

NOTICE

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

Corporate Office: F-6 Anupam Nagar, Raipur, Chattisgarh-492007
CIN: L15142MH2005PLC243687; Tel: 022 22622299; Fax: 0771 4056958

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

NOTICE is hereby given that the 17th Annual General Meeting ("AGM") of the Members of Manorama Industries Limited ("the Company"), will be held on Monday, September 19, 2022 at 02:00 PM, Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") for which purpose the Registered office of the Company situated at Office No. 403, Fourth Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400 059, India shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, 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), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.**
- 3. To revise the remuneration of Statutory Auditors of the Company with effect from the financial year 2021-22.**

"RESOLVED THAT pursuant to the provisions of Section 142 of the Companies Act, 2013 ('Act'), and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the Board of Directors to revise the remuneration of the Statutory Auditors of the Company for audit of the accounts of the Company with effect from the financial year 2021-22."

SPECIAL BUSINESS

- 4. To ratify the remuneration payable to M/s. S N & Co, Cost Accountants, appointed as Cost Auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s S N & Co, Cost Accountants (Firm Registration No. 000309), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct

the audit of the cost accounting records for the financial year ending March 31, 2023, be paid, Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors and/or any other person authorised by the Board be and is hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

- 5. Approval for increase in remuneration of Mr. Ashish Saraf and holding an office or place of profit in the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, as per the recommendation and approval of the Nomination and Remuneration Committee and the Board in the meeting held on August 09, 2022, approval of the members be and is hereby accorded to enhance the prescribed limit of remuneration payable to Mr. Ashish Saraf, President of the Company and holding an office or place of profit in the Company, as computed under applicable provisions of Companies Act, 2013 and its allied rules from Rs. 24,00,000/- per annum to Rs. 48,00,000/- per annum with effect from financial year 2022-23 and such other perquisites in accordance with the Company rule.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper to give effect to this resolution and for matters connected therewith or incidental there to in the best interest of the Company."

- 6. To consider and approve Material Related Party Transaction.**

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 2(76) and Section 188 of the Companies Act, 2013, read with rules made thereunder, the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof and the 'Policy for dealing with Related Party Transactions' of the Company as may be applicable from time to time and pursuant to the approval of the Audit Committee, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee empowered by the Board from time

to time to exercise its powers conferred by this resolution) for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) for the period beginning from the ensuing 17th Annual General Meeting till the conclusion of 18th Annual General Meeting to be held in the FY 2023 with the below mentioned related party(ies), notwithstanding the fact that the aggregate value of all these transactions during the said period may exceed Rs. 1,000 Cr. or 10% of the annual turnover of the Company as per the audited financial statements for the financial year 2021-22, whichever is lower, as prescribed under applicable laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1	Manorama Africa Limited	Directors have significant influence	Purchase of Shea Nuts	Rs. 250 Cr.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

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

Sd/-

Divya Jajoo

Company Secretary

Membership No. A40584

Date: August 20, 2022

Place: Raipur

Notes:

I. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act"), in relation to the Item No 04, No 05 and No. 06 of Special Business in the Notice which were considered unavoidable by the Directors are annexed hereto and forms part of this Notice. Also relevant details in respect of Director retiring by rotation and seeking re-appointment at the Annual

General Meeting ("AGM") in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are furnished as an Annexure to this Notice.

II. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 17TH AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING: -

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, January 15, 2021, December 14, 2021 and May 05, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular") have extended the above exemptions till December 31, 2022 and accordingly in compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars and the SEBI Listing Regulations, the 17th AGM of the Company is being conducted through Video Conferencing ("VC")/ or Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue.
- 2) In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the E- AGM.
- 3) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. **Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 17th AGM.** However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Shareholders may be appointed for the purpose of voting through remote e-Voting, for participation in the 17th AGM through VC/OAVM facility and e-Voting during the 17th AGM.
- 4) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 17th AGM and facility for those Members participating in the 17th AGM to cast vote through e-Voting system during the 17th AGM.
- 5) Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
- 6) The Company has appointed Link Intime India Private Limited (LIPL), to provide facility for voting through remote e-Voting, for participation in the 17th AGM through VC/OAVM facility and e-Voting during the 17th AGM.

