



Manorama Industries Limited

2449 to 2610, Paraswani Road,
Birkoni Industrial Area,
Mahasamund-493445, C.G. INDIA

November 16, 2022

To,
The Manager,
Listing Department
BSE Limited ("BSE")
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

To,
The Manager,
Listing Department
National Stock Exchange of India Limited ("NSE")
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051

Scrip Code: 541974
ISIN: INE00VM01010

Symbol: MANORAMA
ISIN: INE00VM01010

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated November 12, 2022 issued by the Company for seeking approval of Members for following transactions:

Sr. No.	Particulars	Resolution Type
1.	To consider and approve re-designation of Mrs. Vinita Saraf (DIN: 00208621) as Non-Executive Non-Independent Director and Non-Executive Chairperson of the Company	Ordinary Resolution
2.	To consider and approve appointment of Mr. Gautam Kumar Pal (DIN: 07645652) as Managing Director of the Company and increase his remuneration.	Ordinary Resolution
3.	To consider and approve the appointment Mr. Ashok Jain (DIN: 09791163) as a Whole Time Director of the Company.	Ordinary Resolution
4.	To consider and approve increase in the remuneration of Mr. Ashish Saraf, President of the Company, holding place or office of profit.	Ordinary Resolution
5.	To consider and approve increase in the Remuneration of Mr. Deep Saraf, Vice-President of the Company, holding place or office of profit.	Ordinary Resolution

Corporate Office :

F-6, Anupam Nagar,
Raipur - 492007, Chhattisgarh, INDIA
E-mail: info@manoramagroup.co.in
Tel. : +91-771-2283071, 2282579, 2282457
Telefax: +91-771-4056958
CIN : L15142MH2005PLC243687
GSTIN : 22AAECM3726C1Z1

FSSC 22000, ISO 9001, ISO 14001 & ISO 45001 Certified Company
Manufacturing & Supplying different products
certified for RSPO, Kosher, Halal (MUI), Fair Trade (FT), Fair for Life (FFL)
A Government of India Recognized Star Export House

Registered Office :

403, Midas, Sahar Plaza,
Andheri Kurla Road, Andheri East
Mumbai-400059, Maharashtra, INDIA
Tel. 022 22622299, 49743611, 022 67088148
www.manoramagroup.co.in



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The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on November 11, 2022. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The e-voting period will commence from Friday, November 18, 2022 at 10.00 A.M. (IST) and will end on Saturday, December 17, 2022 at 05.00 P.M. (IST).

The Calendar of Events for the proposed postal ballot process is attached for your reference.

The said notice is also available on the website of the Company viz., https://manoramagroup.co.in/investors-company-announcements#postal_ballots.

You are requested to kindly take the above information on your record.

Thanking you,

Yours faithfully,

For, Manorama Industries Limited

Divya Jajoo
Company Secretary and Compliance Officer
Membership No: A40584

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PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT

Sr. No.	Particulars	Date of Event
1.	Date of meeting of the Board of Directors or NRC for appointing Scrutinizer for conducting postal ballot, approval of postal Ballot Notice, Resolution for appointment etc.	12-11-2022
2.	Date on which consent given by Scrutinizer to act as Scrutinizer for conducting postal ballot	12-11-2022
3.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	11-11-2022
4.	Date of completion of dispatch of Notice of postal ballot	15-11-2022
5.	Intimation of completion of dispatch of Notice of postal ballot to stock exchange	16-11-2022
6.	Newspaper Publication of Postal Ballot Notice	17-11-2022
7.	Intimation to stock exchange publication of newspaper advertisement for completion of dispatch of Notice of postal ballot	17-11-2022
8.	E- Voting Starting Date	18-11-2022
9.	E-Voting ending date	17-12-2022
10.	Preparation of Scrutinizer report and submission of the same to Chairperson	19-12-2022
11.	Date of declaration of result of passing of Ordinary resolution through postal ballot	19-12-2022
12.	Date of intimation of result of passing of Ordinary resolution through postal ballot to Stock Exchange and placing the same on website of Company	19-12-2022
13.	Date of signing minutes of meeting	On or before 15-01-2023

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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 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 No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 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, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 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 said Notice is also available on the website of the Company: www.manoramagroup.co.in, the relevant section of the website of BSE Limited ('BSE'): www.bseindia.com and National Stock Exchange of India Limited ('NSE'): www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of Link Intime India Private Limited ("Link Intime") <https://instavote.linkintime.co.in>.

