



Manorama Industries Limited

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

August 06, 2025

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

BSE Scrip Code: 541974
ISIN: INE00VM01036

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 400 051

NSE Symbol: MANORAMA
ISIN: INE00VM01036

Subject : Submission of Notice of the 20th Annual General Meeting of Manorama Industries Limited ("the Company").

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the notice convening 20th Annual General Meeting of the Company scheduled to be held on Thursday, August 28, 2025, at 4:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means("OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM is being sent only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company/Depository Participants as on Friday, July 25, 2025.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

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
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
GSTIN-27AAECM3726C1ZR

NOTICE

Registered Office: Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra-400059.

Corporate Office: F-6, Anupam Nagar, Raipur, Chhattisgarh - 492007

CIN: L15142MH2005PLC243687;

Tel: 022-67088148; **Fax:** 0771 4056958

Website: www.manoramagroup.co.in

Email: cs@manoramagroup.co.in

NOTICE is hereby given that the 20th Annual General Meeting ("AGM") of the members of Manorama Industries Limited ("the Company"), will be held on Thursday, August 28, 2025 at 04:00 P.M., Indian Standard Time (IST), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") for which the registered office of the company situated at Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra - 400059, India shall be deemed as the venue for the meeting and the proceedings of the agm shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Vinita Ashish Saraf (DIN: 00208621) Whole-Time Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To declare a Final Dividend @ 30% [Rs. 0.60 (Sixty paisa only)] per equity share on face value of Rs. 2/- (Rupees Two only) per share the Company for the Financial year ended March 31, 2025.

SPECIAL BUSINESS

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), M/s. S N & Co, Cost Accountants (Firm Registration No. 000309), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost accounting records for the financial year ending March 31, 2026, be paid, Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred be and is hereby approved.

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

5. **To consider and approve reappointment of Mr. Ashok Jain (DIN: 09791163), 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 160, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee ("NRC"), and approval of the Board, consent of the members be and is hereby accorded for the re-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, 2025 to November 14, 2028 liable to retire by rotation on such terms and conditions as set out below:

Salary: Annual remuneration of Rs. 48,00,000/- (Rupees Forty Eight Lakh 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 as 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."

6. To consider and approve the appointment of M/s. B. R. Agrawal & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five consecutive years for the financial year 2025-26 to financial year 2029-30 and to fix their remuneration:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 179, 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Regulation 24A of the Securities and Exchange Board of India (LODR) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and subject to approval of members of the Company, M/s. B. R. Agrawal & Associates, Practicing Company Secretaries (COP No. 5649 and Membership No. F5771) be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years for the F.Y. 2025-26 to F.Y. 2029-30 at a remuneration as may be mutually agreed between the Secretarial Auditor and the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary for giving effect to the aforesaid resolution."

7. To consider and approve Material Related Party Transaction.

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

"RESOLVED THAT pursuant to the provisions of Section 2(76) and Section 188 of the Companies Act, 2013, read with rules made thereunder, the provisions of Regulations 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof ("Applicable Laws") and the 'Policy for dealing with Related Party Transactions' of the Company as may be applicable from time to time, as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and pursuant to the approval and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee empowered by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out contracts/arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) for the period beginning from the ensuing 20th Annual General Meeting

till the conclusion of 21st Annual General Meeting to be held in the FY 2026 with the below mentioned related party(ies), notwithstanding the fact that the aggregate value of these transactions for each such party, during the said period may exceed Rs. 1,000 crores or 10% of the annual turnover of the Company as per the audited financial statements for the financial year 2024-25, whichever is lower, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction (Rs. In crores)
1	Manorama Africa Limited	Directors have significant influence.	Purchase of raw material	500

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

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

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

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

Date: July 25, 2025

Registered Office:

Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400059

Notes :
I. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 20TH AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING: -