- 7) In line with the MCA Circulars and SEBI Circulars, the Notice of the 17th AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for the year 2021-22, will be available on the website of the Company at www.manoramagroup.co.in/investors-annual-report, and websites of the Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
- 8) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 9) Members may note that the VC/OAVM facility provided, allows participation to at least 1,000 Members on a first-come-first-served basis as per the MCA Circulars. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 17th AGM without any restriction on account of first-come-first-served principle.
- 10) Attendance of the members participating in the 17th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 13, 2022 to Monday, September 19, 2022 (both days inclusive) for the purpose of the AGM.
- 12) In accordance with the MCA Circulars and the SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith), such statements including the Notice of AGM will be sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 13) In case of joint holders, a Member whose name appears as the first holder as per the Register of Members will be entitled to cast vote at the AGM.
- 14) Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC/OAVM facility on its behalf and to vote through remote e-voting or during the e-AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to info@mehta-mehta.com with a copy to Link Intime India Pvt. Ltd on instameet@linkintime.co.in.
- 15) Members, who are holding shares of the Company as of the cut-off date for e-Voting i.e., Monday, September 12, 2022, can also cast their votes during the AGM using e-Voting facility, if not casted the same during the remote e- Voting period mentioned below. Any person who is not the Member as on the cut-off date should treat this Notice for information purposes only.
- 16) The detailed instructions in connection with exercising the right to vote by the Members using the remote e-Voting facility or e-Voting during the AGM are part of this Notice.
- 17) All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection by the Members by writing an email to the Company at cs@manoramagroup.co.in.
- 18) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice or the explanatory statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to cs@manoramagroup.co.in.
- 19) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 20) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 17th AGM by email and holds shares as on the cut-off date i.e. Monday, September 12, 2022, may obtain the User ID and password by sending email to enotices@linkintime.co.in.
- 21) The Members who are holding shares in dematerialized form and have not yet registered their E-mail IDs with their Depository Participant are requested to register their E-mail ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Members holding shares in physical form may kindly provide their E-mail ID to the Registrar & Transfer Agent ("RTA") of the Company viz. Link Intime India Private Limited, by sending an E-mail at rnt.helpdesk@linkintime.co.in duly signed request letter. The Members are requested to provide details such as Name, Folio number, Certificate number, PAN, mobile number and E-mail ID to the RTA in the prescribed form.
- 22) **Updation of E-mail address:** For permanent registration of Demat shareholders: It is clarified that for permanent registration of E-mail address, the Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- 23) **For temporary registration of Demat shareholders:** The Members of the Company holding Equity Shares of the Company in Demat form and who have not registered their E-mail addresses may temporarily get their E-mail addresses registered with Link Intime India Private Limited by sending a duly signed request letter to Link Intime India Private Limited at their E-mail ID rnt.helpdesk@linkintime.co.in. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and E-mail ID to Link Intime India Private Limited.
- 24) **For the Member to update the Bank details:** The Members of the Company holding Equity Shares of the Company in physical form and who have not registered

their bank details can get the same registered with M/s. Link Intime India Private Limited, by sending a duly signed request letter to Link Intime India Private Limited at their E-mail ID rnt.helpdesk@linkintime.co.in. The Members are requested to provide details such as Name, Folio number, Certificate number, PAN, E-mail ID along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important for the shareholder to submit the request letter duly signed. Link Intime will verify the documents and will only take on record all valid cases.

- 25) In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to RTA.
- 26) In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Members are requested to take action to dematerialize the equity shares of the Company promptly.
- 27) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company/Link Intime India Private Limited.
- 28) Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/Link Intime India Private Limited in case the shares are held by them in physical form.
- 29) In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or Link Intime India Private Limited.
- 30) Members are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or Link Intime India Private Limited.
- 31) The Company has appointed Mrs. Ashwini Inamdar or failing her Mr. Atul Mehta, Partners, M/s Mehta and Mehta, Practising Company Secretaries (ICSI Unique Code: P1996MH007500) to act as the Scrutinizer, to scrutinize the e-Voting process (including votes cast by the Members at the AGM) in a fair

and transparent manner.