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 Friday, November 18, 2022** and not later than **05.00 p.m. IST on, Saturday, December 17, 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 **November 12, 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. **Ms. Ashwini Inamdar (Membership No. F9409)**, Partner and failing her, **Ms. Alifya Sapatwala, (Membership No. A24091)** Partner will represent M/s. Mehta and Mehta,



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Company Secretaries.

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice and desiring to exercise their vote through the remote e-voting process 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 **05:00 p.m. (IST) on Saturday, December 17, 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 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 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 Chairperson or a person authorized by her. The Chairperson or a person authorized by her 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., **December 17, 2022**. 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:

SPECIAL BUSINESS:

ITEM NO. 1:

TO CONSIDER AND APPROVE RE-DESIGNATION OF MRS. VINITA SARAF (DIN: 00208621) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR AND NON-EXECUTIVE CHAIRPERSON OF THE COMPANY.

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



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“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and such other approvals, permissions and sanctions, if any, as may be required, the consent of the members be and is hereby accorded for re-designation of Mrs. Vinita Saraf (DIN: 00208621), as Non-Executive Non- Independent Director and Non-Executive Chairperson of the Company in the promoter category and shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Vinita Saraf shall be eligible for the sitting fees and be entitled to maintain the Chairperson's office at the expense of the Company and be reimbursed expenses incurred in performance of her duties.

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 APPOINTMENT OF MR. GAUTAM KUMAR PAL (DIN: 07645652) AS MANAGING DIRECTOR OF THE COMPANY AND INCREASE HIS REMUNERATION.

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 Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Gautam Kumar Pal (DIN 07645652) as Managing Director of the Company for a period of 3 (Three) years with effect from November 12, 2022 to November 11, 2025, not liable to retire by rotation on such terms and conditions as set out below.

Salary: Annual remuneration of Rs. 51,00,000/- (Rupees Fifty One Lacs Only) per annum with an annual increment as per discretion of the Board and annual review of the Nomination and Remuneration Committee and the Board, keeping in view the performance of the Company and individual performance.



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Perquisites & Allowances: As per the Company Policy.

Performances linked Incentives: In addition to the monthly salary and other perquisites as per the Policy of the Company, Mr. Gautam Kumar Pal shall be eligible for a performance-based incentive upto 1% of the Net Profits of the Company subject to a maximum amount of remuneration as may be fixed by the Board from time to time on the recommendation by the Nomination and Remuneration Committee but not exceeding Rs. 75,00,000/- (Rupees Seventy-five Lakhs Only) per annum with effect from November 12, 2022 and thereafter.

Minimum Remuneration: In the event of Loss or inadequacy of the profit in any of the financial year during the tenure of service of Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limit as 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 without any further reference to the members in general meeting.

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 THE APPOINTMENT MR. ASHOK JAIN (DIN: 09791163) 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 an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 153, 161, 196, 197, 198 and 188 of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015, if any, (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Ashok Jain (DIN: 09791163) as Whole-Time Director of the Company for a period of 3 (Three) years with effect from November 15, 2022 to November 14, 2025 liable to retire by rotation on such terms and conditions as set out below:



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Salary: Annual remuneration of Rs. 39,00,000/- (Rupees Thirty-nine Lacs Only) per annum with an annual increment as per discretion of the Board and annual review of the Nomination and Remuneration Committee and the Board, keeping in view the performance of the Company and individual performance.

Perquisites & Allowances: As per the Company's Policy.

Minimum Remuneration: In the event of Loss or inadequacy of the profit in any of the financial year during the tenure of service of Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limit as 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 without any further reference to the members in general meeting.

