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The preliminary placement document dated June 29, 2026 (the “**Preliminary Placement Document**”) issued by Manorama Industries Limited (the “**Company**”) and filed with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) is being made available on this website by the Company solely to comply with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and the Companies Act, 2013 and the rules made thereunder, each as amended (“**Companies Act**”). Making the Preliminary Placement Document available on this website does not constitute an offer to sell or the solicitation of an offer to buy equity shares of the company (“**Equity Shares**”) in the proposed qualified institutional placement (“**Issue**”) in any jurisdiction.

The Issue, and the distribution of the Preliminary Placement Document, is being made to qualified institutional buyers as defined under the SEBI ICDR Regulations (“**QIBs**”) who are not restricted from participating in the Issue under the applicable laws, including the SEBI ICDR Regulations and who are eligible to invest in this Issue (“**Eligible QIBs**”) in reliance upon Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62, and other applicable provisions of the Companies Act and the rules prescribed thereunder. Unless a serially numbered Preliminary Placement Document accompanied by an application form is addressed to a specific QIB inviting such QIB to make a bid through such application form, no offer and/or invitation of an offer to purchase Equity Shares in the Issue shall be deemed to have been made.

The Preliminary Placement Document has not been and will not be filed as a prospectus or a statement in lieu of a prospectus with any Registrar of Companies in India under the Companies Act. The Preliminary Placement Document shall be filed as a private placement offer letter with the Stock Exchanges.

The Preliminary Placement Document has not been reviewed and approved by any regulatory authority in India or abroad, including the Securities and Exchange Board of India, the Reserve Bank of India, any Registrar of Companies in India or any Stock Exchange in India.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act.

None of the Company, the Lead Managers (as defined in the Preliminary Placement Document), including any persons who control them, or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers accept any liability whatsoever, direct or indirect, that may arise from the use of the information contained in the Preliminary Placement Document. Access to the Preliminary Placement Document does not constitute a recommendation by the Company, the Lead Managers or any other party to subscribe to or buy the Equity Shares.

The information in the Preliminary Placement Document is as of the date thereof and none of the Company, its directors, the Lead Managers or their respective affiliates, directors, officers, employees, agents, representatives or advisers are under any obligation to update or revise the Preliminary Placement Document to reflect circumstances arising after the date thereof.

The Preliminary Placement Document may not be delivered, forwarded or distributed, electronically or otherwise, in whole or in part, to any other person and may not be reproduced in any manner whatsoever. Any forwarding, delivery, distribution or reproduction of the Preliminary Placement Document in whole or in part is unauthorized. Failure to comply with this disclaimer may result in a violation of the applicable laws.

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1. You have read the disclaimer set out above and you agree to be bound by its terms; and
2. You are located in India.

If you cannot make these confirmations, please exit this webpage.



MANORAMA INDUSTRIES LIMITED

Registered Office: Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, J.B. Nagar, Mumbai-400059, Maharashtra, India
Corporate Office: F-6, Anupam Nagar, Raipur – 492007, Chhattisgarh, India.

Tel: +0771-2283071 | +022-67088148

Contact Person: Deepak Sharma, Company Secretary and Compliance Officer; **E-mail:** cs@manoramagroup.co.in
Website: www.manoramagroup.co.in; **Corporate Identity Number:** L15142MH2005PLC243687

Our Company was originally incorporated as “Manorama Industries Private Limited”, as a private limited company under the Companies Act, 1956. The certificate of incorporation was issued on August 9, 2005, bearing Corporate Identification Number U15142CT2005PTC17858, by the Registrar of Companies, Madhya Pradesh & Chhattisgarh. Subsequently our Company was converted into a public limited company pursuant to shareholders resolution passed at the extraordinary general meeting of our Company held on February 6, 2018, and the name of our Company was changed to “Manorama Industries Limited”. Upon such conversion, a fresh certificate of incorporation was issued by the Registrar of Companies, Maharashtra at Mumbai on March 23, 2018. For further details, see “General Information” and “Organizational Structure” on pages 397 and 333, respectively.

Issue of [•] equity shares of face value of ₹ 2 each of our Company (the “**Equity Shares**”) at a price of ₹ [•] per Equity Share (the “**Issue Price**”), including a premium of ₹ [•] per Equity Share, aggregating up to ₹ 50,000 lakhs (the “**Issue**”). For further details, see “Summary of the Issue” on page 26.

THIS ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”) AND SECTION 42 OF THE COMPANIES ACT, 2013 (THE “COMPANIES ACT, 2013”), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 (THE “PAS RULES”) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER, EACH AS AMENDED, AND NO OFFER IS BEING MADE TO THE PUBLIC OR ANY OTHER CLASS OF INVESTORS.

The Equity Shares of our Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”, and together with BSE, the “**Stock Exchanges**”). The closing price of the Equity Shares on BSE and NSE as on June 29, 2026, was ₹ 1,582.25 and ₹ 1,587.10 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), for listing of the Equity Shares to be issued pursuant to the Issue, from BSE and NSE, each dated June 29, 2026. Our Company shall make applications to the Stock Exchanges for obtaining final listing and trading approvals for the Equity Shares to be issued pursuant to the Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to the Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or of the Equity Shares.

OUR COMPANY HAS PREPARED THIS PRELIMINARY PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND DISTRIBUTION OF THIS PRELIMINARY PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBS, AS DEFINED IN THE SEBI ICDR REGULATIONS, IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013 AND THE RULES PRESCRIBED THEREUNDER, AND CHAPTER VI OF THE SEBI ICDR REGULATIONS. THIS PRELIMINARY PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR TO ANY OTHER PROSPECTIVE INVESTOR OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO ELIGIBLE QIBS, AS DEFINED IN THE SEBI ICDR REGULATIONS. THIS PRELIMINARY PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBS WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

YOU MAY NOT AND ARE NOT AUTHORISED TO: (1) DELIVER THIS PRELIMINARY PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PRELIMINARY PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PRELIMINARY PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE COMPANIES ACT, 2013, SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA, EACH AS AMENDED AND OF OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND THAT THE EQUITY SHARES ARE, THEREFORE, A SPECULATIVE INVESTMENT. PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ “RISK FACTORS” ON PAGE 33 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES ISSUED PURSUANT TO THIS PRELIMINARY PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT. PROSPECTIVE INVESTORS SHALL CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES AND THE COMPANY. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS PRELIMINARY PLACEMENT DOCUMENT AND/OR THE PLACEMENT AGREEMENT, YOU SHOULD CONSULT AN AUTHORIZED FINANCIAL ADVISOR AND / OR LEGAL ADVISOR.

A copy of this Preliminary Placement Document, which includes disclosures prescribed under Form PAS-4 (as defined hereinafter), has been delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the Registrar of Companies, Mumbai-1, at Mumbai (“**RoC**”), within the stipulated period as required under the Companies Act, 2013 (as defined hereinafter) and the PAS Rules. This Preliminary Placement Document has not been reviewed by the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges, the RoC or any other regulatory or listing authority, and is intended only for use by Eligible QIBs (as defined hereinafter). This Preliminary Placement Document has not been and shall not be filed as a prospectus with the RoC and has not been and shall not be circulated or distributed to the public in India or any other jurisdiction, and the Issue shall not constitute a public offer in India or any other jurisdiction. This Preliminary Placement Document relates to an issue made to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations, on a private placement basis, and no offer is being made to the public or any other class of investors.

Invitations, offers and sales of Equity Shares to be issued pursuant to the Issue shall only be made pursuant to this Preliminary Placement Document, together with the Application Form, the Placement Document and the Confirmation of Allocation Note (each as defined herein). For further details, see “Issue Procedure” on page 350. The distribution of this Preliminary Placement Document or the disclosure of its contents without our Company’s prior consent to any person other than Eligible QIBs to whom this Preliminary Placement Document is specifically addressed and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any states of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in “offshore transactions”, as defined in and in reliance on Regulation S under the U.S. Securities Act (“**Regulation S**”) and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see “Selling Restrictions” on page 366. The Equity Shares sold in the Issue are transferable only in accordance with the restrictions described in the sections titled “Selling Restrictions” and “Transfer Restrictions” on pages 366 and 373, respectively.

The information on the website of our Company or Subsidiaries (as defined hereinafter) or any other websites directly or indirectly linked to such websites or on the websites of the Lead Managers or of their respective affiliates does not form part of this Preliminary Placement Document and prospective investors should not rely on any such information contained in or available through any such websites for their investment in this Issue.

This Preliminary Placement Document is dated June 29, 2026.

LEAD MANAGERS

 Ambit Private Limited	 ITI Capital Limited

The information in this Preliminary Placement Document is not complete and may be changed. The Issue is meant only for Eligible QIBs on a private placement basis under Chapter VI of SEBI ICDR Regulations and is not an offer to the public or to any other class of investors to purchase the Equity Shares. This Preliminary Placement Document is not an offer to sell any Equity Shares and is not soliciting an offer to subscribe to or buy the Equity Shares in any jurisdiction where such offer, sale or subscription is not permitted. This Preliminary Placement Document is being issued for the sole purpose of information or discussion relating to the Equity Shares that may be Allotted

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NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all of the information contained in this Preliminary Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Preliminary Placement Document contains all information with respect to our Company, our Subsidiaries and the Equity Shares, that we consider material in the context of the Issue. The statements contained in this Preliminary Placement Document relating to our Company, our Subsidiaries, and the Equity Shares are in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Preliminary Placement Document with regard to our Company, our Subsidiaries and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to our Company and our Subsidiaries. There are no other facts in relation to our Company, our Subsidiaries, and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Preliminary Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Preliminary Placement Document is provided as of the date of this Preliminary Placement Document and neither our Company nor the Lead Managers have any obligation to update such information to a later date and thus it should not be relied upon with respect to such subsequent events without first confirming the accuracy or completeness with the Company. Neither the delivery of this Preliminary Placement Document nor any issue of Equity Shares made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date hereof.

The information contained in this Preliminary Placement Document has been provided by our Company and from other sources identified herein. The Lead Managers have made reasonable enquiries but have not separately verified all the information contained in this Preliminary Placement Document (financial, legal or otherwise). Accordingly, neither the Lead Managers, nor any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates makes any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Lead Managers or any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Preliminary Placement Document or any other information supplied in connection with our Company, our Subsidiaries, and the Issue of the Equity Shares or their distribution. Each person receiving this Preliminary Placement Document acknowledges that such person has not relied on the Lead Managers or on any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company, our Subsidiaries and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorised to give any information or to make any representation not contained in this Preliminary Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company, or by or on behalf of the Lead Managers. The delivery of this Preliminary Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date. Purchasers of the Equity Shares offered in this Issue will be deemed to make the representations, warranties, acknowledgments and agreements set forth in, and the Equity Shares are transferable only in accordance with, the restrictions described in the sections titled "*Representations by Investors*," "*Selling Restrictions*" and "*Transfer Restrictions*" beginning on pages 3, 366, and 373, respectively.

The Equity Shares offered in the Issue have not been approved, disapproved, or recommended by the securities authority or other regulatory authority of any jurisdiction, including SEBI, the Stock Exchanges. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Preliminary Placement Document. Any representation to the contrary is a criminal offence in certain jurisdictions.

The subscribers of the Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in the sections titled "*Notice to Investors*", "*Representations by Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 1, 3, 366 and 373, respectively.

The distribution of this Preliminary Placement Document and the offer and sale of the Equity Shares offered in the Issue may be restricted by law in certain jurisdictions. As such, this Preliminary Placement Document does not constitute and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised, or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been nor will be taken by our Company or the Lead Managers which would permit an offering of the Equity Shares being offered in the Issue or the distribution of this Preliminary Placement Document in any jurisdiction, other than in India, where action for that purpose is required. Accordingly, the Equity Shares to be issued pursuant to the Issue may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document, the Placement

Document nor any other offering material issued in connection with the Issue may be distributed or published in or from any jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdictions where such offers and sales are made. For the selling restrictions in certain other jurisdictions, see “*Selling Restrictions*” on page 366. The Equity Shares sold in the Issue are transferable only in accordance with the restrictions described in the sections titled “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 366 and 373, respectively.

In making an investment decision, the prospective investors must rely on their own examination of our Company, the Equity Shares and the terms of the Issue, including the merits and risks involved. This Preliminary Placement Document does not purport to contain all the information that any Eligible QIB may require. Prospective investor should not construe the contents of this Preliminary Placement Document as legal, business, tax, accounting or investment advice. The prospective investors should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning the Issue. Neither our Company nor the Lead Managers are making any representation to any purchaser of the Equity Shares offered in this Issue regarding the legality or suitability of an investment in the Equity Shares by such purchaser under applicable legal, investment or similar laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company. If you do not understand the contents of this Preliminary Placement Document, you should consult an authorised financial advisor and/or legal advisor.