- 32) The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working days of the conclusion of the AGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 33) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manoramagroup.co.in/investors-companyannouncements#agm and on the website of Link Intime India Private Limited. The Company shall simultaneously forward the results to the Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
- 34) All communications/queries in this respect should be addressed to our RTA, Link Intime India Private Limited to its email address enotices@linkintime.co.in.
- 35) On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered E-mail IDs. Members may attend the AGM, by following the invitation link sent to their registered E-mail ID. Members are encouraged to join the Meeting through Laptops for better experience. In case of Android/Iphone connection, participants will be required to download and install the appropriate application as given in the mail to them. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the "**Company**" and '**Event Date**' and register with your following details: -
 - A. **Demat Account No. or Folio No.:** Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/Members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/Members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/Members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number

provided to you, if applicable.

- C. Mobile No.:** Enter your mobile number.
- D. E-mail ID:** Enter your E-mail ID, as recorded with your DP/Company.

Click **“Go to Meeting”** (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

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

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the specific E-mail ID i.e. cs@manoramagroup.co.in.
2. Shareholders will get confirmation on first cum first served basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered E-mail ID) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off

date under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are other wise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

In case Shareholders/Members have any queries regarding login/ e-Voting, they may send an E-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186000.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMeet

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

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

Step 1: Enter your First Name, Last Name and E-mail ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now.

1 (B) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be

downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Remote e-Voting Instructions for shareholders

Remote e-Voting period starts on Friday, September 16, 2022 (09:00 A.M. IST) and ends on Sunday, September 18, 2022 (05:00 P.M. IST). The remote e-Voting module will be disabled by Link Intime India Private Limited for voting thereafter.

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:

Types of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ul style="list-style-type: none"> • 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. 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. • If the user is 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. • Visit the e-Voting website of NSDL, Open web browser by typing the following URL: https://www.evoting.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 holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> • Existing user 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. • After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. • 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 & E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in Demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in Physical mode & e-Voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 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: - <ol style="list-style-type: none"> 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) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.</p> <p>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)</p> <p>Click "confirm" (Your password is now generated)</p> 3. Click on 'Login' under 'SHARE HOLDER' tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 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.
<p>Guidelines for Institutional shareholders:</p> <p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of LIPL at 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 authorized representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.</p>	
<p>Helpdesk for Individual Shareholders holding securities in Physical mode /Institutional Shareholders:</p> <p>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.</p>	
<p>Helpdesk for Individual Shareholders holding securities in Demat mode</p> <p>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.</p>	

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	<p>If an Individual Shareholders 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.</p> <ul style="list-style-type: none"> 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" <p>In case shareholders is having valid E-mail address, Password will be sent to his / her registered E-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</p> <p>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.</p>
Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:	<p>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.</p> <ul style="list-style-type: none"> 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".

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

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

**Place: Raipur
Date: August 20, 2022
Registered Office:
Office No. 403, 4th Floor, Midas,
Sahar Plaza, Andheri Kurla Road,
Andheri East- 400059, Mumbai**

EXPLANATORY STATEMENT

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

Item No.4:

In terms of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

In compliance to the above and on the recommendation of the Audit Committee, the Board of Directors at their Meeting held on May 11, 2022 approved the appointment of M/s S N & Co., Cost Accountants (Firm Registration No. 000309), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023 at a remuneration of Rs. 100,000 (Rupees One Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice of 17th AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice of 17th AGM for approval of the Members.

Item No.5:

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee and the Board in their meeting held on August 09, 2022, an enhancement in the remuneration payable to Mr. Ashish Saraf, President of the Company and holding an office or place of profit in the Company, from Rs. 24,00,000/- p.a. to Rs. 48,00,000/- p.a. with effect from financial year 2022-23 is in the ordinary course of business and at arm's length.

The role of Mr. Ashish Saraf is crucial to provide impetus to the growing business and expansion of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of 17th AGM for increase in remuneration payable to Mr. Ashish Saraf, President of the Company.

Except Ms. Vinita Saraf, Mr. Shrey Saraf and Mr. Kedarnath Agarwal and their relatives, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice of 17th AGM for approval of the Members.

