



# Manorama Industries Limited

KHASRA No. 2449-2618  
Nr. IIDC, Birkoni  
Mahasamund (C.G.)  
Pin: 493445

May 12, 2025

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

To,  
The Manager,  
Listing Department  
National Stock Exchange of India Limited ("NSE")  
"Exchange Plaza", C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051

Scrip Code: 541974  
ISIN: INE00VM01036

Symbol: MANORAMA  
ISIN: INE00VM01036

**Sub: Notice of Postal Ballot- Intimation under Regulation 30 of SEBI (Listing Obligations 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 herewith the notice of Postal Ballot dated April 26, 2025 issued by the Company for seeking approval of Members for following matter:

Sr. No.	Particulars	Resolution Type
1.	To approve appointment of Ms. Subhaprada Nishtala (DIN: 08124635) as a Non-Executive Independent Director of the Company.	Special Resolution

The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received Depositories and whose email IDs are registered with the Company / Depositories/RTA as on Friday, May 02, 2025 (Cut-off date). 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 09:00 AM (IST) on Tuesday, May 13, 2025 and ends on Wednesday, June 11, 2025 at 05:00 PM (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](https://manoramagroup.co.in/investors-company-announcements#postal_ballots).

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

For Manorama Industries Limited

Deepak Sharma  
Company Secretary and Compliance Officer  
Membership No: A48707

Encl: As above



## Corporate Office:

F-6, Anupam Nagar,  
Raipur-492007, Chhattisgarh, INDIA  
E-mail: [info@manoramagroup.co.in](mailto:info@manoramagroup.co.in)  
Tel.: +91-771-2283071, 2282579, 2282457  
Telefax: +91-771-4056958  
CIN: L15142MH2005PLC243687  
GSTIN: 22AAECM3726CIZI

## Certifications:

FSSC 22000, ISO 9001, ISO 14001, ISO 4500, RSPO, HALAL,  
KOSHER, FAIRTRADE, ORGANIC, FSSAI,  
EcoVadis & Sedex registered and certified.  
A Government of India Recognized Star Export House

## Registered Office:

Office No. 701, 7th Floor, Bonanza Building,  
Sahar Plaza Complex, JB Nagar Metro Station  
Andheri Kurla Road, Andheri East,  
Mumbai, Maharashtra-400059  
Tel. 022 49743611, 022 67088148  
[www.manoramagroup.co.in](http://www.manoramagroup.co.in)  
GSTIN-27AAECM3726C1ZR

**PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTION THROUGH POSTAL BALLOT**

Sr. No.	Particulars	Date of Event
1.	Date of passing of resolution by Board of Directors for appointing Scrutinizer for conducting postal ballot, approval of postal Ballot Notice, Resolution for re-appointment.	April 26, 2025
2.	Date on which consent given by Scrutinizer to act as Scrutinizer for conducting postal ballot	April 26, 2025
3.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	May 02, 2025
4.	Date of completion of dispatch of Notice of Postal Ballot	May 12, 2025
5.	Intimation of Notice of Postal Ballot with Stock Exchange.	May 12, 2025
6.	Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot	May 13, 2025
7.	E- Voting Starting Date	May 13, 2025
8.	E-Voting ending date	June 11, 2025
9.	Preparation of Scrutinizer report and submission of the same to Chairperson.	On or before June 13, 2025
10.	Date of declaration of result of passing of Special resolution through postal ballot	On or before June 13, 2025
11.	Date of intimation of result of passing of special resolution through Postal Ballot to Stock Exchange and placing the same on website of Company	On or before June 13, 2025
12.	Date for Form MGT-14	On or before July 10, 2025
13.	Date for Form DIR-12	On or before July 10, 2025
12.	Date of signing minutes of meeting	July 11, 2025





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### POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given to the Members of Manorama Industries Limited ('the Company'), pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (Collectively '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 Resolution 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 Company has engaged the services of MUFG Intime India Private Limited ("MUFG") (formerly known as Link Intime India Private Limited) for the purpose of providing e-voting facility to its Members.