Each purchaser of the Equity Shares offered in the Issue shall be deemed to have acknowledged, represented and agreed that it is an Eligible QIB and it is eligible to invest in India and in our Company, including as set forth in “*Representations by Investors*”, “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 3, 366 and 373, respectively, under Indian law, including under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, read with Rule 14 of the PAS Rules and other provisions of the Companies Act, and that it is not prohibited by SEBI or any other statutory, regulatory or judicial authority in India or any other jurisdiction from buying, selling or dealing in securities, including the Equity Shares or otherwise accessing the capital markets in India.

Our Company and the Lead Managers are not liable for any amendment or modification or change to applicable laws or regulations, that may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the SEBI Takeover Regulations and such Eligible QIBs shall be solely responsible for compliance with the provisions of the SEBI Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

This Preliminary Placement Document contains summaries of certain terms of documents, which summaries are qualified in their entirety by the terms and conditions of such documents.

This Preliminary Placement Document has been prepared for information purposes in relation to this Issue only and upon the express understanding that it will be used for the purposes set forth herein. The information on the website of our Company i.e., www.manoramagroup.co.in or our Subsidiaries or any other websites directly or indirectly linked to our websites or on the website of the Stock Exchanges or on the website of the Lead Managers or of its respective affiliates does not form part of this Preliminary Placement Document and prospective investors should not rely on any such information contained in or available through any such websites for their investment in this Issue.

Our Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

REPRESENTATIONS BY INVESTORS

All references to “you” and “your” in this section are to the prospective investors in the Issue. By Bidding (hereinafter defined) and/or subscribing to any Equity Shares under this Issue, you are deemed to have represented, warranted, acknowledged undertaken, and agreed to the contents set forth in the sections titled “*Notice to Investors*”, “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 1, 366 and 373, respectively, and to have represented, warranted, acknowledged and agreed to our Company and the Lead Managers, as follows:

1. Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company or our Subsidiaries that is not set forth in this Preliminary Placement Document;
2. You are a “**Qualified Institutional Buyer**” as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under the applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 and all other applicable laws; and (ii) comply with all requirements under SEBI ICDR Regulations, Companies Act, 2013 and other applicable law in this relation, including reporting obligations, requirements/ making necessary filings, including with RBI, if any, in connection with the Issue or otherwise accessing capital markets;
3. If you are not a resident of India and an Eligible QIB, (i) you confirm that you are an Eligible FPI as defined in this Preliminary Placement Document and have a valid and existing registration with SEBI under the applicable laws in India and can participate in the Issue only under Schedule II of FEMA Rules, or (ii) a multilateral or bilateral development financial institution and you are eligible to invest in India under applicable law, including FEMA Rules, and any other notifications, circulars or clarifications issued thereunder. You will make all necessary filings with appropriate regulatory authorities, including RBI, as required pursuant to applicable laws. You have not been prohibited by SEBI, RBI or any other regulatory authority, from buying, selling or dealing in securities or otherwise accessing the capital markets. Further, since FVCIs are not permitted to participate in the Issue, you confirm that you are not a FVCI under the SEBI FVCI Regulation;
4. You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each which case, investment can only be through the Government approval route), and that your investment is in accordance with consolidated FDI Policy and Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and Rule 6 of the FEMA Rules. Pursuant to press note no. 2 (2026 series) dated March 15, 2026, the expression ‘beneficial owner’ of an investment into India shall have the meaning as defined under the Prevention of Money Laundering Act, 2002 read with the Prevention of Money Laundering (Maintenance of Records) Rules, 2005. Further, where the beneficial ownership held by citizens or entities of countries sharing a land border with India does not exceed the applicable threshold (generally 10%) and such persons do not exercise control over the investing entity, the investment may be eligible under the automatic route, subject to compliance with applicable reporting requirements.
5. Further, you acknowledge that in terms of the SEBI FPI Regulations and FEMA Rules, Eligible FPIs may invest in such number of Equity Shares such that (i) the total holding of the Eligible FPI, including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) in our Company shall be less than 10% of the post-Issue total paid-up equity share capital of our Company on a fully diluted basis, and (ii) the aggregate limit for total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company by FPIs permitted under the FEMA Rules, shall not exceed the sectoral cap applicable to our Company, as laid down in Schedule I of the FEMA Rules. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. In case the holding of an FPI together with its investor group increases to 10.00% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach or within such other time as may be prescribed by SEBI and RBI. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI (as defined hereinafter), subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations.

6. You will provide the information as required under the Companies Act, 2013 and the PAS Rules, the applicable provision of the SEBI ICDR Regulations and any other applicable laws, for record keeping by our Company, including your name, nationality, complete address, phone number, e-mail address, permanent account number, if applicable and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue;
7. If you are Allotted Equity Shares pursuant to the Issue, you shall not sell the Equity Shares so acquired, for a period of one year from the date of Allotment (hereinafter defined), except on the Stock Exchanges. Please note additional requirements apply if you are in certain other jurisdictions and in accordance with any other resale restrictions applicable to you. For further details in this regard, see “*Selling Restrictions*” and “*Transfer Restrictions*” on page 366 and 373, respectively;
8. You are aware that this Preliminary Placement Document has not been and the Placement Document will not be, filed as a prospectus with the RoC under the Companies Act, 2013, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. You are aware that this Preliminary Placement Document has not been reviewed, verified or affirmed by SEBI, the RBI, the Stock Exchanges or any other regulatory or listing authority and is intended only for use by Eligible QIBs.
9. You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions applicable to you and that you have fully observed such laws and you have all necessary capacity and have obtained all necessary consents and authorisations, as may be required and complied with and shall comply with all necessary formalities to enable you to participate in the Issue and to perform your obligations in relation thereto (including without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Preliminary Placement Document and will honour such obligations;
10. You are aware that neither our Company, the Lead Managers nor any of our Company’s respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates are making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment of the Equity Shares, be a client of the Lead Managers. Neither the Lead Managers nor any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates has any duty or responsibility to you for providing the protection afforded to its clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity;
11. You acknowledge that all statements other than statements of historical fact included in this Preliminary Placement Document, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our business), are forward-looking statements. You acknowledge that such forward looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward looking statements. You acknowledge that such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which we will operate in the future. You shall not place undue reliance on forward-looking statements, which speak only as of the date of this Preliminary Placement Document. You acknowledge that none of our Company, the Lead Managers or any of our or their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assumes any responsibility to update any of the forward-looking statements contained in this Preliminary Placement Document;
12. You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, or any other category of investors other than the Eligible QIBs and the Allotment shall be on a discretionary basis at the discretion of our Company in consultation with the Lead Managers;
13. You have made, or been deemed to have made, as applicable, the representations, warranties, acknowledgments and undertakings as set out under “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 366 and 373, respectively;
14. You have been provided a serially numbered copy of this Preliminary Placement Document and have read it in its entirety, including in particular the “*Risk Factors*” on page 33;

15. In making your investment decision, you have (i) relied on your own examination of our Company, our Subsidiaries, the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) consulted your own independent counsels and advisors or otherwise have satisfied yourself concerning, the effects of local laws (including tax laws), (iii) relied solely on the information contained in this Preliminary Placement Document and no other disclosure or representation by our Company or our Directors and affiliates, or any other party, (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;
16. Neither our Company, the Lead Managers nor any of their shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, has provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including the Issue and the use of proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Lead Managers or any of their shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the purchase, ownership and disposal of the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against, either of the Lead Managers or any of their shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;
17. You are a sophisticated investor and have such knowledge and experience in financial, investment and business matters as to be capable of evaluating the merits and risks of the investment in the Equity Shares and you and any managed accounts for which you are subscribing to the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares, including a complete loss on the investment in the Equity Shares, (ii) will not look to our Company, our Subsidiaries and/or the Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its respective obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) have no need for liquidity with respect to the investment in the Equity Shares, and (iv) you are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute and (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares.
18. You are not a ‘promoter’ of our Company (as defined under the SEBI ICDR Regulations or the Companies Act, 2013), and are not a person related to the Promoters, either directly or indirectly and your Bid does not directly or indirectly represent any Promoters or Promoter Group (as defined under the SEBI ICDR Regulations) of our Company or persons or entities related thereto;
19. You have no rights under a shareholders’ agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);
20. You were eligible to Bid for and hold Equity Shares so Allotted together with any Equity Shares held by you prior to the Issue. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. You further confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;
21. The Bid made by you would not ultimately result in triggering a tender offer or an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulations**”) and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;
22. To the best of your knowledge and belief, your aggregate holding, together with other Eligible QIBs in the Issue that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size. For the purposes of this representation:
 - a. Eligible QIBs “belonging to the same group” shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the

others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and

- b. 'Control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations;
23. You are aware that in relation to the Issue (i) applications for in-principle approval, in terms of Regulation 28 of the SEBI Listing Regulations, for listing and admission of the Equity Shares and for trading on the Stock Exchanges, were made and approval has been received from each of the Stock Exchanges, and (ii) final applications will be made for obtaining listing and trading approvals from the Stock Exchanges only after allotment, and that there can be no assurance that such approvals will be obtained on time or at all. Neither our Company nor the Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising there from;
24. You shall not undertake any trade in the Equity Shares credited to your beneficiary account with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;
25. You are aware that in terms of the requirements of the Companies Act, 2013, upon Allocation, our Company will be required to disclose the names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document does not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Lead Managers;
26. You agree in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, that our Company shall make necessary filings with the RoC (which shall include certain details such as your name, address and number of Equity Shares Allotted) as may be required under the Companies Act, 2013, and you consent to such disclosure being made by us;
27. You acknowledge that this Preliminary Placement Document does not, and the Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;
28. You are aware that if you, together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in this Issue, our Company shall be required to disclose the name of such Allottees and the number of Equity Shares Allotted to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures being made by our Company;
29. You are aware that the Lead Managers have entered into a Placement Agreement with our Company, whereby the Lead Managers have, subject to the satisfaction of certain conditions set out therein, undertaken to use its reasonable efforts to seek to procure subscription for the Equity Shares on the terms and conditions set out therein;
30. You acknowledge that the contents of this Preliminary Placement Document are exclusively the responsibility of our Company and that neither the Lead Managers nor any of their affiliates or any person acting on its behalf or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in this Preliminary Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Preliminary Placement Document or otherwise. By accepting participation in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Preliminary Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, and you have neither received nor relied on any other information, representation, warranty or statement made by, or on behalf of, the Lead Managers or our Company or any other person and neither the Lead Managers nor our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research or any other document published or distributed by them, and the Lead Managers and their affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion.
31. You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and

will rank *pari passu* in all respects with the existing Equity Shares, including in respect of the right to receive dividend and other distributions declared;

32. Neither the Lead Managers nor any of their shareholders, directors, officers, employees, counsels, representatives, agents or its affiliates have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by our Company of any of its obligations or any breach of any representations and warranties by our Company, whether to you or otherwise;
33. You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act, 2013;
34. You represent that you are not an affiliate of our Company or the Lead Managers or a person acting on behalf of such affiliate. However, affiliates of the Lead Managers, which are Eligible FPIs, may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. For further details, please see "*Offshore Derivative Instruments*" beginning on page 9;
35. You confirm that either (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents with regard to our Company or this Issue; or (ii) if you have participated in or attended any Company presentations: (a) you understand and acknowledge that the Lead Managers may not have the knowledge of the statements that our Company or its agents may have made at such company presentations and are therefore unable to determine whether the information provided to you at such meetings or presentations included any material misstatements or omissions, and, accordingly you acknowledge that Lead Managers have advised you not to rely in any way on any such information that was provided to you at such meetings or presentations, and (b) you confirm that you have not been provided any material information relating to our Company and the Issue that was not publicly available;
36. You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Raipur, Chhattisgarh shall have sole and exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Preliminary Placement Document and the Placement Document;
37. You have no right to withdraw your Application Form or revise your Bid downwards after the Issue Closing Date (as defined hereinafter);
38. If you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorized in writing, by each such managed account to acquire the Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to 'you' to include such accounts;
39. Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue. You agree to indemnify and hold our Company and the Lead Managers and their respective affiliates and their respective directors, officers, employees, associates, representatives and controlling persons harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Preliminary Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;
40. You acknowledge that our Company, the Lead Managers, their respective affiliates, directors, officers, counsels, employees, representatives, agents and controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, which are given to the Lead Managers on their own behalf and on behalf of our Company, and are irrevocable. It is agreed that if any of such representations, warranties, acknowledgements and undertakings are no longer accurate, you will promptly notify our Company and the Lead Managers;
41. You will make the payment for subscription to the Equity Shares pursuant to the Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the Application Form; and

42. You agree that the terms and provisions of the foregoing acknowledgements, representations and agreements shall ensure the benefit of and any document incorporating such acknowledgements, representations and agreements shall be enforceable by our Company and the Lead Managers and their respective successors and its permitted assigns, and the terms and provisions hereof shall be binding on its permitted assigns and permitted transferees.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines, and approvals in terms of Regulation 21 of the SEBI FPI Regulations, and the Master Circular for Foreign Portfolio Investors, Designated Depository Participants and Eligible Foreign Investors, as amended from time to time bearing reference no. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024 issued by SEBI to facilitate implementation of the SEBI FPI Regulations (**“FPI Master Circular”**), FPIs, including the affiliates of the Lead Managers, who are registered as category I FPI can issue, subscribe and deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying and all such offshore derivative instruments are referred to herein as **“P-Notes”**) and persons who are eligible for registration as category I FPIs can subscribe to or deal in such P-Notes, provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned category I FPIs may receive compensation from the purchasers of such instruments. An FPI will collect the regulatory fee of such amount, as may be specified by SEBI from time to time, from every subscriber of Offshore Derivative Instrument issued by it and deposit such regulatory fee with SEBI by way of electronic transfer in the designated bank account of SEBI. Such P-Notes can be issued post compliance with the KYC norms and such other conditions as specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been, and are not being offered, or sold pursuant to this Preliminary Placement Document. This Preliminary Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including, without limitation, any information regarding any risk factors relating thereto.