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, INCREASE IN THE REMUNERATION OF MR. ASHISH SARAF, PRESIDENT OF THE COMPANY, HOLDING PLACE OR OFFICE OF PROFIT

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 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, if any (including any statutory modification thereof or any other law for the time being in force), consent of the members be and is hereby accorded to increase the remuneration payable to Mr. Ashish Saraf, President of the Company and holding an office or place of profit in the Company, to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum with effect from November 12, 2022 and such other perquisites in accordance with the Company rule.

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.”



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ITEM NO. 5:

TO CONSIDER AND APPROVE INCREASE IN THE REMUNERATION OF MR. DEEP SARAF, VICE-PRESIDENT OF THE COMPANY, HOLDING PLACE OR OFFICE OF PROFIT

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 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, if any (including any statutory modification thereof or any other law for the time being in force), consent of the members be and is hereby accorded to increase the remuneration payable to Mr. Deep Saraf, Vice President of the Company, and holding an office or place of profit in the Company, to Rs. 42,00,000/- (Rupees Forty Two Lakhs Only) per annum with effect from November 12, 2022 and such other prerequisites in accordance with the Company rule.

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.”

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

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

Date: November 12, 2022

Place: Raipur



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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 given above.
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 November 11, 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 November 12, 2022 have appointed M/s Mehta & Mehta, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Ms. Ashwini Inamdar (Membership No. F 9409), and failing her, Ms. Alifya Sapatwala, (Membership No. A 24091), Partners, will represent M/s Mehta & Mehta, Practicing Company Secretaries.
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 (“Linkin Time”) 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



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through electronic means (“e-voting”) is appended in the Notes to Notice. The e-voting shall commence at 10.00 A.M. on Friday, November 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 05:00 pm on Saturday, December 17, 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.
14. Information as required under Listing Regulations & 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 her report to the Chairperson/or any person authorised by her after the completion of scrutiny, and the results will be declared by the Company within 2 working



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days 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 Friday, November 18, 2022 at 10:00 a.m. and ends on 05:00 p.m. on Saturday, December 17, 2022. During this period members may cast their votes electronically. The e-voting module will be disabled for voting after 05:00 p.m. on Saturday, December 17, 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 09, 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.nsd.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.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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



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

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

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.

Login method for Individual shareholders holding securities in physical form/Non Individual Shareholders holding securities in demat form is given below:

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



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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: Enter your user ID details as given below:

Manner of holding Shares	User ID
For members who holds shares in demat account with CDSL	16 digits beneficiary ID
For members who holds shares in demat account with NSDL	8 character DP ID followed by 8 digit client ID
For members who holds shares in physical form	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 holding shares in CDSL form, shall provide (C) or (D) above
- * Shareholders holding shares in NSDL form shall provide (D) above
- * *Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

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

▶ Click “confirm” (Your password is now generated).

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.



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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.

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>



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- 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 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 STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:

Mrs. Vinita Saraf (DIN:00208621) has resigned from the post of Managing Director to bring in rich technical expertise and professionalism at the office of Managing Director of the Company. She has been further appointed on the Board of the Company to act as a Non- Executive Non-Independent Director and Non-Executive Chairperson of the Company, on the recommendation of the Nomination and Remuneration Committee and approval of the Board in their meeting held on November 12, 2022 with immediate effect.

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 a total experience of 20 years.



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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 have, at their meeting held on November 12, 2022, and on the recommendation of the Nomination and Remuneration Committee, re-designated Mrs. Vinita Saraf as a Non-Executive Non-Independent Director and Non-Executive Chairperson of the Company with effect from November 12, 2022.

The Board recommends the resolution for the approval of the Members as an ordinary resolution. The other details of Mrs. Vinita Saraf in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards - 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 Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the **Ordinary Resolution** as set out at Item No. 01 of the Notice for approval of the Members.

Item No.2:

Mr. Gautam Kumar Pal (DIN: 07645652) is currently holding the position of Whole Time Director (Executive) in the Company. The Board of Directors have, on the recommendation of Nomination and Remuneration Committee, at their meeting held on November 12, 2022 has appointed Mr. Gautam Kumar Pal as Managing Director of the Company for a period of 3 (three) years with effect from November 12, 2022 to November 11, 2025.