The said Notice is also available on the website of the Company at [www.manoramagroup.co.in](http://www.manoramagroup.co.in) in the relevant section of the website of BSE Limited ('BSE') [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') [www.nseindia.com](http://www.nseindia.com), on which the Equity Shares of the Company are listed and on the website of MUFG at [www.instavote.linkintime.co.in](http://www.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 resolution 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 **09:00 AM (IST) on May 13, 2025** and not later than **05:00 PM (IST) on, June 11, 2025** (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 Saturday, April 26, 2025 has appointed M/s. Mehta & Mehta, Company Secretaries, as the 'Scrutinizer', to scrutinize the e-voting process in a fair and





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transparent manner, Ms. Ashwini Inamdar (Membership No. F9409), Partner and failing her, Ms. Alifya Sapatwala, (Membership No. A24091) Partner will represent M/s. Mehta & Mehta, 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 'Information and Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than **05:00 PM (IST) on June 11, 2025**. 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 him. The Chairperson or a person authorized by him shall declare the result of the voting forthwith.

The said results, along with the Scrutinizer's Report, will be placed on the website of the Company [https://manoramagroup.co.in/investors-company-announcements#postal\\_ballots](https://manoramagroup.co.in/investors-company-announcements#postal_ballots) and MUFG <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 resolution, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., **June 11, 2025**. The proposed resolution 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 APPOINTMENT OF MS. SUBHAPRADA NISHTALA (DIN: 08124635) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, if any (including statutory modification or re-enactment



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thereof for the time being in force), Regulation 16, 17 and 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors made at its meeting held on Saturday, April 26, 2025, Ms. Subhaprada Nishtala (DIN: 08124635) who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director of the Company w.e.f. Saturday, April 26, 2025 and who has submitted a declaration that she meets the criteria for independence as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 05 consecutive years w.e.f. April 26, 2025 till April 25, 2030.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (including any Committee thereof) of the Company be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company."

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

**Sd/-  
Deepak Sharma  
Company Secretary and Compliance Officer  
Membership No: A48707**

**Date: April 26, 2025  
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 all material facts concerning the Resolution, is given hereto and form part of this Postal Ballot Notice.
2. In accordance with the MCA Circulars, Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, May 02, 2025 ("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 April 26, 2025 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, Partner (Membership No. F9409), and failing her, Alifya Sapatwala, Partner, (Membership No. A24091), Partner, will represent M/s Mehta & Mehta, Practicing Company Secretaries.
4. All the material documents referred in Postal Ballot Notice shall be available for inspection through electronic mode, basis the request being sent by Members on email id: [cs@manoramagroup.co.in](mailto: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. MUFG Intime India Private Limited (formerly known as 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 and 110 of the Act and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as



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amended) from time to time, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company has engaged MUFG Intime India Private Limited ("MUFG") as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolution. The detailed procedure for voting through electronic means ("e-voting") is appended in the Notes to Notice.

8. Postal Ballot Notice can be downloaded from the Company's website i.e., [https://manoramagroup.co.in/investors-company-announcements#postal\\_ballots](https://manoramagroup.co.in/investors-company-announcements#postal_ballots).
9. Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy marked to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Resolution 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.
12. 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 India Private Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).
13. A member desiring to vote by electronic means is requested to read the instructions for Postal Ballot carefully and register their electronic vote from 09:00 A.M. (IST) on **May 13, 2025** to 05:00 P.M. (IST) on **June 11, 2025**. In case a member has any queries or grievances regarding e-voting he or she may send mail to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
14. The voting rights of the Members, whose names appear in the Register of Members/ List of Beneficial Owners, as on the cut-off date shall be in proportion to their shares in the total paid-up equity share capital of the Company and are entitled to vote on the Resolution set forth in this Notice.
15. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.
16. The Scrutinizer's decision on the validity of the vote shall be final.