- 1) Pursuant to the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI Circular") have extended the above exemptions till September 30, 2025 all other relevant circulars issued from time to time by the MCA, holding of Annual General Meeting (AGM) through Video conferencing ("VC") / or Other Audio Visual Means ("OAVM") has been permitted, without the physical presence of the Members at a common venue. The deemed venue for the AGM will be the Registered office of the Company at Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400059, India.
 - 2) In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with the MCA Circulars, SEBI Circular dated 12th May, 2020 and the Securities Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards I and II dated 15th April, 2020 and further revised on April 1, 2024 issued by the Institute of Company Secretaries of India ("ICSI"). Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
 - 3) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of the appointment of proxies by Members under Section 105 of the Act will not be available for the 20th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Shareholders may be appointed for the purpose of voting through remote e-Voting, for participation in the 20th AGM through VC/OAVM Facility and e-Voting during the 20th AGM.
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 20th AGM and facility for those Members participating in the 20th AGM to cast vote through e-Voting system during the 20th AGM.
- 4) The Company has appointed MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG"), to provide facility for voting through remote e-Voting, for participation in the 20th AGM through VC/ OAVM Facility and e-voting during the 20th AGM.
 - 5) An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
 - 6) In line with the MCA Circulars and SEBI Circulars, the Notice of the 20th AGM will be available on the website of the Company viz., <https://manoramagroup.co.in/investors-annual-report>, on the website of BSE Limited ("BSE") viz., www.bseindia.com and the National Stock Exchange of India Limited ("NSE") viz., www.nseindia.com and also on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) viz., <https://in.mpms.mufg.com/>.
 - 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - 8) Members may note that the VC/OAVM facility provided allows participation of at least 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 20th AGM without any restriction on account of first-come-first-served principle.
 - 9) Attendance of the members participating in the 20th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - 10) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 22, 2025 till Thursday, August 28, 2025 (both days inclusive) for the purpose of 20th Annual General Meeting. The Cut-off date for the E-voting and Dividend is Thursday, August 21, 2025.
 - 11) In accordance with the MCA Circulars and the SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the financial statements (including

Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of the 20th AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

- 12) In case of joint holders, a member whose name appears as the first holder as per the Register of Members will be entitled to cast vote at the AGM.

13) Payment of Dividend:

Members may note that the Board, at its meeting held on Saturday, April 26, 2025, has recommended a final dividend @ 30% [Rs. 0.60 (Sixty paise only)] per equity share on face value of Rs. 2/- (Rupees Two only) per share of the Company for the Financial year ended March 31, 2025, if approved by the Members at the 20th AGM, will be paid to those members whose names appear on the Company's Register of Members as on Thursday, August 21, 2025 ("Record Date"). In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories as on Thursday, August 21, 2025. The said dividend will be paid at par on or before September 26, 2025. The dividend will be paid electronically to Members who have updated their bank account details. In case of non-availability / non-updation of bank account details of the Members, the Company will dispatch dividend warrants/demand drafts to such Members at their addresses registered with the Company/RTA.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to rnt.helpdesk@in.mpms.mufig.com by Thursday, August 21, 2025

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to

rnt.helpdesk@in.mpms.mufig.com/. The aforesaid declarations and documents need to be submitted by the shareholders by Thursday, August 21, 2025.

- 14) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 March 16, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- 15) Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC/OAVM on its behalf and to vote through remote e-voting or during the e-AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to info@mehta-mehta.com with a copy to MUFG Intime India Private Limited (Formerly known as Link Intime Private Limited), on instameet@in.mpms.mufig.com
- 16) Members, who are holding shares of the Company as of the cut-off date for e-voting i.e. Thursday, August 21, 2025 can also cast their votes during the AGM using e-voting facility, if not casted the same during the remote e-voting period mentioned below. Any person who is not the Member as on the cut-off date should treat this Notice for information purposes only.
- 17) The detailed instructions in connection with exercising the right to vote by the Members using the remote e-voting facility or e-voting during the AGM are part of this Notice.
- 18) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an email to the Company at cs@manoramagroup.co.in

The Statutory Registers as required under the Act will be available electronically for inspection by the Members on the website of the Company at <https://manoramagroup.co.in/investors-company-announcements#others>.
- 19) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 20) The voting rights of Members shall be in proportion to

their shares in the paid-up equity share capital of the Company as on the cut-off date.