Mr. Gautam Kumar Pal holds a Doctorate in Management from National Institute of Management, Maharashtra. He is an MBA in Production and Marketing from Amity University, Uttar Pradesh. He holds a degree of a B. Tech in Chemical Technology (Specialisation in all Technology) from Kolkata University. As the head of business operations he has vast experience in Specialty Oils and Fats / Butters Manufacturing and Quality control. He has total experience of 21 years.

The Nomination and Remuneration Committee and Board of the Company have approved annual remuneration of Rs. 51,00,000 (Rupees Fifty-One Lacs Only) to Mr. Gautam Kumar Pal on his appointment as Managing Director which commensurate with the size of the Company, industry benchmarks in general, profile and responsibilities, year of experience and expertise in which Company operates. In addition to the monthly salary and other perquisites as per the Policy of the Company, Mr. Pal shall be eligible for a performance-based incentive up to 1% of the Net Profits of the Company subject to a maximum amount of remuneration as may be fixed by the Board from time to time on the recommendation by the Nomination and Remuneration Committee but not exceeding Rs. 75,00,000/- (Rupees Seventy-five Lakhs Only) per annum with effect from November 12, 2022 and thereafter.



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Besides the remuneration proposed to be paid to Mr. Gautam Kumar Pal, he does not have any other pecuniary relationship with the Company. He is not holding any shares in the Company directly or through his immediate relatives.

The Board approved and recommends the resolution for the approval of the Members for the appointment of Mr. Gautam Kumar Pal as Managing Director of the Company and the remuneration payable to him in his capacity as Managing Director, in terms of the applicable provisions of the Act as mentioned in the resolution no. 02 of the Notice. 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 Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the **Ordinary Resolution** as set out at Item No. 02 of the Notice for approval of the Members.

Item No.3:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have at their meeting held on November 12, 2022 approved the appointment of Mr. Ashok Jain (DIN: 09791163) with effect from November 15, 2022 as an Additional Director and Whole-Time Director of the Company for a period of 3 (three) years.

Mr. Ashok Jain is a professional Chartered Accountant and B. Com Graduate. He is having 12 years of experience in Banking and Finance. He is the head of Finance department of the Company and has vast experience in costing, accounting, banking, finance, taxation and capital raising. He has played crucial role in achieving milestones for the Company by bringing IPO, getting listed in BSE Limited and National Stock Exchange of India Limited, capital raising through preferential allotment for on-going expansion projects.

The Nomination and Remuneration Committee and Board of the Company have approved annual remuneration of Rs. 39,00,000/- (Rupees Thirty-Nine Lakhs Only) to Mr. Ashok Jain on his appointment as Whole Time Director which commensurate the size of the Company, industry benchmarks in general, profile and responsibilities, year of experience and expertise. Further he shall be eligible to receive variable pay as may be decided by the Management of the Company based on the performance review.



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Besides the remuneration proposed to be paid to Mr. Ashok Jain, he does not have any other pecuniary relationship with the Company. He is not holding any shares in the Company directly or through his immediate relatives.

The Board approved and recommends the resolution for the approval of the Members for the appointment of Mr. Ashok Jain as Whole-Time Director of the Company and the remuneration payable to him in his capacity as Whole-time Director, in terms of the applicable provisions of the Act as mentioned in the resolution no. 03 of the Notice. The other details of Mr. Ashok Jain in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 are annexed to this Notice in **Annexure 1**.

Except Mr. Ashok Jain 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 Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the **Ordinary Resolution** as set out at Item No. 03 of the Notice for approval of the Members.

Item No.4:

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, the Board of Directors have at their meeting held on November 12, 2022 approved an increase in the remuneration payable to Mr. Ashish Saraf, President of the Company and holding an office or place of profit in the Company, to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) with effect from November 12, 2022.

Mr. Ashish Saraf is associated with the Company since incorporation. The role of Mr. Ashish Saraf is crucial to provide impetus to the growing business and expansion of the Company. He is focused on tapping the potential market worldwide. He has vast experience in sustainable sourcing of raw material, formation of strategies for expansion in the new business segments. He has been shaping and steering the long-term strategy of the Company and has been making invaluable contribution in the growth and expansion of the Company. The annual remuneration of Rs. 1,20,00,000 commensurate the present role and responsibility and rich experience that Mr. Ashish Saraf brings to the Company.