For further details relating to investment limits of FPIs, see *“Issue Procedure”* on page 350. P-Notes may be issued only in favour of those entities that meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations. Pursuant to its FPI Master Circular, SEBI has introduced additional requirements applicable to P-Notes, including (i) KYC norms for issuers of P-Notes which require identification and verification of beneficial owners of entities subscribing to the P-Note holding more than a prescribed threshold; (ii) the requirement for issuers to file suspicious transaction reports with the Indian Financial Intelligence Unit; and (iii) the requirement for the issuer to report details of intermediate transfers in the monthly reports on P-Notes submitted to SEBI. An Eligible FPI shall also ensure that no further issue or transfer of any instrument referred to above is made by or on behalf of it to any person other than such entities regulated by appropriate foreign regulatory authorities.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis. In terms of such FPI Master Circular, the above-mentioned restrictions shall also apply to subscribers of offshore derivative instruments and two or more subscribers of offshore derivative instruments having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the offshore derivative instruments. Further, in the event a prospective investor has investments as an FPI and as a subscriber of offshore derivative instruments, these investment restrictions shall apply on the aggregate of the FPI and offshore derivative instruments investments held in the underlying Indian company. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, as amended, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route. Pursuant to press note no. 2 (2026 series) dated March 15, 2026, the expression ‘beneficial owner’ of an investment into India shall have the meaning as defined under the Prevention of Money Laundering Act, 2002 read with the Prevention of Money Laundering (Maintenance of Records) Rules, 2005. Further, where the beneficial ownership held by citizens or entities of countries sharing a land border with India does not exceed the applicable threshold (generally 10%) and such persons do not exercise control over the investing entity, the investment may be eligible under the automatic route, subject to compliance with applicable reporting requirements.

Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

Affiliates of the Lead Managers which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by and are the sole obligations of, third

parties that are unrelated to our Company. Our Company and the Lead Managers do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Lead Managers and does not constitute any obligations of or claims on the Lead Managers.

Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures as to the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.

Also see “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 366 and 373, respectively.

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DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Preliminary Placement Document has been submitted to each of the Stock Exchanges. The Stock Exchanges do not in any manner:

- (1) warrant, certify or endorse the correctness or completeness of the contents of this Preliminary Placement Document; or
- (2) warrant that the Equity Shares issued pursuant to the Issue will be listed or will continue to be listed on the Stock Exchanges; or
- (3) take any responsibility for the financial or other soundness of our Company, its Promoters, its management or any scheme or project of our Company.

It should not for any reason be deemed or construed to mean that this Preliminary Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain conventions

In this Preliminary Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to ‘you’, ‘your’, ‘bidder’, ‘offeree’, ‘purchaser’, ‘subscriber’, ‘recipient’, ‘investors’, ‘prospective investors’ and ‘potential investor’ are to the Eligible QIBs who are the prospective investors in the Equity Shares issued pursuant to the Issue and references to the ‘Company’, ‘our Company’ or the ‘Issuer’, refers to Manorama Industries Limited on a standalone basis and references to “we”, “us”, or “our” are to our Company together with our Subsidiaries, on a consolidated basis.

Currency and units of presentation

In this Preliminary Placement Document, references to ‘INR’, ‘₹’, ‘Rs.’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of India, to ‘USD’, ‘U.S. Dollars’ and ‘US\$’ are to the legal currency of the United States, ‘GBP’ is to the legal currency of United Kingdom. All references herein to ‘India’ are to the Republic of India and its territories and possessions and the ‘Government’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable. All references herein to the ‘US’ or the ‘U.S.’ or the ‘United States’ or ‘U.S.A’ are to the United States of America, its territories and possessions.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. All the numbers in this Preliminary Placement Document have been presented in lakhs or whole numbers, unless stated otherwise. One lakh represents 1,00,000 and one crore represents 1,00,00,000. All per share and percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than lakhs, such figures appear in this Preliminary Placement Document in such denominations as provided in the respective sources. Our financials are prepared in lakhs for Fiscal 2026, Fiscal 2025 and Fiscal 2024.

Unless otherwise stated, all references to page numbers in this Preliminary Placement Document are to page numbers of this Preliminary Placement Document.

Financial data and other information

Our Company reports its financial statements in Indian Rupees, using the Indian numeration system. The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to a particular ‘financial year’, ‘Fiscal Year’, ‘Fiscal’ or ‘FY’ are to the twelve month period ended on March 31 of that year and references to a particular ‘year’ are to the calendar year ending on December 31 of that year.

Unless the context otherwise indicates, requires or implies: (i) for any period prior to July 22, 2024, is a reference to our Company, on a standalone basis since there were no entities required to be consolidated under Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013; and (ii) for any period on or after July 22, 2024, is a reference to our Company together with our Subsidiaries, on a consolidated basis, as of and for the relevant year covered by the Audited Financial Statements. In this Preliminary Placement Document, we have included the following financial statements of our Company prepared in accordance with the Indian Accounting Standards as notified by the MCA vide Companies (Indian Accounting Standards) Rules 2015, as amended (“**Ind AS**”):

- (a) the audited consolidated financial statements of our Company as at and for the Fiscal ended March 31, 2026, prepared in accordance with the Indian Accounting Standards (“**Ind AS**”), specified under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended (collectively, the “**Fiscal 2026 Audited Consolidated Financial Statements**”);
- (b) the audited consolidated financial statements of our Company as at and for the Fiscal ended March 31, 2025, prepared in accordance with the Ind AS, specified under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended (collectively, the “**Fiscal 2025 Audited Consolidated Financial Statements**”);
- (c) the audited standalone financial statements of our Company as at and for the Fiscal ended March 31, 2025, prepared in accordance with the Ind AS, specified under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended (collectively, the “**Fiscal 2025 Audited Standalone Financial Statements**”); and

- (d) the audited standalone financial statements of our Company as at and for the Fiscal ended March 31, 2024, prepared in accordance with the Ind AS, specified under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended (collectively, the “**Fiscal 2024 Audited Standalone Financial Statements**”).

*** The financial information as at and for the financial year ended March 31, 2024 is derived from the comparative financial information included for Fiscal 2024 in the Fiscal 2025 Audited Standalone Financial Statements. Accordingly, Fiscal 2025 Audited Standalone Financial Statements have been included in this Preliminary Placement Document.*

Fiscal 2026 Audited Consolidated Financial Statements, the Fiscal 2025 Audited Consolidated Financial Statements, Fiscal 2025 Standalone Financial Statements and the Fiscal 2024 Audited Standalone Financial Statements, together with the respective reports thereon issued by our Statutory Auditors, have been included in this Preliminary Placement Document. For further details, see “*Financial Information*” on page 73.

The Audited Financial Statements should be read along with their respective audit reports. Unless otherwise stated or unless the context requires otherwise, the financial information contained in this Preliminary Placement Document, as at and for the year ended March 31, 2026 is derived from the Fiscal 2026 Audited Consolidated Financial Statements, financial information as at and for the year ended March 31, 2025 is derived from the comparative financial information included for Fiscal 2025 in Fiscal 2026 Audited Consolidated Financial Statements, financial information as at and for the year ended March 31, 2024 is derived from the comparative financial information included for Fiscal 2024 in the Fiscal 2025 Audited Standalone Financial Statements for Fiscal 2025. Additionally, please note that unless otherwise stated the financial information for Fiscals 2026 and 2025 are on a consolidated basis, while the financial information for Fiscal 2024 is on a standalone basis. For further information, see “*Financial Information*” beginning on page 73.

The audited consolidated financial statements have been audited by our Statutory Auditors, M/s Singhi & Co., Chartered Accountants, who have been appointed as our Statutory Auditors in accordance with Section 139 of the Companies Act, 2013, and they have issued audit reports dated May 11, 2026 and April 26, 2025, for the Fiscals ended March 31, 2026 and March 31, 2025, respectively, and the audited standalone financial statements have been audited by our Statutory Auditors, M/s Singhi & Co., Chartered Accountants and our Previous Auditors M/s O P Singhanian & Co., who had been previously appointed as statutory auditors of the Company, for the Fiscals ended March 31, 2025 and March 31, 2024, respectively, and they have issued audit reports dated April 26, 2025 and May 12, 2024 for the Fiscals ended March 31, 2025 and March 31, 2024, respectively. For further details, see “*Our Statutory Auditor*” on page 391.

Our Company prepares its financial statements in accordance with Ind AS, Companies Act, 2013 and other applicable statutory and/or regulatory requirements. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including IFRS and U.S. GAAP and the reconciliation of the financial information to other accounting principles has not been provided. No attempt has been made to explain those differences or quantify their impact on the financial data included in this Preliminary Placement Document nor does our Company provide a reconciliation of its financial statements to IFRS or U.S. GAAP. Investors should consult their own advisors regarding such differences and their impact on our Company’s financial data. The degree to which the financial information included in this Preliminary Placement Document will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind AS, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Preliminary Placement Document should accordingly be limited.

Our Statutory Auditors have provided no assurance or services related to any prospective financial information.

Certain figures contained in this Preliminary Placement Document, including financial information, have been subject to rounding off adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Unless otherwise specified, all financial numbers in parenthesis represent negative figures. Further, the figures in the Audited Financial Statements and in this Preliminary Placement Document are presented using the Indian numeration system (with lakhs as the unit).

Figures sourced from third-party industry sources may be expressed in denominations other than lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Preliminary Placement Document in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Non-GAAP financial measures

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA Margin, Net Worth, Return on Net Worth and Return on Equity ('ROE') have been included in this Preliminary Placement Document. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance considering such information, as it relates to our businesses, to be useful measures of our businesses and financial performance. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures are not standardised terms, hence a direct comparison of these non-GAAP Measures between companies may not be possible. Other companies may calculate these non-GAAP measures differently from us, limiting its usefulness as a comparative measure. Although such non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. However, they may not be computed on the basis of any standard methodology that is applicable across our industries and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies in our respective markets and are not measures of operating performance or liquidity defined by Ind AS, in the case of our Company and may not be comparable to similarly titled measures presented by other companies.

These non-GAAP financial measures have limitations as analytical tools. Some of these limitations are: they do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments; they do not reflect changes in, or cash requirements for our working capital needs; although depreciation and amortisation are noncash charges, the assets being depreciated and amortised may change in the future, and these measures do not reflect any cash requirements for such changes; and other companies in our industry may calculate such non-GAAP measures differently than we do, limiting their usefulness as comparative measures. Because of these limitations, such non-GAAP measures should not be considered in isolation or as a substitute for performance measures calculated in accordance with Ind AS. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performances, liquidity, profitability or results of operation. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Preliminary Placement Document for our Company Prospective investors should read this information in conjunction with the financial statements included in "*Financial Information*" on page 73.

