Mocherla (DIN: 08082163), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ms. Veni Mocherla candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of two consecutive years commencing from December 22, 2021 up to December 21, 2023.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

Item No. 5: To Consider and approve Designating Mr. Shrey Saraf as a Whole Time Director of the Company

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 Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule V, the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of the members of the Company be and is hereby accorded, to appoint Mr. Shrey Ashish Saraf (07907037) as a Whole-time Director of the Company, for a period of 5 (Five) years from April 22, 2022 to April 21, 2027 on the remuneration and on such terms and conditions as set out below:

- a) Basic Salary: Rs. 1,50,000/- per month with authority to Board of Directors and Nomination and Remuneration Committee to increase the range within the limits prescribed under Companies Act 2013 and as approved by the shareholders.
- b) Perquisites & Allowances: As per Company's policy
- c) Increment in salary /Annual performance bonus/incentive etc. As determined by the Board and Nomination and Remuneration Committee from time to time within the permissible limit
- d) Medical reimbursements, Leave Travel Allowance, club fees, personnel accident & medical insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

e) Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally are authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

**By Order of the Board
For Manorama Industries Limited**

**Sd/-
Mrs. Vinita Saraf
Managing Director and Chairperson
DIN: 00208621**

Date: May 11, 2022

Place: Raipur

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with Rules made thereunder, setting out material facts concerning the Resolutions is attached herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 13, 2022 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Board of Directors of the Company at its Meeting held on May 11, 2022, have appointed M/s Mehta & Mehta, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Mrs. Ashwini Inamdar (Membership No. F9409) and failing her Mr. Atul Mehta (Membership No. F5782) Partners, will represent M/s Mehta & Mehta, Practicing Company Secretaries.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

**Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra**

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

4. All the material documents referred in Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent by Members on email id: cs@manoramagroup.co.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent ("RTA").
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. In accordance with Regulation 44 of the Listing Regulations and Section 108 of the Act and the Rules made thereunder, the Company has engaged Link Intime India Private Limited as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolutions. The detailed procedure for Voting through electronic means ("e-voting") is appended in the Notes to Notice. The e-voting shall commence at 10.00 A.M. on May 18, 2022.
8. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered e-mail Ids are being sent this Notice of Postal Ballot by e-mail.
9. Postal Ballot Notice can be downloaded from the Company's website i.e., https://manoramagroup.co.in/investors-company-announcements#postal_ballots
10. Resolutions passed by the Members through Postal Ballot by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. Members who have not registered their E-mail IDs are requested to register / update their E-mail addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Link Intime Private Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).
12. A member desiring to vote by electronic means is requested to read the instructions for Postal Ballot carefully and register their electronic vote before 5:00 pm on June 16, 2022. In case a member has any queries or grievances regarding e-voting he or she may send mail to cs@manoramagroup.co.in
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the Cut Off Date and a person who is not a Member as on the Cut Off Date should treat this Notice for information purposes only.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

14. Information as required under the Listing Regulations and Companies (Share Capital and Debentures) Rules, in respect of the special business forming part of the Notice of Postal Ballot by electronic means is furnished in the above Explanatory Statement and forms part of the Notice.
15. The Scrutiniser's decision on the validity of the vote shall be final.
16. Once the vote on a resolution stated in this Notice is cast by a shareholder through Remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.
17. The Scrutinizer will submit his report to the Chairperson/or any person authorised by him after the completion of scrutiny, and the Results will be declared by the Company within 48 hours of the closing of e-voting period on its website https://manoramagroup.co.in/investors-company-announcements#postal_ballots and communicated to the Stock Exchanges, where the shares of the Company are listed.

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

The Company has engaged the services of Link Intime India Private Limited as the Agency to provide facility for remote e-voting.

The e-voting period commences on May 18, 2022 at 10:00 a.m. and ends on 5:00 p.m. on June 16, 2022. During this period members may cast their votes electronically. The e-voting module will be disabled for voting after 5:00 p.m. on June 16, 2022.

Once the vote on a resolution is cast by the member, the same will not be allowed to be changed subsequently.

The details and the process and manner for remote e-voting are explained herein below:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

- i. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-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 hold 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

- i. Existing users who have opted for Easi / Easiest, 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- ii. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- iii. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the Company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with **your** DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides that no listed company shall appoint or continue the directorship of any person as Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a **Special Resolution** is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. Kedarnath Agarwal (DIN: 00183566) is currently holding the position of Director (Executive) in the Company. It is proposed to appoint him as Director (Non-Executive) from the date of approval of the members of the Company.

Mr. Kedarnath Agarwal is a Law graduate from Kolkata University in 1963. He has vast experience of working in the food industry. He worked with Flour and Oil Mills for twenty years, during which he served in various capacity inputs processing, quality control and marketing and company law and legal divisions. He has total experience of 46 years.

Mr. Kedarnath Agarwal (DIN: 00183566) has attained the age of 82 years on April 11, 2022. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

appointment of Mr. Kedarnath Agarwal as a Non-Executive Director, consent of the Members would be required by way of a **Special Resolution**. It is in the interest of the Company to continue to avail his valuable expertise.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kedarnath Agarwal possesses the requisite skills and capabilities required for the growth of the Company.