The Board approved and recommends the resolution for the approval of the Members for an increase in the remuneration payable to Mr. Ashish Saraf, President of the Company, in terms of the applicable provisions of the Act as mentioned in the resolution no. 04 of the Notice.



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Except Ms. Vinita Saraf and Mr. Shrey Saraf 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. 04 of the Notice 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, the Board of Directors have at their meeting held on November 12, 2022 approved an increase in the remuneration payable to Mr. Deep Saraf, Vice President of the Company and holding an office or place of profit in the Company, to Rs. 42,00,000/- (Rupees Forty-Two Lakhs Only) per annum with effect from November 12, 2022.

Mr. Deep Saraf is associated with the Company since incorporation. He is leading and managing the Company's Birkoni Plant operations. The role of Mr. Deep Saraf is crucial to provide impetus to the growing business and expansion of the Company. The annual remuneration of Rs. 42,00,000 commensurate with the present role and responsibility and contribution he is making in the Company.

The Board approved and recommends the resolution for the approval of the Members for an increase in the remuneration payable to Mr. Deep Saraf, Vice-President of the Company, in terms of the applicable provisions of the Act as mentioned in the resolution no. 05 of the Notice.

Except Mrs. Vinita Saraf and Mr. Shrey Saraf 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. 05 of the Notice for approval of the Members.

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

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

**Date: November 12, 2022
Place: Raipur**

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Annexure 1

Sr. No	Particulars	Ms. Vinita Saraf	Mr. Gautam Kumar Pal	Mr. Ashok Jain
1	DIN	00208621	07645652	09791163
2	Date of Birth	22/11/1970	04/02/1974	15-02-1983
3	Nationality	Indian	Indian	Indian
4	Shareholding in Manorama Industries including shareholding as a beneficial owner	27,79,080	NA	NA
5	Details of last remuneration drawn	12,00,000 per month	1,25,000 per month	1,25,000 per month
6	Details of remuneration sought to be paid	Nil	4,25,000 per month	3,25,000 per month
7	Date of first appointment on the Board	25/03/2006	10/01/2018	NA
8	Qualification	Bachelor's Degree in Commerce from Mount Carmel Girls College, Bangalore	1. Doctorate in Management from National Institute Of Management Maharashtra 2. MBA in Production and Marketing from Amity University, U.P. 3. B. Tech in Chemical Technology (Specialisation in all Technology)	Chartered Account and Bachelor's Degree in Commerce from Ravishankar University



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			from Kolkata University.	
9	Nature of expertise in specific functional areas	Business Management	Production and Marketing	Banking and Finance
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 total experience.	Mr. Gautam Kumar Pal holds a Doctorate in Management from National Institute of Management Maharashtra. He is an MBA in Production and Marketing from Amity University U.P. He has degree in a B. Tech in Chemical Technology. As the head of business operations, he has vast experience in Specialty Oils and Fats /Butters Manufacturing and Quality control He has more than 21 years of total experience.	Mr. Ashok Jain is a professional Chartered Accountant and B. Com Graduate. He is having 12 years of experience in Banking and Finance. He is heading Finance department of the Company and has vast experience in costing, accounting, banking, finance, taxation and capital raising.
11	Disclosure of relationships between Directors	Related to the following Directors: 1) Mr. Shrey Saraf – Son of Mrs. Vinita Saraf	Not related to any Directors.	Not related to any Director



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		2) Mr. Kedarnath Agarwal- Father of Mrs. Vinita Saraf		
12	Directorship in Listed entity	Manorama Industries Limited	Manorama Industries Limited	Nil
13	Chairmanship of Committees	Nil	Nil	Nil
14	Membership of Committees*	Manorama Industries Limited, Member of: a) Audit Committee b) Stakeholder Relationship Committee	Nil	Nil
15	Names of the Listed Entities from which the appointee has resigned in the past 3 years	Manorama Industries Limited: Managing Director	Manorama Industries Limited – Whole Time Director	NA
16	Number of Board Meetings attended during the Financial Year 2022-23	4	4	NA