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17. Once the vote on a resolution stated in this Notice is cast by the members through Remote e-voting, the members shall not be allowed to change it subsequently and such e-vote shall be treated as final.
18. The Scrutinizer will submit their report to the Chairperson/or any person authorised by him after the completion of scrutiny, and the Results will be declared by the Company within 2 working days of the closing of e-voting period on its website [https://manoramagroup.co.in/investors-company-announcements#postal\\_ballots](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 MUFG as the Agency to provide facility for remote e-voting.

The e-voting period commences on from 09:00 AM (IST) on **May 13, 2025** and ends on 05:00 PM (IST) on, **June 11, 2025**. During this period, members may cast their votes electronically. The e-voting module will be disabled for voting after 5:00 p.m. (IST) on **June 11, 2025**.

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 SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

#### Individual Shareholders holding securities in demat mode with NSDL

##### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”





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- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

### **Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



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**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.



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- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:



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**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is 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 **NSDL form**, shall provide 'D' above*

*\*\*Shareholders 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code



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D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 ("Custodian / Corporate Body/ Mutual Fund")**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**





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- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.  
  
*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.” for which you want to cast vote.



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- e) 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).
- f) 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.

**OR**

### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### **Helpdesk:**

### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### **Individual Shareholders holding securities in demat mode:**



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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### User ID:

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*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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 resolution 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”.



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### **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 1**

Based on the recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board") vide their meetings held on April 26, 2025, had appointed Ms. Subhaprada Nishtala (DIN: 08124635) as an Additional Director (Non-Executive Independent Director) of the Company, not liable to retire by rotation for a term of 05 consecutive years w.e.f. April 26, 2025 till April 25, 2030, subject to approval of the Members of the Company.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of Special resolution.

#### **Brief Profile of Ms. Subhaprada Nishtala (DIN: 08124635) is as under:**

Ms. Subhaprada Nishtala (DIN: 08124635) is a seasoned and result-oriented senior executive with over 25 years of leadership experience in the Food Processing Industry, specializing in Food Safety, Regulatory Affairs, Quality Management, and Operational Excellence. Her career spans pivotal roles in Manufacturing, New Product Development, Regulatory Compliance, and Business Operations across reputed national and multinational organizations.

She is a National Level Resource Person for FOSTAC, Food Safety and Standards Authority of India (FSSAI) under the Ministry of Health and Family Welfare, and plays a crucial role in training regulatory officers and guiding food businesses across India on compliance and best practices in food safety.

A prominent leader in professional circles, she is the National Vice President of the Association of Food Scientists and Technologists (India), a Past President of its Mumbai Chapter, and an active contributor on various strategic and policy committees. Her insights shape national food standards and safety protocols, including key roles in Bureau of Indian Standards (BIS) panels on Vegetarian Assurance and Food Safety during epidemic scenarios.

She is a recognized mentor and academic contributor, supporting food and biotech innovation through programs such as BIRAC, Pusa Krishi's ARISE & UPJA, and the India Smart Protein Innovation Challenge by GFI India. As a member of Boards of Studies at institutions like SNDT and Symbiosis University, she significantly contributes to curriculum design and academic-industry collaboration.





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An accredited Lead Auditor and Trainer in Food Safety Management Systems, she has delivered over 400 training programs on HACCP, ISO 22000, FSSC 22000, and other global standards. She is a frequent keynote speaker, having addressed over 50 national and international conferences in the past four years, and serves on juries for prestigious industry awards.

With a proven track record in strategic leadership, regulatory governance, and stakeholder engagement, she brings unparalleled expertise and credibility to Board rooms. Her multifaceted experience and deep domain knowledge make her a valuable asset in steering organizations towards sustainable and compliant growth.