The Board of Directors recommend the resolution for the approval of the Members. The other details of Mr. Kedarnath Agarwal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice in **Annexure 1**.

Except Mr. Kedarnath Agarwal and Mrs. Vinita Saraf, none of the Directors and Key Managerial Personnel of the Company and /or their relatives is deemed to be concerned or interested (financially or otherwise) in the resolution.

Item No 2

Mrs. Vinita Saraf (DIN: 00208621) has been re-appointed as Chairperson and Managing Director of the Company for a period of 5 (five) years with effect from April 01, 2022 to March 31, 2027 subject to the approval of members of the Company.

Mrs. Vinita Saraf is holding Bachelor's degree in Commerce from Mount Carmel Girls College, Bangalore. Her journey has been marked by an ambitious and entrepreneurial vision coupled with great vigour and hard work. She has total experience of 20 years.

The present tenure of Mrs. Vinita Saraf has expired on March 31, 2022. Keeping in view her vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Board of Directors of the Company at their meeting held on March 22, 2022 have, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mrs. Vinita Saraf as Managing Director and Chairperson of the Company for a further period of five years with effect from April 01, 2022.

The Board recommends the resolution for the approval of the Members. The other details of Mrs. Vinita Saraf in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 are annexed to this Notice in **Annexure 1**.

Except Mrs. Vinita Saraf, Mr. Kedarnath Agarwal and Mr. Shrey Saraf, none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed **Special Resolution**, except to the extent of their shareholding in the Company, if any.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

Item No.3:

Mr. Gautam Kumar Pal (DIN:07645652) is currently holding the position of Director (Executive) in the Company. The Board of Directors on the recommendation of Nomination and Remuneration Committee, at their meeting held on March 22, 2022 has appointed him as Whole - Time Director of the Company for a period of 5 (five) years with effect from March 22, 2022 to March 21, 2027 subject to the approval of the members of the Company.

Mr. Gautam Kumar Pal holds a Doctorate in Management from National Inst. of Mgmt., (Mah). He studied Production and pursued his MBA in Production and Marketing from Amity University U.P. He has a B. Tech degree in Chemical. As the head of Birkoni Plant, he has vast experience in Specialty Oils and Fats / Butters Manufacturing and Quality control. He has total experience of 21 years.

The Board approved and recommends the resolution for the approval of the Members. The other details of Mr. Gautam Kumar Pal in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 are annexed to this Notice in **Annexure 1**.

Except Mr. Gautam Kumar Pal, himself, none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed **Special Resolution**, except to the extent of their shareholding in the Company, if any.

Item No.4:

Ms. Veni Mocherla (DIN: 08082163) was appointed as Additional Director in the category of Independent Director of the Company with effect from December 22, 2021 for a period of 2(two) years with effect from December 22, 2021 to December 21, 2023 and not liable to retire by rotation.

Ms. Veni is a business consulting professional with over 22 years of work experience. She has been actively involved in international business & alliances, consulting, strategy and planning, cross border partnerships, turnaround and corporate strategic initiatives.

She is an MBA, also studied Post Graduate Program at the Chartered Institute of Marketing, UK.

She has earlier worked in the UK and has held senior roles at the Department of Trade and Investment, British High Commission, Bristol Myers Squibb in India. She was an associate of few consulting firms providing consulting services to companies looking at overseas expansions that includes foreign companies looking at India, Indian companies interested in expanding overseas. She also mentors' start-ups.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Veni Mocherla possesses the requisite skills and capabilities required for the role of Independent Directors of the Company, considering her rich qualifications, experience and expertise.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai - 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

The Board recommends the Special resolution for the approval of the Members. The other details of Ms. Veni Mocherla in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 are annexed to this Notice in **Annexure 1**.

Except Ms. Veni Mocherla, herself, none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed **Special Resolution**, except to the extent of their shareholding in the Company, if any.

Item No.5:

Mr. Shrey Ashish Saraf (07907037) is currently holding the position of Director (Executive) in the Company. The Board of Directors of the Company at their meeting held on April 22, 2022, on the recommendation of the Nomination and Remuneration Committee have appointed Mr. Shrey Saraf (DIN: 07907037) as a Whole-time Director of the Company, for a period of 5 (Five) years from April 22, 2022.

Mr. Shrey Ashish Saraf is BBA in Business and Management from the University of Exeter, UK. His presence in the Company and his dynamic young energy strengthens the process of Marketing, Customer and Business Development.

The Board recommends the resolution for the approval of the Members. The other details of Mr. Shrey Saraf in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 are annexed to this Notice in **Annexure 1**.

Except Mrs. Vinita Saraf and Mr. Shrey Saraf none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed **Special Resolution**, except to the extent of their shareholding in the Company, if any.