INDUSTRY AND MARKET DATA

The statistical information, industry and market data, information regarding our position in the market, and certain industry forecasts, growth rates and other industry data pertaining to our business included in this Preliminary Placement Document relating to the industry in which we operate has been derived from the report titled “Industry Report on Tree-Borne Specialty Fats & Butter” dated June 24, 2026, which is exclusively commissioned and paid for by our Company and prepared by Dun & Bradstreet. Dun & Bradstreet is not related in any manner to our Lead Managers, Company, our Subsidiaries, our Promoters, Directors, Key Managerial Personnel and members of Senior Management.

This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Neither we nor the Lead Managers have independently verified the industry and third-party information therein and do not make any representation regarding the accuracy or completeness of such data. The opinions expressed are not recommendation to buy, sell or hold an instrument. Investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the Lead Managers can assure potential investors as to their accuracy.

The D&B Report is prepared based on information as of specific dates and may no longer be current or reflect current trend. Further, information in the D&B Report might be based on estimates, projections, forecasts and assumptions that may prove to be incorrect.

There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. The extent to which the market and industry data used in this Preliminary Placement Document is meaningful depends solely on the reader’s familiarity with and understanding of the methodologies used in compiling such data. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors. Further, the calculation of certain statistical and/or financial information/ ratios specified in the sections titled “*Our Business*” and “*Risk Factors*” beginning on pages 276 and 33, respectively, and otherwise in this Preliminary Placement Document may vary from the manner such information is calculated under and for purposes of, and as specified in the D&B Report. Data from these sources may also not be comparable. Thus, neither our Company nor the Lead Managers can assure you of the correctness, accuracy and completeness of such data. Accordingly, investment decisions should not be based solely on such information.

Further, D&B has issued the following disclaimer in the D&B Report:

This study has been undertaken through extensive secondary research, which involves compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Dun & Bradstreet (“Dun & Bradstreet”) and its assumptions are based on varying levels of quantitative and qualitative analysis including industry journals, company reports and information in the public domain.

Dun & Bradstreet has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics, and research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

The recipient should conduct its own investigation and analysis of all facts and information contained in this report and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Preliminary Placement Document that are not statements of historical fact constitute 'forward-looking statements'. The prospective investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'goal', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'likely', 'seek to', 'should', 'will', 'will continue', 'will pursue', 'would', or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Preliminary Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Preliminary Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Preliminary Placement Document that are not historical facts. These forward-looking statements contained in this Preliminary Placement Document (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause the actual results, performances and achievements of our Company to be materially different from any of the forward-looking statements include, among others:

1. Our key raw materials are sourced from specific regions in Africa and India, and any disruption affecting the availability or procurement of such raw materials may adversely affect our business;
2. Our raw materials are sourced through decentralised tribal and forest community collection networks and supplied to us by local aggregators, and we do not have formal or long-term contractual arrangements with participants in these networks. Disruptions in these networks may adversely affect the availability of raw materials used in our manufacturing operations;
3. Our ability to access and retain certain customers and markets depends on compliance with applicable certification, quality, sustainability and regulatory requirements, and any adverse developments in relation to such requirements may adversely affect our business;
4. We derive a significant portion of our revenue from a limited number of customers and the loss of one or more such customers could have an adverse effect on our business, results of operations and financial condition; and
5. Our manufacturing operations are concentrated at a single facility at Birkoni, Chhattisgarh, and any disruption at this facility could adversely affect our business.

Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under the sections titled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 33, 290 and 276, respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, any future gains, losses or impact on net income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections. The forward-looking statements contained in this Preliminary Placement Document are based on the beliefs of the management, as well as the assumptions made by, and information currently available to, the management of our Company. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure the prospective investors that such expectations will prove to be correct. Given these uncertainties, the prospective investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Preliminary Placement Document or the respective dates indicated in this Preliminary Placement Document, and our Company or the Lead Managers or their affiliates undertake no obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual

results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. In accordance with the SEBI and Stock Exchanges requirements, our Company and the Lead Managers will ensure that the Shareholders are informed of material developments until the time of the grant of listing and trading permissions by the Stock Exchanges.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited company incorporated under the laws of India. Except Sten Andreas Appel and Krishnadath Bhaggan, members of our Senior Management, all of the Directors, Key Managerial Personnel and Senior Management of our Company named herein are resident citizens of India and a substantial portion of the assets of our Company and of such persons are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce against them judgments of courts outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except:

- a. where the judgment has not been pronounced by a court of competent jurisdiction;
- b. where the judgment has not been given on the merits of the case;
- c. where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable;
- d. where the proceedings in which the judgment was obtained were opposed to natural justice;
- e. where the judgment has been obtained by fraud; and
- f. where the judgment sustains a claim founded on a breach of any law in force in India.

A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code may be enforced either by a fresh suit upon the judgment or by proceedings in execution. Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards, even if such an award is enforceable as a decree or judgement. The execution of a foreign decree under Section 44A of the Civil Procedure Code is also subject to the exception under Section 13 of the Civil Procedure Code as mentioned above.

Each of the United Kingdom, Singapore, United Arab Emirates and Hong Kong, amongst others has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a new suit upon the foreign judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy, and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment.

A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax, pursuant to execution of such judgement, in accordance with applicable laws. We cannot assure that such approval will be forthcoming within a reasonable period of time, or at all or that condition of such approval would be acceptable. Our Company and the Lead Managers cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATES

Fluctuations in the exchange rate between the Indian Rupee and foreign currencies will affect the foreign currency equivalent of the Indian Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Indian Rupees on the Equity Shares.

INR TO USD

The following table sets forth information with respect to the exchange rates between the Indian Rupee and the U.S. dollar (in ₹ per USD) for the periods indicated. No representation is made that any Indian Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

(₹ per US\$)

	Period end ⁽¹⁾	Average ⁽²⁾	High ⁽³⁾	Low ⁽⁴⁾
Fiscal^{(5)*}				
2026	94.65	88.31	94.65	83.86
2025	85.58	84.57	87.59	83.07
2024	83.37	82.79	83.40	81.65
Month ended^{(5)*}				
May 31, 2026	95.38	95.60	96.84	94.44
April 30, 2026	95.24	93.55	95.24	92.56
March 31, 2026	94.65	92.76	94.65	91.45
February 28, 2026	90.95	90.73	91.64	90.40
January 31, 2026	91.90	90.80	91.96	89.89
December 31, 2025	89.92	90.09	91.02	89.55

(Source: www.rbi.org.in and www.fbil.org.in, as applicable)

Notes:

⁽¹⁾ The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods.

⁽²⁾ Average of the official rate for each Working Day of the relevant period.

⁽³⁾ Maximum of the official rate for each Working Day of the relevant period.

⁽⁴⁾ Minimum of the official rate for each Working Day of the relevant period.

⁽⁵⁾ If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

*The RBI reference rates are rounded off to two decimal places

INR TO GBP

The following table sets forth information with respect to the exchange rates between the Indian Rupee and the GBP (in ₹ per GBP). No representation is made that any Indian Rupee amounts could have been, or could be, converted into GBP at any particular rate, the rates stated below, or at all.

(₹ per GBP)

	Period end ⁽¹⁾	Average ⁽²⁾	High ⁽³⁾	Low ⁽⁴⁾
Fiscal^{(5)*}				
2026	125.63	118.44	127.25	109.87
2025	110.74	107.89	112.81	102.88
2024	105.29	104.07	107.64	100.39
Month ended^{(5)*}				
May 31, 2026	128.18	128.96	129.77	128.09
April 30, 2026	128.20	125.78	128.20	122.99
March 31, 2026	125.63	123.83	126.20	122.05
February 28, 2026	122.54	123.34	125.24	122.29
January 31, 2026	126.38	122.73	127.25	120.97
December 31, 2025	121.02	120.51	121.61	118.63

(Source: www.rbi.org.in and www.fbil.org.in, as applicable)

Notes:

⁽¹⁾ The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods.

⁽²⁾ Average of the official rate for each Working Day of the relevant period.

⁽³⁾ Maximum of the official rate for each Working Day of the relevant period.

⁽⁴⁾ Minimum of the official rate for each Working Day of the relevant period.

⁽⁵⁾ If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

*The RBI reference rates are rounded off to two decimal places.

DEFINITIONS AND ABBREVIATIONS

This Preliminary Placement Document uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Preliminary Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalised terms used in this Preliminary Placement Document shall have the meaning as defined hereunder. Further any references to any agreement, document, statute, rules, guidelines, regulations or policies shall include amendments made thereto, from time to time.

The words and expressions used in this Preliminary Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the sections titled “Taxation”, “Industry Overview”, “Financial Information” and “Outstanding Litigation and Legal Proceedings” on pages 382, 290, 73 and 392, respectively, shall have the meaning given to such terms in such sections.

General terms

Term	Description
“our Company” or “the Company” or “the Issuer”	Manorama Industries Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, J.B. Nagar, Mumbai-400059, Maharashtra, India
“we” or “us” or “our” or “group”	Unless the context otherwise indicates, requires or implies: (i) for any period prior to July 22, 2024, is a reference to our Company, on a standalone basis since there were no entities required to be consolidated under Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013; and (ii) for any period on or after July 22, 2024, is a reference to our Company together with our Subsidiaries, on a consolidated basis, as of and for the relevant year covered by the Audited Financial Statements.

Company related terms

Term	Description
“Articles” or “Articles of Association”	Articles of Association of our Company, as amended from time to time
Audit Committee	Audit committee constituted by the Board of our Company as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
Audited Financial Statements	Audited Financial Statements include Fiscal 2026 Audited Consolidated Financial Statements, Fiscal 2025 Audited Consolidated Financial Statements and Fiscal 2024 Audited Standalone Financial Statements
“Board of Directors” or “Board” or “our Board”	The board of directors of our Company or any duly constituted committee thereof
Corporate Office	The corporate office of our Company located at F-6, Anupam Nagar, Raipur – 492007, Chhattisgarh, India.
“Chief Financial Officer” or “CFO”	The chief financial officer of our Company, being Ashok Jain
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Deepak Sharma
Corporate Social Responsibility Committee	The corporate social responsibility committee constituted by our Board of Directors. For details, see “ <i>Board of Directors and Senior Management</i> ” on page 335
Director(s)	The directors on the Board of the Company as may be appointed from time to time
Dividend policy	The dividend distribution policy of the Company approved and adopted by its Board on June 14, 2021
Equity Shares	Equity shares having a face value of ₹ 2 each of our Company
Executive Director(s)	An executive director of the Company appointed as per the Companies Act, 2013 and the SEBI Listing Regulations as at the date of this Preliminary Placement Document as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
Fiscal 2026 Audited Consolidated Financial Statements	Audited consolidated financial statements of the Company as at and for the financial year ended March 31, 2026 comprising the consolidated balance sheet as at March 31, 2026, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year ended March 31, 2026 and notes to the consolidated financial statements, including material accounting policies and other explanatory information prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (the ‘Act’) and other relevant provisions of the Act.
Fiscal 2025 Audited Consolidated Financial Statements	Audited consolidated financial statements of the Company as at and for the financial year ended March 31, 2025 comprising the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement

Term	Description
	of changes in equity and the consolidated statement of cash flows for the financial year ended March 31, 2025 and notes to the consolidated financial statements, including material accounting policies and other explanatory information prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Act and other relevant provisions of the Act.
Fiscal 2025 Audited Standalone Financial Statements	Audited standalone financial statements of the Company as at and for the financial year ended March 31, 2025 comprising the standalone balance sheet as at March 31, 2025, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the financial year ended March 31, 2025 and notes to the standalone financial statements, including material accounting policies and other explanatory information prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Act and other relevant provisions of the Act.
Fiscal 2024 Audited Standalone Financial Statements	Audited standalone financial statements of the Company as at and for the financial year ended March 31, 2024 comprising the standalone balance sheet as at March 31, 2024, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the financial year ended March 31, 2024 and notes to the standalone financial statements, including material accounting policies and other explanatory information prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Act and other relevant provisions of the Act.
Independent Director(s)	A non-executive and independent director of the Company appointed as per the Companies Act, 2013 and the SEBI Listing Regulations as at the date of this Preliminary Placement Document as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
Key Managerial Personnel	Key managerial personnel of our Company, in terms of Section 2(51) of the Act and as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
“Managing Director” or “Chairman and Managing Director”	The Chairman and Managing Director of our Company, being Ashish Ramesh Saraf
Material Subsidiary	Manorama Savanna Ghana Limited, Ghana
“Memorandum” or “Memorandum of Association”	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	Nomination and remuneration committee of our Company as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
Non-executive Director	An non-executive director of the Company appointed as per the Companies Act, 2013 and the SEBI Listing Regulations as at the date of this Preliminary Placement Document as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
Previous Auditors	M/s. O.P. Singhanian & Co. Chartered Accountants (FRN: 002172C)
Promoters	The promoters of our Company namely, Ashish Ramesh Saraf, Vinita Ashish Saraf, Shrey Ashish Saraf and Agastya Saraf
Promoter Group	The individuals and entities constituting the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered Office	Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, J.B. Nagar, Mumbai-400059, Maharashtra, India
Risk Management Committee	Risk management committee of our Board as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
RoC	Registrar of Companies, Mumbai-I, at Mumbai
“Senior Management” or “Senior Management Personnel”	The members of the senior management of our Company in accordance with Regulation 2 (1) (bbbb) of the SEBI ICDR Regulations and as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
Shareholders	Equity shareholders of our Company, from time to time, unless otherwise specified in the context thereof
Stakeholders Relationship Committee	Stakeholders’ Relationship committee of our Board as disclosed in “ <i>Board of Directors and Senior Management</i> ” on page 335
Statutory Auditors	The current statutory auditors of our Company, namely, M/s Singhi & Co., Chartered Accountants (FRN: 302049E)
Subsidiaries	Subsidiaries of the Company, being: (i) Manorama Savanna Limited, Nigeria (ii) Manorama Mena Trading LLC, UAE (iii) Manorama Africa Benin, Benin (iv) Manorama Africa Savanna, Ivory Coast (v) Manorama Burkina SARL, Burkina Faso (vi) Manorama Savanna Ghana Limited, Ghana (vii) Manorama Latin America LTDA, Brazil (viii) Manorama Savanna Togo SARL, Togo (ix) Taang Kaam Industries SA, Burkina Faso