- 21) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 20th AGM by email and holds shares as on the cut-off date i.e., Thursday, August 21, 2025, may obtain the User ID and password by sending email to enotices@in.mpms.mufig.com.
- 22) The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company viz. MUFG Intime India Private Limited (Formerly known as Link Intime Private Limited), by sending an e-mail at rnt.helpdesk@in.mpms.mufig.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id.
- 23) Updation of e-mail address: For permanent registration of demat shareholders: It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- 24) For temporary registration of demat shareholders: The Members of the Company holding Equity Shares of the Company in Demat form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited (Formerly known as Link Intime India Pvt. Ltd.) by sending a duly signed request letter to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at their email Id rnt.helpdesk@in.mpms.mufig.com. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.
- 25) For the shareholder to Updation of Bank details: The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with MUFG., by sending a duly signed request letter to MUFG at their email Id rnt.helpdesk@in.mpms.mufig.com. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important submit the request letter duly signed. MUFG will verify the documents and will only take on record all valid case.
- 26) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to RTA.
- 27) Information regarding re-appointment of Director as required under Regulation 36(3) of the SEBI Listing Regulations and SS-2 is annexed hereto.
- 28) In terms of the provisions of Regulation 40 of Securities Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 29) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/MUFG.
- 30) Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/MUFG Intime India Private Limited (Formerly known as Link Intime Private Limited), in case the shares are held by them in physical form.
- 31) In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or MUFG Intime India Private Limited (Formerly known as Link Intime Private Limited).
- 32) Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the MUFG Intime India Private Limited (Formerly known as Link Intime Private Limited).
- 33) The Company has appointed Ms. Ashwini Inamdar (FCS: 9404), failing her Ms. Alifya Sapatwala (ACS: 24091), Partners, Mehta and Mehta, Company Secretaries (ICSI Unique Code: P1996MH007500) to act as the Scrutinizer,

to scrutinize the e-voting process (including votes cast by the Members at the Annual General Meeting) in a fair and transparent manner.

- 34) The Scrutinizer shall, after the conclusion of e voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working days of the conclusion of the AGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 35) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://manoramagroup.co.in/investors-company-announcements#agm> and on the website of MUFG viz., <https://in.mpms.mufig.com/>. The Company shall simultaneously forward the results to BSE and NSE where the shares of the Company are listed.
- 36) All communications/ queries in this respect should be addressed to our RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited to its email address rnt.helpdesk@in.mpms.mufig.com
- 37) On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM; by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In the case of Android/iPhone connection, participants will be required to download and install the appropriate application as given in the mail to them. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.
- 38) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., Thursday, August 28, 2025.
- 39) The recorded transcript of the proceedings of the AGM shall be available on the Company's website at <https://manoramagroup.co.in/investors-company-announcements#agm>

40) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Monday, August 25, 2025 at 09:00 A.M. (IST) and ends on Wednesday, August 27, 2025 at 05:00 P.M. (IST) During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the

cut-off date of Thursday, August 21, 2025, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled after 05:00 PM on Wednesday, August 27, 2025 for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

41) THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. Only those Members, who will be present in the 20th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 20th AGM.
2. Members who have cast their vote by remote e-Voting prior to the 20th AGM may also participate in the 20th AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "**Login**".
- b) Select the "**Company Name**" and register with your following details:
- c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote

e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 8108116767

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

- 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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) 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.
- 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 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) 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.
- 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.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.

- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for 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 for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

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) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on **"Login"** under 'SHARE HOLDER' tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- e) Visit URL: <https://instavote.linkintime.co.in> & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
 1. User ID: Enter User ID
 2. 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.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 5. 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).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.in.mpms.mufig.com>
- 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@in.mpms.mufig.com

- 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

- 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:
- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' – Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' – Enter your 10-digit PAN.
 - 4) 'Power of Attorney' – Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote

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.".
- 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "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 or contact on: - Tel: 8108116767

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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com 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 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.

General Instructions - Shareholders.

- 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".

42) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Members willing to express their views or ask questions in advance with regard to the financial statements or any other matter to be placed at the 20th AGM, are required to register themselves as speakers by sending their requests from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address cs@manoramagroup.co.in at least 2 days in advance before the start of the meeting i.e., Monday, August 25, 2025 by 05:00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied to by the Company suitably. Only those Members who have registered themselves as speakers and have been selected will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company Secretary reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

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

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

**Place: Raipur
Date: July 25, 2025**

Registered Office:

Office No. 701, 7th Floor, Bonanza Building,
Sahar Plaza Complex, Andheri Kurla Road,
Andheri East, Mumbai, Maharashtra, 400059

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

ITEM NO. 4

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

In terms of Section 148 of the Companies Act, 2013 ('Act') read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

In compliance with the above and on the recommendation of the Audit Committee, the Board of Directors, at their Meeting held on Saturday, April 26, 2025, have approved the appointment of M/s. S N & Co., Cost Accountants (Firm Registration No. 000309), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice of 20th AGM for ratification of remuneration payable to the Cost Auditors for the financial year 2025-26.