Item No.6:

Regulation 23 of the SEBI Listing Regulations as amended vide SEBI Sixth Amendment effective from April 01, 2022 provides that all Material Related Party Transactions ("RPT") with an aggregate value exceeding Rs. 1,000 Cr. or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the shareholders through Ordinary Resolution. The said limits are applicable even if the transactions are in ordinary course of business and at arms' length basis.

The Company proposes to enter into transactions with Manorama Africa Limited, its related party for the period beginning from 17th AGM till the conclusion of 18th AGM to be held in the FY 2023, at agreed terms of the transactions. Therefore, the Board recommends the resolution as set out at Item No. 6 as an Ordinary resolution to the Members for their approval.

Except Mrs. Vinita Saraf, the Chairperson and Managing Director of the Company, Mr. Gautam Kumar Pal and Mr. Shrey Saraf, Whole Time Directors of the Company, Mr. Kedarnath Agarwal, Non-Executive Director of the Company being related parties, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 6.

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Sr.	Particulars	Brief Details
1.	Type of transaction, material terms and particulars of the proposed transaction	<p>Purchase of SHEA NUTS (goods) from Manorama Africa Limited, directly or through appointment of agent, clearing, forwarding and shipping of Raw Material purchase by Manorama Industries Limited (any expenses made by Manorama Africa Limited for operational purpose to be borne by Manorama Industries Limited if it relates to supply of SHEA NUTS to Manorama Industries Limited).</p> <p>MATERIAL TERMS: The material terms with respect to quality, quantity and other specifications of Shea nuts will be as per the contract entered into by the Company with Manorama Africa Limited.</p> <p>MONETARY VALUE: Consideration of the transaction shall be determined mutually between the parties and shall be according to prevalent market conditions. The total value of transactions shall be up to Rs. 250 Cr.</p>
2.	Name of the related party	Manorama Africa Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	<p>Directors have significant influence.</p> <p>Mrs. Vinita Saraf is the Chairperson and Managing Director of the Company. She is a Director in Manorama Africa Limited. She has also subscribed 100% of the share capital of Manorama Africa Limited. Mr. Gautam Kumar Pal is a Whole Time Director of the Company and he is also a Director in Manorama Africa Limited.</p>
4.	Tenure of the proposed transaction (particular tenure shall be specified)	From beginning of 17th AGM to be held on September 19, 2022 till the conclusion of 18th AGM to be held on September 2023
5.	Value of proposed transaction	The total value of transactions shall be up to Rs. 250 Cr.
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	90%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	NA
	i) details of the source of funds in connection with the proposed transaction;	NA
	ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	NA
	<ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	NA
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	Related Party is a group company
9.	Copy of the valuation or other external party report, if any such report has been relied upon	NA
10.	Any other information relevant or important for the members to take a decision on the proposed transaction	NA

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

Place: Raipur
Date: August 20, 2022
Registered Office:
Office No. 403, 4th Floor, Midas,
Sahar Plaza, Andheri Kurla Road,
Andheri East- 400059, Mumbai.

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

Annexure
DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM
(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS – 2 – Secretarial Standards on General Meetings)

Particulars	Details of Director
Name of the Director	Mr. Gautam Kumar Pal
Date of Birth	February 04, 1974
DIN	07645652
Age	48 Years
Nationality	Indian
Date of first appointment on the Board	January 10, 2018
Specialized Expertise and Brief Profile	Production and Marketing 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 more than 21 years of experience.
Qualifications	Doctorate in Management from National Inst. of Management, Maharashtra MBA in Production and Marketing from Amity University U.P. B. Tech in Chemical
Remuneration sought to be paid and the remuneration last drawn	1,25,000 p.a.
Relationship between Directors and KMPs inter se	Not related to any Directors.
Directorship of other Companies as at March 31, 2022	Nil
Chairmanship/Membership of other Committees as on March 31, 2022	Mr. Gautam Kumar Pal is not a member or Chairperson in any committee of any listed entity.
Listed entities from which the Directors have resigned in the past 3 years	Nil
No. of shares held in the Company as on March 31, 2022 including shares held as beneficial owner	Nil
Number of Meeting of Board attended during the year 2021-22	11