Issue related terms

Term	Description
“Allocated” or “Allocation”	Allocation of Equity Shares, in consultation with the Lead Managers, following the determination of the Issue Price to Eligible QIBs on the basis of Application Forms submitted by them, in compliance with Chapter VI of the SEBI ICDR Regulations
“Allotment” or “Allotted”	Issue and Allotment of Equity Shares pursuant to the Issue
Allottees	Eligible QIBs to whom Equity Shares of our Company are issued pursuant to the Issue
“Application Form(s)” or “Application”	Serially numbered, specifically bid cum application form (including any revisions thereof) which will be submitted by the Eligible QIBs for registering a Bid in the Issue
Bid(s)	Indication of an Eligible QIB’s interest including all revisions and modifications of interest, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term “Bidding” shall be construed accordingly
Bid Amount	The price per Equity Share indicated in the Bid multiplied by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form
Bidder(s)	Any prospective investor being an Eligible QIB, who makes a Bid pursuant to the terms of this Preliminary Placement Document and the Application Form
“CAN” or “Confirmation of Allocation Note”	Note, advice or intimation confirming the Allocation of Equity Shares to Successful Bidders confirming Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price and requesting payment for the entire applicable Issue Price for all the Equity Shares Allocated to Successful Bidders
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about [•]
D&B	Dun & Bradstreet
D&B Report	A report dated June 24, 2026, titled “Industry Report on Tree-Borne Specialty Fats & Butter” prepared by D&B, paid for and exclusively commissioned by our Company
Designated Date	The date of credit of Equity Shares pursuant to the Issue to the Allottees’ demat accounts, as applicable to the relevant Allottees
Eligible FPIs	FPIs under FEMA, the SEBI FPI Regulations and any other applicable law that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible QIBs	QIBs, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations that are eligible to participate in the Issue and are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations. In relation to the Issue, this term shall consist of (i) QIBs which are resident in India; and (ii) Eligible FPIs. However, FVCIs are not permitted to participate in the Issue. Eligible QIBs include QIBs who are outside the United States, to whom Equity Shares are being offered in “offshore transactions”, as defined in, and in reliance on Regulation S and the applicable laws of the jurisdiction where those offers, and sales are made.
Escrow Account	Special non-interest bearing, no-lien, current bank account titled Manorama Industries Limited – QIP Escrow Account, without any cheque or overdraft facilities, opened with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Bid Amount shall be deposited by Eligible QIBs and from which refunds, if any, shall be remitted to unsuccessful Bidders, as set out in the Application Form
Escrow Bank	Axis Bank Limited
Escrow Agreement	Agreement dated June 29, 2026, entered into by and amongst our Company, the Escrow Bank and the Lead Managers for collection of the Bid Amount and remitting refunds, if any, of the amounts collected, to the Bidders
Floor Price	Floor price of ₹ 1,547.18, for each Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount of not more than 5.00% on the Floor Price constituting ₹ [•] per Equity Share, in accordance with the approval of our Board dated March 12, 2026 and the Shareholders on April 19, 2026 by way of a postal ballot in terms of Regulation 176 of the SEBI ICDR Regulations
FPI Master Circular	Master Circular for Foreign Portfolio Investors, Designated Depository Participants and Eligible Foreign Investors, as amended from time to time bearing reference no. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70, dated May 30, 2024
Fraudulent Borrower(s) or Wilful Defaulter(s)	An entity or person categorised as a fraudulent borrower or wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
“Independent Chartered Accountant” or “ICA”	B.B. & Associates, Chartered Accountants (FRN: 023670N)
“Independent Chartered Engineer” or “ICE”	The independent chartered engineer appointed in relation to the Issue, Er. Shreyansh Agrawal bearing membership number AM086382-6.

Term	Description
“Issue” or “Offer”	The offer, issue and Allotment of [•] Equity Shares to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder
Issue Closing Date	[•], the date after which our Company (or Lead Managers on behalf of our Company) shall cease acceptance of Application Forms and the Bid Amount
Issue Opening Date	June 29, 2026, the date on which our Company (or the Lead Managers on behalf of our Company) shall commence acceptance of the Application Forms and the Bid Amount
Issue Period	Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which Eligible QIBs could submit their Bids along with the Bid Amount
Issue Price	A price per Equity Share of ₹ [•]
Issue Size	The Issue of [•] Equity Shares aggregating up to ₹ 50,000 lakhs
“Lead Managers” or “LMs”	Ambit Private Limited and ITI Capital Limited
Monitoring Agency	Crisil Ratings Limited
Monitoring Agency Agreement	Agreement dated June 29, 2026 entered into by and amongst our Company and the Monitoring Agency in relation to the responsibilities and obligations of the Monitoring Agency for monitoring the utilisation of the Issue Proceeds.
Mutual Fund	A mutual fund registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue
Placement Agreement	Placement agreement dated June 29, 2026 entered into by and among our Company and the Lead Managers
Placement Document	Placement document to be issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013 and the rules made thereunder
Preliminary Placement Document	This preliminary placement document along with the Application Form, dated June 29, 2026, issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013 and the rules made thereunder
“QIB” or “Qualified Institutional Buyer”	Qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement under Chapter VI of the SEBI ICDR Regulations and Section 42 and applicable provisions of the Companies Act, 2013 read with the applicable rules of the PAS Rules
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Bid Amount submitted by such Bidder pursuant to the Issue
Refund Intimation	The intimation from our Company to relevant Bidders confirming refund of the Refund Amount, if any, to be refunded to their respective bank accounts on the date of issuance of CAN
Relevant Date	June 29, 2026 which is the date of the meeting in which the Board decided to open the Issue
Stock Exchanges	Together, BSE and NSE
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Bid Amount (along with the Application Amount) and who will be Allocated Equity Shares in the Issue
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorized or obligated by law to remain closed in Mumbai, India.

Business and industry related terms

Term	Description
CARE	Credit Analysis and Research Limited
CB	Cocoa Butter
CBA	Cocoa Butter Alternatives
CBE	Cocoa Butter Equivalent
CBR	Cocoa Butter Replacers
CBS	Cocoa Butter Substitutes
CSR	Corporate Social Responsibility
CTE	Consent to Establish
CTO	Consent to Operate
DSIR	Department of Scientific and Industrial Research
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization
EUDR	EU Regulation on Deforestation-free Products
FIEO	Federation of Indian Export Organisations
FSSC	Food Safety System Certification
GMP	Good Manufacturing Practices
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IOPEPC	Indian Oilseeds and Produce Export Promotion Council
KPI	Key Performance Indicators

Term	Description
MIL	Manorama Industries Limited
Mn	Million
MTPA	Metric Tonnes Per Annum
NDPE	No Deforestation, No Peat and No Exploitation
PAT	Profit after Tax
POS	Palmitic-Oleic-Stearic
POP	Palmitic-Oleic-Palmitic triglyceride
ROCE	Return on Capital Employed
ROE	Return on Equity
SCADA	Supervisory Control and Data Acquisition
SEA	Solvent Extractors Association of India
SOS	Stearic-Oleic-Stearic
TBOs	Tree-Borne Oilseeds
TPA	Tonnes Per Annum
TPD	Tonnes per Day
UNGC	United Nations Global Compact
UN SDG	United Nations Sustainable Development Goals

Conventional and general terms/ abbreviations

Term	Description
₹/Rupees/INR/Rs.	Indian Rupees
AGM	Annual general meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
Asset Turnover (times)	Revenue from operations / Fixed Asset
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
“Civil Procedure Code” or “CPC”	The Code of Civil Procedure, 1908
Companies Act, 1956	The erstwhile Companies Act, 1956 and the rules made thereunder
Companies Act, 2013	The Companies Act, 2013 and the rules made thereunder
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
DIN	Director Identification Number
Demat	Dematerialization
DP/Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade
EBITDA	Profit before tax, adjusted for finance costs and depreciation and amortization expense less other income.
EBITDA Margin	EBITDA divided by revenue from operations.
EGM	Extraordinary general meeting
EPS	Earnings per share
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign direct investment
FDI Policy	Consolidated FDI policy issued by the DPIIT, Ministry of Commerce and Industry, Government of India, with effect from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999 and the regulations issued thereunder, each as amended
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
“Financial Year” or “Fiscal Year(s)” or “Fiscal”	Period of 12 months ended March 31 of that particular year, unless otherwise stated
Form PAS-4	Form PAS-4 as prescribed under the PAS Rules
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations
Fixed Asset	Net block of Property, Plant and Equipment
FVCI	Foreign venture capital investors as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended and registered with SEBI thereunder
FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GBP	Pound Sterling
GDP	Gross domestic product

Term	Description
GoI or Government or Central Government	Government of India, unless otherwise specified
GST	Goods and services tax
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income Tax Act, 1961
Indian GAAP	Generally accepted accounting principles in India
Inventory turnover ratio	Sales / Average inventory
Ind AS	Indian accounting standards as per Companies (Indian Accounting Standards) Rules 2015, notified by the MCA under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013
INR	Indian Rupee
ISIN	International Securities Identification Number
KYC	Know Your Customer
MCA	The Ministry of Corporate Affairs, Government of India
ODI	Overseas derivate instrument
Net Worth	The aggregate value of the paid-up share capital and all reserve created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
PAN	Permanent account number
PAT	Profit After Tax
PAT Margin	PAT divided by Revenue from Operations
PAT Y-o-Y growth (%)	(PAT of current year – PAT of previous year) / PAT of Previous Year
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Return on Net Worth	Net Profit after tax / Average shareholder's Equity
“Return on Equity” or “ROE”	Net profit after tax less preference dividend (if any), divided by closing shareholders' equity.
“Return on Capital Employed” or “ROCE”	EBIT ÷ (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)
Revenue Y-o-Y growth (%)	(Revenue from Operation of current year – Revenue from Operation of previous year) / Revenue from Operation of Previous Year
SCR (SECC) Regulations	The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as amended
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended
SEC	United States Securities and Exchange Commission
SFA	The Securities and Futures Act Chapter 289 of Singapore
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
Total Borrowings	Total borrowings include current borrowings and non-current borrowings
UK	United Kingdom
“U.S.\$” or “U.S. dollar” or “USD”	United States Dollar, the legal currency of the United States of America
“USA” or “U.S.” or “United States”	The United States of America
U.S GAAP	Generally accepted accounting principles in the United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
VCF	Venture capital fund
“Y-o-Y” or “YoY”	Year-over-Year

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Preliminary Placement Document, including the sections titled “*Risk Factors*”, “*Objects of the Issue and Use of Proceeds*”, “*Placement*”, “*Issue Procedure*” and “*Description of the Equity Shares*” on pages 33, 62, 364, 350 and 379, respectively.