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

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice of 20th AGM for approval of the Members.

ITEM NO. 5

To consider and approve reappointment of Mr. Ashok Jain (DIN: 09791163), Whole-Time Director of the Company.

Mr. Ashok Jain is associated with the Company since November 15, 2022. He has played a crucial role in the growth of the Company. The present term of Mr. Ashok Jain as Whole Time Director expires on November 14, 2025. After considering his knowledge of various aspects relating to the Company's affairs and long term business experience, based on performance evaluation during his tenure and on the recommendation of Nomination & Remuneration Committee, Board of Directors at its meeting held on July 25, 2025 re-appointed Mr. Ashok Jain as Whole Time Director of the Company for the period of 3 (Three) Consecutive years i.e. from November 15, 2025 to November 14, 2028.

BROAD PARTICULARS OF THE TERMS OF REAPPOINTMENT AND REMUNERATION PAYABLE TO MR. ASHOK JAIN ARE AS UNDER

Salary: Annual remuneration of Rs. 48,00,000/- (Rupees Forty Eight Lakhs 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.

The Company has received his consent to continue to act as Director of the Company, if so, appointed by the members in form DIR – 2 as per the provisions of Section 152(5) of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and had further given declaration in Form "DIR-8" pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to be appointed as Whole-time Director under section 164 (1) & (2) of the Companies Act, 2013.

A copy of the draft employment agreement for the aforesaid reappointment would be available for inspection at the registered office of the Company till the date of AGM and a copy thereof shall be provided to member(s) upon request.

None of the Directors and/or Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution set out at Item no. 5 of the Notice except to the extent of their shareholding in the Company, if any.

The other details of Mr. Ashok Jain in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards - II are annexed to this Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 5 of the accompanying Notice for the approval of the Members.

ITEM NO. 6**To approve the appointment of M/s. B. R. Agrawal & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years for the financial year 2025-26 to financial year 2029-30 and to fix their remuneration**

The Members are hereby informed that pursuant to Section 204 of the Companies Act, 2013 and the rules framed there under and Regulation 24A of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

Pursuant to Regulation 24A of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, states that, based on the recommendation of the Board of Directors, a listed entity shall appoint or re-appoint:

- i. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors approved and recommended to the Members of the Company to appoint M/s. B. R. Agrawal & Associates, Practicing Company Secretaries (COP No. 5649 and Membership No. F5771), as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the conclusion of this 20th Annual General Meeting till the conclusion 25th Annual General Meeting to be held in the year 2030.

The Company has received Eligibility cum consent letter to act as Secretarial Auditor from M/s. B. R. Agrawal & Associates, stating their eligibility and non-disqualification from being appointed as Secretarial Auditors of the Company, for the aforesaid term.

The disclosure required pursuant to Regulation 36(5) of the Listing Regulations, including annual remuneration/fees as recommended by the Board of Directors of the Company are given under Annexure I of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution set out at Item no. 6 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 6 of the accompanying Notice for the approval of the Members.

ITEM NO. 7**To consider and approve Material Related Party Transaction.**

Regulation 23 of the Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended vide SEBI Sixth Amendment effective from April 01, 2022 provides that all Material Related Party Transactions ("RPT") with an aggregate value exceeding Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the shareholders through Ordinary Resolution. The said limits are applicable even if the transactions are in ordinary course of business and at arms' length basis.

From the date of this 20th AGM to the 21st AGM to be held in the FY 2026, omnibus RPTs, in the aggregate, are expected to cross the applicable Materiality Threshold. Accordingly, as per the Listing Regulations, prior approval of the members is sought for omnibus RPTs (more particularly described below) to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with related parties, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise. The above transactions are in the ordinary course of business of the Company and on an arm's length basis. The details of such transactions are set out in the table mentioned in the resolution.