**By Order of the Board
For Manorama Industries Limited**

**Sd/-
Mrs. Vinita Saraf
Managing Director and Chairperson
DIN: 00208621**

**Date: May 11, 2022
Place: Raipur**



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

Annexure 1

Sr. No	Particulars	Mrs. Vinita Saraf	Mr. Kedarnath Agarwal	Mr. Gautam Kumar Pal	Ms. Veni Mocherla	Mr. Shrey Saraf
1.	DIN	00208621	00183566	07645652	08082163	07907037
2.	Date of Birth	22/11/1970	11/04/1940	04/02/1974	22/12/1975	24/02/1994
3.	Nationality	Indian	Indian	Indian	Indian	Indian
4.	Shareholding in Manorama Industries including shareholding as a beneficial owner	27,79,080	-	-	-	10,64,850
5.	Details of last remuneration drawn	8,00,000	15,000	1,25,000	NA	1,50,000
6.	Details of remuneration sought to be paid	8,00,000	15,000	1,25,000	NA	1,50,000
7.	Date of first appointment on the Board	25/03/2006	16/06/2006	10/01/2018	22/12/2021	19/08/2019
8.	Qualification	Bachelor's Degree in commerce from Mount Carmel Girls College, Bangalore	Law graduate from Kolkata University in 1963.	1. Doctorate in Management from National Inst. of Mgmt., (Mah)	MBA and studied Post Graduate Program at the Chartered Institute of Marketing, UK.	BBA in Business and Management from the University of Exeter, UK.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

				2.MBA in Production and Marketing from Amity University U.P. 3. B. Tech in Chemical.		
9.	Nature of expertise in specific functional areas	Business Management	Legal	Production and Marketing	International business & alliances and cross boarder partnership	Marketing and Business Development
10.	Brief Profile	Mrs. Vinita Saraf is holding bachelor's degree in commerce from Mount Carmel Girls College, Bangalore. Her journey has been marked by an ambitious and entrepreneurial vision coupled with great vigour and hard work. She has more than 20 years of experience.	Mr. Kedarnath Agarwal is a Law graduate from Kolkata University in 1963. He has vast experience of working in the food industry. He worked with Flour and Oil Mills for twenty years, during which he served in various capacity inputs processing, quality control and	Mr. Gautam Kumar Pal holds a Doctorate in Management from National Inst. of Mgmt., (Mah). He studied Production and pursued his MBA in Production and Marketing from Amity University U.P. He has a B. Tech degree in Chemical. As the head of Birkoni Plant, he has vast	Ms. Veni Mocherla is a business consulting Professional with over 22 years of work experience. She has been actively involved in international business & alliances, consulting, strategy and planning, cross border partnerships, turnaround and corporate strategic initiatives. She is an MBA, also studied Post Graduate Program at the Chartered	Mr. Shrey Ashish Saraf is BBA in Business and Management from the University of Exeter, UK. His presence in the Company and his dynamic young energy strengthens the process of Marketing, Customer and Business Development.



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

			marketing and company law and legal divisions. He has total experience of 46 years.	experience in Specialty Oils and Fats / Butters Manufacturing and Quality control. He has more than 21 years of experience.	Institute of Marketing, UK. She has earlier worked in the UK and has held senior roles at the Department of Trade and Investment, British High Commission, Bristol Myers Squibb in India. She was an associate of few consulting firms providing consulting services to companies looking at overseas expansions that includes foreign companies looking at India, Indian companies interested in expanding overseas. She also mentors' start-ups.	
11.	Disclosure of relationships between Directors	Related to the following Directors: Mr. Shrey Saraf – Son of Mrs. Vinita Saraf Mr. Kedarnath	Related to the following Directors: Mrs. Vinita Saraf – Daughter of Mr. Kedarnath Agarwal	Not related to any Directors.	Not related to any Directors.	Related to the following Directors: Mrs. Vinita Saraf – Mother of Mr. Shrey Saraf Mr. Agastya Saraf- Brother of Mr. Shrey Saraf



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

		Agarwal– Father of Mrs. Vinita Saraf				
12.	Directorship in Listed entity	Manorama Industries Limited	Manorama Industries Limited	Manorama Industries Limited	Manorama Industries Limited Andhra Paper Limited NACL Industries Limited	Manorama Industries Limited
13.	Chairmanship of Committees	None	None	None	None	None
14.	Membership of Committees*	1.Manorama Industries Limited Member - (a) Audit Committee. (b)Stakehold er Relationship Committee	Mr. Kedarnath is not a member or chairperson in any Committee of any listed entity.	Mr. Gautam Kumar Pal is not a member or chairperson in any Committee of any listed entity.	Ms. Veni Mocherla is not a member or chairperson in any Committee of any listed entity.	Mr. Shrey Saraf is not a member or chairperson in any Committee of any listed entity.
15.	Names of the Listed Entities from which the appointee has resigned in the past 3 years	None	None	None	None	None



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

Registered office: Office No. 403, 4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road, Andheri (East) - Mumbai – 400 059, Maharashtra

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

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

16.	Number of Board Meetings attended during the Financial Year 2021-22	11	2	11	3	10
-----	---	----	---	----	---	----

**The Membership and chairpersonship of Audit Committee and Stakeholder Committee of listed entity is counted for the purpose of counting membership of Committees.*