Issuer	Manorama Industries Limited
Face Value	₹2 per Equity Share
Floor Price	₹ 1,547.18 per Equity Share, calculated in accordance with Regulation 176 of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. Our Company may offer a discount of up to 5% on the Floor Price in accordance with the approval of the Shareholders of our Company accorded through their special resolution passed by way of postal ballot on April 19, 2026 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Issue Price	₹ [•] per Equity Share (including a premium of ₹ [•] per Equity Share)
Issue Size	Issue of [•] Equity Shares of face value of ₹2 each, at a premium of ₹ [•] each, aggregating up to ₹ 50,000 lakhs. A minimum of 10% of the Issue Size i.e., [•] Equity Shares, was made available for Allocation to Mutual Funds only and the balance [•] Equity Shares was available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription in the portion available for allocation only to Mutual Funds, such undersubscribed/minimum portion or part thereof may be Allotted to other Eligible QIBs.
Date of Board resolution authorizing the Issue	March 12, 2026
Date of Shareholders’ resolution authorizing the Issue	Special resolution of our Shareholders passed on April 19, 2026 by way of a postal ballot.
Eligible Investors	Eligible QIBs to whom this Preliminary Placement Document and the Application Form is circulated and who are eligible to Bid and participate in the Issue. The list of Eligible QIBs to whom this Preliminary Placement Document and Application Form is delivered shall be determined by our Company in consultation with the Lead Managers at their discretion. For further details, see “ <i>Issue Procedure – Qualified Institutional Buyers</i> ”, “ <i>Selling Restrictions</i> ” and “ <i>Transfer Restrictions</i> ” on pages 355, 366 and 373, respectively.
Dividend	See “ <i>Description of the Equity Shares</i> ” and “ <i>Dividends</i> ” on pages 379 and 72, respectively.
Equity Shares issued, subscribed, paid-up and outstanding immediately prior to the Issue	5,97,08,530 Equity Shares of face value of ₹ 2 each, being fully paid-up.
Equity Shares issued, subscribed, paid-up and outstanding immediately after the Issue	[•] Equity Shares
Issue Procedure	The Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, 2013 and all other applicable provisions, read with rules made thereunder and Chapter VI of the SEBI ICDR Regulations. For further details, see “ <i>Issue Procedure</i> ” on page 350.
Listing and trading	Our Company has obtained in-principle approvals each dated June 29, 2026, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations from the Stock Exchanges, for listing of the Equity Shares to be issued pursuant to the Issue. Our Company will make applications to each of the Stock Exchanges after Allotment to obtain final listing and trading approval for the Equity Shares after the Allotment and after the credit of the Equity Shares to the beneficiary account of the Depository Participant, respectively. The trading of the Equity Shares would be in dematerialized form and only in the cash segment of each of the Stock Exchanges.
Lock-up	For details in relation to lock-up, see “ <i>Placement – Lock-up</i> ” on page 364 for a description of restrictions on our Company and Promoters in relation to the Equity Shares.
Proposed Allottees	See “ <i>Proposed Allottees</i> ” on page 399 for names of the proposed Allottees and the percentage of post-Issue capital that may be held by them in our Company.
Transferability restrictions	The Equity Shares to be issued pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the Stock Exchanges. Allotments made to VCFs, and AIFs in this Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. Additional restrictions may apply in certain other jurisdictions. For details in relation to other transfer restrictions, please see “ <i>Selling Restrictions</i> ” and “ <i>Transfer Restrictions</i> ” on pages 366 and 373, respectively.

Objects of the Issue and Use of Proceeds	The proceeds from this Issue aggregates up to ₹ 50,000 lakhs. Subject to compliance with applicable laws, the net proceeds from this Issue, after deducting fees, commissions and estimated expenses relating to this Issue of ₹ [•] lakhs, shall be ₹ [•] lakhs. See “<i>Objects of the Issue and Use of Proceeds</i>” on page 62 for information regarding the use of Net Proceeds from the Issue.	
Risk Factors	See “ <i>Risk Factors</i> ” on page 33 for a discussion of risks you should consider before investing in the Equity Shares issued under the Issue.	
Taxation	Please see the section titled “ <i>Taxation</i> ” on page 382.	
Closing Date	The Allotment of the Equity Shares pursuant to the Issue is expected to be made on or about [•]	
Ranking	The Equity Shares to be issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank <i>pari passu</i> in all respects with the existing Equity Shares of our Company, including in respect of voting rights and dividends. The holders of Equity Shares (who hold Equity Shares as on the applicable record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in Shareholders’ meetings in accordance with the provisions of the Companies Act, 2013. For further details, see “<i>Dividends</i>” and “<i>Description of the Equity Shares</i>” on pages 72 and 379, respectively.	
Voting Rights	See “ <i>Description of the Equity Shares – Voting Rights</i> ” on page 380.	
Security codes for the Equity Shares	ISIN	INE00VM01036
	BSE Scrip Code	541974
	NSE Symbol	MANORAMA

SELECTED FINANCIAL INFORMATION OF THE ISSUER

- The following tables set forth our selected financial information derived from our Audited Financial Statements and should be read together with the more detailed information contained in and “*Financial Information*”, on page 73.

(All amounts stated in ₹ lakhs, unless otherwise stated)

S. N	Particulars	As at and for the fiscal year ended		
		March 31, 2026	March 31, 2025	March 31, 2024
1.	Total Revenue	1,37,709.21	79,184.62	47,023.33
2.	Profit before tax	30,816.19	14,608.40	5,317.15
3.	Profit for the year	22,491.80	10,978.95	4,010.87
4.	Equity share capital	1,194.17	1,191.98	1,191.98
5.	Reserves and surplus (other equity)	67,018.72	44,780.21	32,508.81
6.	Net worth ⁽¹⁾	68,212.89	45,972.19	33,700.79
7.	Basic Earnings per equity share	37.67	18.42	6.73
8.	Diluted Earnings per equity shares	37.66	18.35	6.72
9.	Return on net worth ⁽²⁾	32.97%	23.88%	11.90%
10.	Net Asset Value per share ⁽³⁾	114.24	77.14	56.55

(1) Net Worth is the aggregate value of the paid-up share capital and all reserve created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.

(2) Return on Net worth = Net Profit after tax / Closing shareholder's Equity

(3) Net Asset Value per share = (Total Assets- Total Liabilities) / Number of Equity Shares

- Set forth below are details of our interest coverage ratio in the corresponding years:

(All amounts stated in ₹ lakhs)

Particulars	For the Fiscal Year ended		
	March 31, 2026	March 31, 2025	March 31, 2024
(A) Profit for the year	22,491.80	10,978.95	4,010.87
Add:			
(B) Provision for tax	8,324.39	3,629.45	1,306.28
(C) Depreciation & Amortisation	2,565.15	2,213.39	1,360.82
(D) Finance costs	3,787.24	3,918.74	1,989.41
(E) Earnings before Interest, Tax and Depreciation (A+B+C+D)	37,168.58	20,740.53	8,667.38
Interest Coverage Ratio (no.of times) (E/D)	9.81	5.29	4.36

As certified by Statutory Auditors, by way of their certificate dated June 29, 2026

- There has been no change in accounting policies in the last three financials years, i.e., Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024.

SUMMARY OF BALANCE SHEET AS AT THE FINANCIAL YEARS ENDED MARCH 31, 2026, MARCH 31, 2025 AND MARCH 31, 2024

(₹ in lakhs)			
Particulars	As on March 31, 2026	As on March 31, 2025	As on March 31, 2024
Assets			
Non-current assets			
Property, plant and equipment	19,315.76	17,476.32	12,932.74
Capital work-in-progress	1,821.68	240.38	4,120.56
Right-of-use assets	106.08	139.14	-
Other intangible assets	185.78	-	-
Intangible assets under development	-	229.87	70.71
Financial assets			
Other financial assets	4,810.36	482.80	382.01
Other non-current assets	348.73	745.32	562.82
Total non-current assets	26,588.39	19,313.83	18,068.84
Current assets			
Inventories	72,777.66	55,048.08	38,923.06
Financial assets			
Trade receivables	6,249.13	10,172.82	4,182.06
Cash and cash equivalents	994.05	265.21	41.63
Bank balances other than cash and cash equivalents mentioned above	8,393.39	9,569.35	8,712.41
Other financial assets	66.46	75.16	199.59
Current Tax assets (Net)	-	-	53.43
Other current assets	4,881.65	3,887.73	3,484.79
Total current assets	93,362.34	79,018.36	55,596.97
Total Assets	1,19,950.73	98,332.19	73,665.81
Equity and Liabilities			
Equity			
Equity Share capital	1,194.17	1,191.98	1,191.98
Other equity	67,018.72	44,780.21	32,508.81
Total Equity	68,212.89	45,972.19	33,700.79
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	3,281.24	4,285.39	5,073.53
Lease liabilities	86.65	112.47	-
Provisions	709.94	187.20	104.08
Deferred tax liability, (net)	283.58	352.57	430.06
Other non-current liabilities	53.17	60.50	67.83
Total non-current liabilities	4,414.59	4,998.13	5,675.50
Current liabilities			
Financial liabilities			
Borrowings	32,176.33	43,798.25	29,564.88
Lease liabilities	31.73	33.46	-
Trade payables			
total outstanding dues of micro enterprises and small enterprises; and	8.96	64.39	0.42
total outstanding dues of creditors other than micro enterprises and small enterprises	9,072.91	1,384.32	4,013.17
Other financial liabilities	3,552.24	1,035.91	561.28
Other current liabilities	1,572.64	323.17	133.92
Provisions	42.39	19.02	15.84
Current tax liabilities, (net)	866.04	703.35	-
Total current liabilities	47,323.25	47,361.87	34,289.52
Total Equity and Liabilities	1,19,950.73	98,332.19	73,665.81

**SUMMARY STATEMENT OF PROFIT AND LOSS FOR THE FINANCIAL YEARS ENDED MARCH 31, 2026,
MARCH 31, 2025 AND MARCH 31, 2024**

(₹ in lakhs, unless otherwise specified)

Particulars	For the financial years/period ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Income			
Revenue from operations	1,36,673.89	77,084.19	45,708.01
Other income	1,035.32	2,100.42	1,315.32
Total Revenue	1,37,709.21	79,184.61	47,023.33
Expenditure			
a) Cost of materials consumed	87,633.72	37,352.20	33,079.67
b) Changes in inventories of finished goods, by-products and stock-in-trade	(14,298.87)	2,415.36	(8,058.61)
c) Employee benefits expense	7,230.93	4,999.21	1,952.54
d) Finance costs	3,787.24	3,918.74	1,989.41
e) Depreciation and amortisation expense	2,565.15	2,213.39	1,360.82
f) Other expenses	19,974.84	13,677.32	11,382.35
Total expenses	1,06,893.02	64,576.21	41,706.18
Profit before tax	30,816.19	14,608.40	5,317.15
Tax expense			
-Current tax	8,333.66	3,703.26	1,348.77
-Deferred tax	(9.26)	(73.81)	(42.49)
Total income tax expense	8,324.39	3,629.45	1,306.28
Profit (Loss) for the period	22,491.80	10,978.95	4,010.87
Other comprehensive income (OCI)			
(i) Items that will not be reclassified subsequently to profit or loss			
Re-measurement gain/(loss) on defined benefit plans	(237.28)	(14.65)	(3.24)
Income tax relating to items that will not be reclassified to profit or loss	59.72	3.69	0.94
Total other comprehensive income for the period, net of taxes	(177.56)	(10.96)	(2.30)
Total comprehensive income for the period	22,314.23	10,967.99	4,008.57
Net profit/loss attributable to:			
(a) Owners of the Company	22,491.80	10,978.95	-
(b) Non Controlling Interest	-	-	-
Total Comprehensive Income Attributable to			
(a) Owners of the Company	22,314.23	10,967.99	-
(b) Non Controlling Interest	-	-	-
Earnings per share (Face value of Rs. 2 each)			
(a) Basic (Rs)	37.67	18.42	6.73
(b) Diluted (Rs)	37.66	18.35	6.72

**SUMMARY STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEARS ENDED MARCH 31, 2026,
MARCH 31, 2025 AND MARCH 31, 2024**

(₹ in lakhs)

Particulars	For the financial years ended		
	March 31, 2026	March 31, 2025	March 31, 2024
Profit before tax	30,816.19	14,608.40	5,317.15
Net cash flows generated from/(used in) operating activities (A)	25,041.77	(5,689.74)	(15,349.52)
Net cash flows from/(used in) investing activities (B)	(7,822.56)	(3,363.60)	(6,208.78)
Net cash flows from/(used in) financing activities (C)	(16,490.38)	9,276.92	21,411.66
Net (decrease) / increase in cash and cash equivalents (A + B + C)	728.84	223.58	(146.64)
Cash and cash equivalents at the end of the year (closing)	994.05	265.21	41.63

RELATED PARTY TRANSACTIONS

For details of the related party transactions of our Company during (i) Fiscal 2026; (ii) Fiscal 2025; and (iii) Fiscal 2024, as per the requirements under IND AS 24 “*Related Party Disclosures*”, as applicable and specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules 2015, as amended and as reported see “*Financial Information*” on page 73.

RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Preliminary Placement Document, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or the industry we propose to operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also in future adversely affect our business, results of operations, cash flows and financial condition. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, results of operations and financial condition could suffer, the trading price of and the value of your investment in our Equity Shares could decline and you may lose all or part of your investment.

In making an investment decision, you must rely on your own examination of us and our business and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. You should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year. Unless otherwise stated or unless the context requires otherwise, the financial information contained in this Preliminary Placement Document, as at and for the year ended March 31, 2026 is derived from the Fiscal 2026 Audited Consolidated Financial Statements, financial information as at and for the year ended March 31, 2025 is derived from the comparative financial information included for Fiscal 2025 in Fiscal 2026 Audited Consolidated Financial Statements, financial information as at and for the year ended March 31, 2024 is derived from the comparative financial information included for Fiscal 2024 in the Fiscal 2025 Audited Standalone Financial Statements. Additionally, please note that unless otherwise stated the financial information for Fiscals 2026 and 2025 are on a consolidated basis, while the financial information for Fiscal 2024 is on a standalone basis. For further information, see “Financial Information” and “Presentation of Financial and Other Information” on pages 73 and 12, respectively.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Report on Tree-Borne Specialty Fats & Butter” dated June 24, 2026, (the “D&B Report”) prepared and issued by Dun and Bradstreet and commissioned and paid for by our Company in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

INTERNAL RISK FACTORS

- 1. Our key raw materials are sourced from specific regions in Africa and India, and any disruption affecting the availability or procurement of such raw materials may adversely affect our business.**

Our operations depend on the continued availability of certain exotic tree-borne oilseeds and nuts, including sal seeds, kokum seeds, mowrah seeds, mango kernels and shea nuts, which are the principal raw materials used in the manufacture of our products. Accordingly, any disruption affecting the availability, quality, collection, transportation or procurement of such raw materials may adversely affect our production schedules, margins, working capital requirements and ability to meet customer demand.

Set out below are details of our raw material purchases for the years indicated:

(in ₹ lakhs only, except for percentages)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Total raw materials procured	Percentage of total raw materials procured	Total raw materials procured	Percentage of total raw materials procured	Total raw materials procured	Percentage of total raw materials procured
Seed procurement	55,846.82	61.49%	47,236.17	84.56%	45,171.44	94.06%
- Seed procurement (imported)	47,664.58	52.48%	37,359.00	66.88%	27,680.32	57.64%
- Seed procurement (indigenous)	8,182.24	9.01%	9,877.17	17.68%	17,491.12	36.42%
Chemicals	1,481.79	1.63%	1,065.24	1.91%	711.92	1.48%
Other Raw Material ^	33,496.87	36.88%	7,558.78	13.53%	2,140.93	4.46%
Total Raw Material Procurement	90,825.48	100.00%	55,860.19	100.00%	48,024.29	100.00%

^ Other Raw Materials include Palm Mid Fraction (PMF), Crude Shea Butter, etc.

As indicated above, a substantial portion of our raw material procurement comprises seed procurement. Imported seed procurement disclosed in the table above comprises shea nuts, which constitute a key raw material used in the manufacture of our specialty fats. Shea nuts are naturally occurring and sourced from within the African shea belt spanning parts of West and Central Africa, including from countries such as Ghana, Togo, Benin, Nigeria, Ivory Coast and Burkina Faso. Depending on commercial and logistical considerations, such raw materials may be procured through a combination of direct sourcing arrangements and trading intermediaries across multiple jurisdictions prior to being supplied to our manufacturing facility in India. Sal seeds, mango kernels, kokum seeds and mowrah seeds are primarily sourced from forest regions across India, including Chhattisgarh, Madhya Pradesh, Maharashtra, West Bengal, Odisha and Jharkhand. Accordingly, our operations are exposed to risks associated with conditions prevailing in these sourcing regions.

In particular, the procurement of shea nuts and certain other oilseeds from Africa requires the use of international maritime logistics for inbound shipments. Geopolitical tensions affecting key maritime trade corridors, including the Red Sea and certain Middle Eastern shipping routes, have in recent periods resulted in rerouting of vessels, extended transit times and higher freight and insurance costs, including war-risk premiums, across global shipping markets. Such developments may increase the landed cost of Africa-origin raw materials and extend procurement cycles.

These disruptions may also lead to shipment delays, higher logistics costs and increased working capital requirements for our Company. The impact of such disruptions may be amplified in supply chains involving seasonal and fragmented collection networks, such as those associated with our key raw materials, where delays in transportation or shipment scheduling may affect the timely availability of raw materials during procurement windows.

In addition, our raw material supply chain is subject to various operational, environmental and market risks, including:

- **adverse collection conditions and environmental factors**, including rainfall variability, temperature fluctuations, forest ecology changes and other climatic conditions that may affect the collection, availability and quality of tree-borne oilseeds;
- **changes in forest access policies or local governance frameworks**, including restrictions relating to forest access permissions or regulatory measures affecting the collection or movement of such raw materials;
- **price volatility and procurement costs**, including fluctuations in the prices of such raw materials and increases in procurement costs, particularly if we are unable to pass on such increases to our customers in a timely manner, which may adversely affect our margins and results of operations.

While we have historically sourced these inputs through multiple aggregators across these geographies and have not experienced any material disruption in the availability of such raw materials during Fiscals 2026, 2025 and 2024, there can be no assurance that our raw material supply chain will continue to maintain historical levels of availability, quality and consistency.

Any interruption in supply, including any unanticipated outage, shutdown or suspension in the production, collection or movement of sal, kokum and mowrah seeds, mango kernels or shea nuts, could adversely affect our business, financial condition, results of operations and cash flows.

2. Our raw materials are sourced through decentralised tribal and forest community collection networks and supplied to us by local aggregators, and we do not have formal or long-term contractual arrangements with participants in these networks. Disruptions in these networks may adversely affect the availability of raw materials used in our manufacturing operations.

We procure our raw materials through decentralised collection networks involving tribal communities, collection agents and local aggregators in forest regions. These sourcing networks are geographically dispersed across numerous villages and collection points and operate within local governance structures and forest access frameworks.

Raw materials collected through these networks are typically supplied to us by local collection agents and aggregators on a transactional basis. We do not have formal or long-term contractual arrangements with the local collection agents and aggregators involved in these sourcing networks. As a result, we do not have assured access to specified quantities of raw materials, and such suppliers may choose to sell their produce to competing buyers offering more favourable commercial terms.

Further due to the decentralised and informal nature of these networks, we are also subject to various operational, social, regulatory and environmental factors that may affect the timely availability, quality and cost of raw materials required for our manufacturing operations, including:

- **Operational and safety risks associated with collection activities:** Collection activities are typically carried out by tribal women and families in remote forest areas and may involve travel over long distances under physically demanding conditions, including difficult terrain, exposure to wildlife, extreme weather conditions and limited access to medical facilities. Any disruption to community participation in collection activities due to safety concerns, social tensions or other local factors may reduce the availability of collection labour and affect procurement volumes.

- **Informal nature of community-based collection networks:** The informal nature of these community-based collection networks means that collectors are generally not engaged under formal employment arrangements, and collection activities may not involve formal insurance coverage, safety equipment or medical protocols. In addition, local festivals, wage migration to urban areas or generational shifts in livelihood preferences among younger community members may affect the availability of collectors during peak collecting seasons. Intra-community disputes relating to collection territories or payment arrangements with aggregators may also affect collection volumes.

- **Logistics and infrastructure constraints in remote sourcing regions:** Sourcing from remote forest regions may be affected by logistical constraints and infrastructure limitations. Dependence on rain-fed forest roads, limited storage facilities at collection points and gaps in mobile connectivity may result in transportation delays, moisture damage during monsoon transit and quality deterioration during the movement of raw materials from collection areas.

While we have not experienced any material disruption in the availability of our raw materials arising from disruptions in these collection networks during the Fiscals 2026, 2025 and 2024, there can be no assurance that such disruptions will not occur in the future.

Any disruption in these decentralised collection networks could adversely affect the availability, quality or cost of key raw materials, which in turn could affect our production continuity, cost structure, financial condition and results of operations.

3. Our ability to access and retain certain customers and markets depends on compliance with applicable certification, quality, sustainability and regulatory requirements, and any adverse developments in relation to such requirements may adversely affect our business.

Our operations require us to maintain various food safety, quality management and sustainability certifications and to undergo periodic audits by certification bodies and key customers. These include certifications such as FSSC 22000, ISO 9001, ISO 14001, ISO 45001, FSSAI, Organic, Fairtrade, Fair for Life, HALAL, Kosher and RSPO SCC certifications. We are also an assessed and complied member of SEDEX SMETA 4 Pillar and have obtained an EcoVadis Committed Badge. Such certifications and assessments are often necessary for customer qualifications and supply continuity.

Any suspension, withdrawal or failure to renew such certifications, or any adverse audit findings or significant non-compliances, could restrict our ability to supply certain products or customers and adversely affect our reputation, business, results of operations and financial condition. While we have not faced any suspensions, non-renewals, rejections or non-compliances relating to such certifications during Fiscals 2026, 2025 and 2024, there can be no

assurance that we will always be able to maintain all such certifications or meet evolving customer and regulatory requirements on acceptable commercial terms. For instance, as on the date of this Preliminary Placement Document, certain of our certifications are pending renewals such as the ISO 9001, ISO 14001 certifications for our facility, while we make the renewal applications for such certifications on a routine basis, there can be no guarantee that we will obtain timely renewal of such certifications, which could affect our existing customer relationships.

Further, evolving regulatory and ESG expectations, including around deforestation-free supply chains, traceability of forest-derived inputs and enhanced food safety norms, may require additional investment in systems, documentation and verification. There can be no assurance that we will always be able to meet emerging certification on commercially acceptable terms, or that any adverse findings will not materially affect our reputation, market access and financial performance.

In addition to certification and audit requirements applicable to our manufacturing operations, the demand for certain of our products is influenced by the regulatory framework governing the use of our speciality fat products in various end products across various jurisdictions.

The permissible use of specialty fats, including CBEs is regulated by food safety standards in India and other jurisdictions. If regulators in India or export markets impose stricter requirements or otherwise restrict the use of CBEs or specific raw material sources, customers may be required to reduce CBE usage or reformulate their products, which could adversely affect demand for our offerings.

For instance, amendments to the Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011 notified in May 2017, and effective from January 1, 2018 permit the use of cocoa butter equivalents in chocolate products in India up to 5% of the finished product, subject to such CBEs being (i) derived from specified non-lauric vegetable fats; (ii) miscible in any proportion with cocoa butter; and (iii) obtained by the process of refining and / or fractionation.

Increased regulatory focus on ingredient transparency, nutritional profiles, health claims, sustainability considerations and traceability of raw materials may also result in additional disclosure requirements, compliance obligations or restrictions affecting specialty fats and cocoa butter alternatives. Any changes to the applicable regulatory framework, customer qualification standards, certification requirements or market acceptance of such products could adversely affect our ability to supply certain customers and markets.

While we have not experienced any material adverse demand impact arising from regulatory restrictions or changes relating to our products during Fiscals 2026, 2025 and 2024, there can be no assurance that the regulatory framework governing CBEs and specialty fats in India or export markets will remain stable or that future regulatory changes will not adversely affect our business, results of operations and financial condition.

4. We derive a significant portion of our revenue from a limited number of customers and the loss of one or more such customers could have an adverse effect on our business, results of operations and financial condition.

Our revenue from the operations from our top five and top ten customers for Fiscals 2026, 2025 and 2024 are as set out in the table below.

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
	(₹ lakhs)	(%)	(₹ lakhs)	(%)	(₹ lakhs)	(%)
Top five customers	75,394.31	55.34%	25,558.61	33.32%	17,257.69	37.87%
Top ten customers	94,906.92	69.66%	38,132.66	49.71%	24,330.63	53.38%

Our top customers contribute a significant portion of our revenues and customer relationships in our business are characterised by qualification cycles, co-developed formulations and plant-level trials, which create high switching barriers but also increase our dependence on continued approval and relationship stability with key customer accounts. While we have not experienced any material loss of key customers during Fiscals 2026, 2025 and 2024, there can be no assurance that we will be able to significantly reduce customer concentration in the future.