The Company proposes to enter into transactions with below mentioned parties, being related part(ies), for the period beginning from 20th AGM till the conclusion of 21st AGM to be held in the FY 2026, at agreed terms of the transactions.

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

Sr. No.	Particulars	Brief Details
1.	Type of transaction, material terms and particulars of the proposed transaction	<p>Purchase of Raw Material from Manorama Africa Limited registered in Ghana as mentioned in the table above, through appointment of agent, clearing, forwarding and shipping of Raw Material purchase/sale by Manorama Industries Limited (any expenses made by above mentioned companies) for operational purpose to be borne by Manorama Industries Limited if it relates to supply/delivery of SHEA NUTS/material/product to Manorama Industries Limited).</p> <p>MATERIAL TERMS: The material terms with respect to quality, quantity and other specifications of Shea nuts/material/product will be as per the contract entered into by the Company with these related parties.</p> <p>MONETARY VALUE: Consideration of the transaction shall be determined mutually between the parties and shall be according to prevalent market conditions. The total value of transactions shall be upto Rs. 500 Cr. for Manorama Africa Limited (Ghana).</p>
2.	Name of the related party	Manorama Africa Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	<p>Directors having significant influence.</p> <p>Mrs. Vinita Ashish Saraf is the Vice-Chairperson and Whole-time Director of the Company. She is holding 100% equity share capital of Manorama Africa Limited. Mr. Gautam Kumar Pal, Whole-Time Director and Mr. Shrey Ashish Saraf, Whole Time Director of the Company are Directors in Manorama Africa Limited.</p>
4.	Tenure of the proposed transaction (particular tenure shall be specified)	From beginning of 20th AGM to be held on Thursday, August 28, 2025 till the conclusion of 21st AGM to be held in the year 2026.
5.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	65%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	NA
7.	i) details of the source of funds in connection with the proposed transaction;	NA
	ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	NA
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	NA
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	The Manorama Africa Limited is having strong supply chain network and presence in different geographical location in West African countries for procurement of Nuts/Raw Material
9.	Copy of the valuation or other external party report, if any such report has been relied upon	NA
10.	Any other information relevant or important for the members to take a decision on the proposed transaction	NA

It is clarified that the management had provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the said RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The Board recommends the resolution as set out at Item No. 7 as an Ordinary resolution to the Members for their approval.

Except Mrs. Vinita Ashish Saraf, Whole-time Director of the Company, Mr. Gautam Kumar Pal, Whole-time Director of the Company and Mr. Shrey Ashish Saraf, Whole Time Director of the Company, being related parties, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 7. It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

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

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

**Place: Raipur
Date: July 25, 2025**

Registered Office:

Office No. 701, 7th Floor, Bonanza Building,
Sahar Plaza Complex, Andheri Kurla Road,
Andheri East, Mumbai, Maharashtra, 400059

ANNEXURE I

Details of the Secretarial Auditors seeking appointment

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Pursuant to Section 204 of the Companies Act, 2013 (the "Act") and the rules framed there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

In view of the aforesaid, the management of the Company had invited formal proposals from various firms and evaluated them on the key parameters such as no. of years of experience, size of the firm, competency, technical capability, experience of partners, the adequacy of experienced resources, approach on transition and overall approach on the audit process etc. Keeping in view of the discussion during the meetings with them, the management then presented shortlisted suitable firms to the Audit Committee for its consideration, approval and recommendation to the Board of Directors.

Basis of recommendations along with the rationale for appointment of Secretarial Auditors:

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder, SEBI Listing Regulations and SEBI circular dated December 31, 2024 with regard to the disqualifications, services not to be rendered by the Secretarial Auditors, peer reviewed Company Secretary, experience of the firm, capability, independent assessment, audit experience, and also based on the evaluation of the quality of audit work done by them in the past.

After considering the aforesaid key parameters and past experience of the audit firms and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on Friday, July 25, 2025, considered, approved and recommended to the members of the Company to appoint M/s. B. R. Agrawal & Associates, Practicing Company Secretaries (COP No. 5649 and Membership No. F5771), as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the conclusion of this 20th Annual General Meeting till the conclusion 25th Annual General Meeting to be held in the year 2030.