In terms of the applicable provisions of the Companies Act, 2013 (the "Act") and SEBI LODR, the Company have received from Ms. Subhaprada Nishtala (i) consent to act as Director u/s 152 of the Act (Form DIR-2); (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become a director including declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence u/s 149(6) of the Act and Regulation 16 of the SEBI LODR including confirmation pursuant to Regulation 25(8) of the SEBI LODR that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence; and (v) all other necessary information/declarations.

The Company has also received notice from a Member in writing under Section 160 of the Act proposing her candidature as an Independent Director of the Company.

In the opinion of NRC and Board of Directors of the Company Ms. Subhaprada Nishtala possess appropriate skills, acumen, integrity, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the SEBI LODR and that she is independent of the management and his association as an Independent Director will immensely benefit the Company.

The details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

The terms and conditions of the appointment of Independent Director including payment of remuneration by way of sitting fee and commission are uploaded on the website of the Company at <https://manoramagroup.co.in> and would also be made available for inspection to the members of the Company as per the details mentioned in the notes of this Notice.



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As an Independent Director, Ms. Subhaprada Nishtala is entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof and commission, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder. Further, pursuant to Regulation 25(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its Board of Directors.

Except Ms. Subhaprada Nishtala, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

The Board of Directors of your Company commend the resolution set out under Item no. 1 of the Notice for approval of the Members by way of **Special Resolution**.

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

**Sd/-  
Deepak Sharma  
Company Secretary and Compliance Officer  
Membership No: A48707**

**Date: April 26, 2025  
Place: Raipur**



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### Annexure 1

#### Details of Director seeking Appointment

**(Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings)**

Sr. No.	Particulars	
1.	DIN	08124635
2.	Date of Birth	19-09-1976
3.	Nationality	Indian
4.	Brief Profile and qualification	<p>Ms. Subhaprada Nishtala (DIN: 08124635) has done Masters of Science Food Technology, she is a distinguished senior executive with over 25 years of leadership experience in the food processing industry, She is a recognized authority in food safety, regulatory compliance, and quality operations. She has spearheaded critical strategic initiatives across manufacturing, operations, and new product development, driving excellence and innovation in both private and public sectors. As a Lead Auditor and Lead Trainer for FSMS standards, she has conducted over 400+ training programs in HACCP, ISO 22000, and FSSC 22000, building capability across the food industry ecosystem. Since 2016, she has trained several State and Central Food Safety Officers, serving as a National Level Resource Person for the Food Safety and Standards Authority of India (FSSAI), under the Ministry of Health and Family Welfare, Government of India. Her regulatory and technical expertise is further underscored through her roles as:</p> <ul style="list-style-type: none"><li>• Member, BIS FAD 15/Panel 10 (Indian Standard on Vegetarian Quality Assurance)</li><li>• Member, BIS FAD 15 / 15559 (Code of Practice for Food Businesses During Epidemics/Pandemics)</li><li>• National Vice President, AFST(I), and Past President, AFST(I) Mumbai Chapter</li></ul>



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		She plays a significant role in capacity-building as a Board of Studies member across leading institutions like SNTD University, Symbiosis University School of Life Sciences, and others. She is also a mentor to numerous food and biotech start-ups through programs like Pusa Krishi's ARISE & UPJA, BIRAC, and ISPIC – India Smart Protein Innovation Challenge.
5.	Terms & Conditions of appointment	For 5 years from April 26,2025 to April 25, 2030
6.	Nature of expertise in specific functional areas	Food Technologist
7.	Shareholding in Manorama Industries including shareholding as a beneficial owner	Nil
8.	Details of last remuneration drawn	Nil
9.	Details of remuneration sought to be paid	Sitting fees
10.	Date of first appointment on the Board	26-04-2025
11.	Disclosure of relationships between Directors/KMPs	Nil
12.	Directorship in Listed entity	Nil
13.	Chairmanship of Committees	Nil
14.	Membership of Committees	Nil
15.	Names of the Listed Entities from which the	Nil



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	appointee has resigned in the past 3 years	
16.	Number of Board Meetings attended during the Financial Year 2024-25	Not Applicable