The brief profile of M/s. B. R. Agrawal & Associates (PCS) is given below:

B. R. Agrawal & Associates is a firm of Practising Company Secretaries (PCS) with over 22 years of experience in the fields of Corporate Laws, Securities Laws, Indirect Tax Laws and Legal Consultancy Services to Central & State PSUs and Non Govt. entities.

With its in-depth legal knowledge and commitment to corporate governance, the firm provides robust and practical compliance solutions to its clients.

The proposed fees payable to the Secretarial Auditors for FY 2025-26 is Rs. 1,40,000/- only (Indian Rupees One Lakh forty thousand only) (exclusive of applicable taxes and out of pocket expenses). The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee and mutually agreed upon with the Secretarial Auditor.

As this is the first appointment as Secretarial Auditor pursuant to Regulation 24A of SEBI Listing Regulations, details with respect to any material change in the remuneration proposed to be paid to the new auditors from that paid to the outgoing auditors is not applicable.

ANNEXURE II

Details of Directors seeking re-appointment at the AGM

[Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Categories	Particulars	
Name/Category/Designation	Mrs. Vinita Ramesh Saraf, Whole- time Director	Mr. Ashok Jain, Whole- time Director and Chief Financial Officer
Director Identification Number (DIN)	00208621	09791163
Date of Birth/Age	22/11/1970 (55 years)	15/02/1983 (42 years)
Qualification	Bachelor's Degree in Commerce	Chartered Account and Bachelor's Degree in Commerce
Original Date of Joining the Board	March 25, 2006	November 15, 2022
Nature of expertise/Background Details	Mrs. Vinita Ashish Saraf, a distinguished graduate from Mount Carmel Girls College, Bangalore, has amassed over two decades of invaluable experience in the fats and butter industry. She belongs from a prominent business family, Mrs. Saraf's career has been characterized by her ambitious vision, entrepreneurial spirit, and unwavering dedication.	Mr. Ashok Jain is a qualified Chartered Accountant and a Bachelor of Commerce graduate with over 15 years of experience in Banking and Finance. He currently heads the Finance Department of the Company and plays a key leadership role in strategic financial planning and operations. Mr. Ashok Jain plays a pivotal role in overseeing all core financial functions including costing, financial accounting, banking, corporate finance, taxation, and capital raising initiatives and has significant exposure to foreign exchange (forex) management, including currency risk mitigation, international transactions, and compliance with global financial regulations. He is also responsible for managing all financial operations of the Company's overseas subsidiary companies.
Terms & Conditions of appointment/re-appointment	Mrs. Vinita Ashish Saraf, (DIN: 00208621) Whole Time Director, who retires by rotation and being eligible, offers herself for reappointment pursuant to Section 152 of the Companies Act, 2013.	Mr. Ashok Jain (DIN: 09791163) is being reappointed as Whole Time Director for a period of 3 (Three) consecutive years.
Details of remuneration sought to be paid/ Remuneration last drawn	Last drawn: Rs. 1,44,00,000/- (Rupees One Crore and Forty Four Lakhs only) along with performance incentive of 0.5% of the net profits of the Company.	Last drawn: Rs. 39,00,000/- (Rupees Thirty Nine Lakhs only) per annum.
Pecuniary relationship directly or indirectly with the Company / other Directors/ Managers/ Key Managerial Persons	Related to Mr. Shrey Ashish Saraf – Son of Mrs. Vinita Ashish Saraf and Mr. Ashish Ramesh Saraf- Spouse of Mrs. Vinita Ashish Saraf.	Not related to any Director
Number of Board meeting attended during the year	4 out of 4	4 out of 4
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	45,67,292 equity shares (7.66 %)	3750 equity shares (0.01%)

Categories	Particulars	
List of Directorship in other Companies as on July 25, 2025	<ol style="list-style-type: none"> 1. Money Resources Private Limited 2. Manorama Energy Private Limited 3. Manorama Earth Private Limited 4. Manorama Oils Private Limited 	Nil
List of Membership/Chairmanship of Committees as on July 25, 2025	Membership - Corporate Social Responsibility Committee	Membership - Audit Committee - Risk Management Committee
List of Membership/Chairmanship of Committees of other Companies as on July 25, 2025	Nil	Nil
List of Companies from which resigned in the past three years	Nil	Nil