The loss of such few key customers whether due to loss of contracts or failure to negotiate acceptable terms in contract renewal negotiations, disputes with customers, adverse change in the financial condition of such customers, possible bankruptcy or liquidation or other financial hardship, merger or decline in their sales, reduced or delayed customer requirements, plant shutdowns, labour strikes or other work stoppages or emergence of new competing suppliers could adversely affect our revenues, profitability and cash flows.

Further, there can be no assurance that we will retain existing customer relationships or maintain current levels of business with such customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. For instance, such customers may seek set-off rights, indemnification obligations or other contractual protections, or may replace existing products with alternative products that we do not supply.

Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies reductions in outsourcing of products supplied by us, customer preference for competing suppliers, changes in inventory management practices, fluctuations in market demand, pricing trends or shifts in customer preferences. Any reduction in the volume of business from key customers or lack of commercial success of products incorporating our specialty fats could adversely affect our sales and profitability.

We are also exposed to payment delays and/or defaults by our major customers, and our financial position and financial performance are dependent on the creditworthiness of our customers. While we have not experienced any significant delays, in the clearing dues from our customers over the last three fiscal years, there is no guarantee that all or any of our customers will honour their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

While we seek to diversify our customer base and grow categories such as bakery and cosmetics alongside chocolate and confectionaries, there can be no assurance that we will be able to significantly reduce customer concentration in the near term, or that we will be able to offset any loss of business from key customers by obtaining new customers on comparable terms and within comparable timeframes.

The occurrence of any of the foregoing events could have an adverse effect on our financial performance, profitability and result of operations.

5. Our manufacturing operations are concentrated at a single facility at Birkoni, Chhattisgarh, and any disruption at this facility could adversely affect our business.

We are dependent on the successful operation of our integrated manufacturing facility located at Birkoni, Chhattisgarh, which houses all our key processes including seed milling, solvent extraction, refining, fractionation, interesterification, blending and packing. This complex process integrates multiple processing lines and utilities, with seed input and finished product capacities that underpin our current and planned sales volumes.

Since a substantial portion of our production activities is carried out at this single manufacturing location, any breakdown, shutdown or interruption at the Birkoni facility due to fire, natural disaster, equipment failure, utilities outage, labour unrest, regulatory action, environmental incident or other unforeseen events could materially affect our ability to manufacture and supply products.

While we operate the facility with routine preventive maintenance and have not experienced any unplanned breakdown or shutdown that has materially affected production or financial performance during Fiscals 2026, 2025 and 2024, there can be no assurance that such disruptions will not occur in the future.

Although we maintain insurance coverage, redundancy in certain utilities and follow preventive maintenance and safety protocols, we may not be able to fully mitigate the operational, financial and reputational impact of a major incident at this single manufacturing site. Any prolonged shutdown or material underperformance of the Birkoni facility could result in loss of revenue, inability to meet customer demand, contractual penalties, customer attrition and increased costs, which could adversely affect our business, financial condition, cash flows and results of operations.

6. The seasonal availability of our key raw materials may affect procurement planning, raw material prices, inventory levels and working capital requirements.

The key raw materials used in our products, including shea nuts, sal seeds, mango kernels, kokum seeds and mowrah seeds, are tree-borne oilseeds that are collected during specific collection seasons that typically occur only once each year and vary depending on geography and crop cycles. As a result, our procurement activities are concentrated during limited collection windows and are dependent on the timely collection and aggregation of such raw materials.

The following table sets out the typical procurement geographies and collection periods for certain key raw materials used in our products:

Seeds	Procurement Regions	Collection Period
Sal	India	May – June
Mango	India	May – July
Phulwara	India	June – July
Dhupa	India	July – August
Kokum	India	November – December
Shea	West Africa	August – November/December
Mowrah	India	April-June

Source: D&B Report

Since these raw materials are collected only during limited periods of the year, our sourcing operations may be affected by several factors during peak collection periods, including:

- adverse weather conditions affecting collection volumes during collecting seasons;
- logistical disruptions or transportation delays in remote sourcing regions during peak collection periods;
- increased competition from other processors procuring similar raw materials during harvest seasons, which may increase procurement prices; and
- any disruption during the harvesting window, which may limit procurement opportunities until the next harvesting cycle.

In order to ensure continuity of production throughout the year, we typically procure significant quantities of raw materials during harvesting seasons and store them for processing and use in subsequent months. As collection of certain tree-borne oilseeds occurs only once annually within relatively short collection windows, we are required to accumulate inventory during these periods in order to support our production requirements throughout the year and maintain reliable supply to our customers.

Accordingly, our inventory levels may be elevated during certain periods as we build stock of raw materials procured during harvesting seasons for processing and use in subsequent months. These procurement patterns may result in extended inventory holding periods compared to companies operating in industries where raw materials can be sourced throughout the year.

Details of our inventory holding levels as on March 31, 2026, March 31, 2025 and March 31, 2024 on a standalone basis is set out in the table below:

S. No.	Particulars	Number of days as at		
		March 31, 2026	March 31, 2025	March 31, 2024
		(Actual)		
1.	Inventories ⁽¹⁾	191	260	311

(1) Inventory days is calculated as closing inventory held at the end of the year divided by revenue from operations over 365 days

The seasonal procurement cycle may also thereby increase our working capital requirements and expose us to risks associated with long-term storage and preservation of raw materials, including deterioration in quality due to moisture exposure, pest infestation, oxidation, storage losses and fluctuations in raw material prices during the storage period. In addition, higher inventory levels may increase our financing costs and expose us to risks associated with inventory management and storage infrastructure.

Further, if we inaccurately estimate procurement requirements or customer demand during collection seasons, we may procure either insufficient or excess quantities of raw materials. Under-procurement may affect our ability to meet customer demand or maintain production schedules, while over-procurement may result in higher storage costs, increased working capital utilisation and potential losses arising from deterioration in the quality of stored raw materials.

While we have not experienced any material disruption in our procurement activities or production operations due to the seasonal availability of raw materials during Fiscals 2026, 2025 and 2024, there can be no assurance that such disruptions will not occur in the future.

Any inability to effectively manage seasonal procurement cycles and inventory levels could adversely affect our operations, financial condition, cash flows and results of operations.

7. Our business requires significant working capital and any inability to secure adequate working capital financing on acceptable terms may adversely affect our operations.

Our working capital requirements have increased in recent periods primarily due to growth in the scale of our operations and the corresponding increase in inventory, receivables and other working capital balances. Given the nature of our business, a significant portion of our funds remains deployed in working capital assets, and our ability to sustain operations and growth depends on the continued availability of adequate working capital financing and liquidity.

Details of our current assets, current liabilities and net working capital requirements on a standalone basis as at March 31, 2026, March 31, 2025 and March 31, 2024 are set out below:

(₹ in lakhs)

S. No.	Particulars	As at		
		March 31, 2026	March 31, 2025	March 31, 2024
I.	Current Assets			
	Inventories	71,040.28	54,904.27	38,923.06
	Trade Receivables	5,626.69	10,172.82	4,182.06
	Other current assets including other financial assets	6,710.38	4,456.79	3,737.81
	Total current assets (A)	83,377.35	69,533.88	46,842.93
II.	Current Liabilities			
	Trade payables	7,973.96	1,430.76	4,013.59
	Other current liabilities including other financial liabilities and provisions	5,996.35	2,050.02	711.04
	Total current liabilities (B)	13,970.31	3,480.78	4,724.63
III.	Net Working Capital Requirement (A-B)	69,407.04	66,053.10	42,118.30

As certified by the Independent Chartered Accountant by certificate dated June 29, 2026.

Notes: Net working capital requirement = Current Assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) – Current Liabilities (excluding current borrowings and lease liabilities).

Our working capital cycle may also result in negative cash flows from operating activities in certain periods. Cash outflows associated with procurement, inventory holding and operating expenses may arise prior to the receipt of cash from customers, particularly where business volumes increase, inventory levels rise or collection cycles are extended. As a result, temporary mismatches between cash inflows and cash outflows may occur and could place pressure on liquidity and working capital resources.

For instance, we have recorded negative cash flows from operating activities in the past. Our cash flows from operating activities for the relevant periods were as follows:

		(₹ in lakhs)
Period	Cash Flow from Operating Activities	
Fiscal 2026	25,041.77	
Fiscal 2025	(5,689.74)	
Fiscal 2024	(15,349.52)	

While such fluctuations arise primarily from the seasonal nature of raw material procurement and the working capital requirements of our business, there can be no assurance that we will not continue to experience negative cash flows from operating activities in the future.

In addition, during periods of capacity expansion, commissioning of new facilities or ramp-up of processing lines, our capital expenditure commitments and working capital requirements may increase simultaneously. Delays in project commissioning, slower-than-expected demand realisation or extended customer qualification timelines may defer the generation of anticipated revenues and operating cash flows from such investments and place additional pressure on liquidity.

Prolonged or significant negative operating cash flows could adversely affect our liquidity position, restrict our ability to fund day-to-day operations, meet working capital requirements or pursue growth opportunities.

8. A substantial portion of the Net Proceeds from the Issue will be utilised towards funding our working capital requirements, and if our actual working capital requirements differ from our estimates or if we are unable

to obtain additional financing when required, our business, financial condition and results of operations may be adversely affected.

We intend to utilise a substantial portion of the Net Proceeds from the Issue towards funding the working capital requirements of our Company. Basis management estimates, we propose to utilise up to ₹ 40,000 lakhs from the Net Proceeds to fund a portion of our working capital requirements in Fiscal 2027. Our Board, pursuant to its resolution dated June 29, 2026, has taken note of the proposed utilisation of Net Proceeds towards working capital requirements. For further details, see “*Objects of the Issue and Use of Proceeds*” on page 62.

The actual amount of working capital required by our Company may differ from our estimates as a result of various factors, including changes in inventory holding levels, fluctuations in raw material prices, variations in procurement patterns, changes in customer demand, variations in credit terms with customers or suppliers, delays in collections, changes in operating cycles, capacity expansion requirements, macroeconomic conditions or unforeseen expenses.

In addition, while a portion of the working capital requirements is proposed to be funded from the Net Proceeds, the balance working capital requirements will continue to be met through internal accruals and borrowings under existing or additional working capital facilities from banks, financial institutions and non-banking financial companies. If we are unable to secure such financing on acceptable terms, or at all, our ability to fund our operations and growth initiatives may be adversely affected.

Further, if we choose to raise additional capital in the future to meet our working capital requirements through the issuance of equity or equity-linked securities, it may result in dilution of the shareholding of our existing shareholders.

Any inability to accurately estimate our working capital requirements or obtain adequate financing on commercially acceptable terms could adversely affect our liquidity, operations, cash flows and financial condition.

9. A substantial portion of our revenues is derived from exports and accordingly we are exposed to risks associated with international operations.

Our revenue from exports for Fiscals 2026, 2025 and 2024 is set out in the table below.

Particulars	Fiscal 2026 (Consolidated)		Fiscal 2025 (Consolidated)		Fiscal 2024 (Standalone)	
	Amount	Percentage of revenue from Export operations	Amount	Percentage of revenue from Export operations	Amount	Percentage of revenue from Export operations
	(₹ lakh)	(%)	(₹ lakh)	(%)	(₹ lakh)	(%)
Argentina	-	-	47.91	0.09%	-	-
Armenia	738.38	0.96%	136.17	0.24%	-	-
Australia	302.6	0.39%	44.58	0.08%	11.04	0.04%
Bahrain	596.48	0.77%	306.91	0.55%	-	-
Brazil	1,365.48	1.77%	798.93	1.43%	-165.87	-0.63%
Canada	78.53	0.10%	70.69	0.13%	32.94	0.13%
China	128.16	0.17%	7.71	0.01%	4.53	0.02%
Colombia	0.81	0.00%	0.19	0.00%	-	-
Cyprus	-	-	-	-	78.44	0.30%
Denmark	28,551.01	36.94%	-	-	-	-
Egypt	82.06	0.11%	852.17	1.52%	-	-
France	193.01	0.25%	112.18	0.20%	153.53	0.59%
Germany	224.6	0.29%	21.05	0.04%	1,797.17	6.88%
Greece	0.34	0.00%	-	-	-	-

Particulars	Fiscal 2026 (Consolidated)		Fiscal 2025 (Consolidated)		Fiscal 2024 (Standalone)	
	Amount	Percentage of revenue from Export operations	Amount	Percentage of revenue from Export operations	Amount	Percentage of revenue from Export operations
	(₹ lakh)	(%)	(₹ lakh)	(%)	(₹ lakh)	(%)
Indonesia	20.06	0.03%	-	-	-	-
Israel	488.04	0.63%	-	-	-	-
Italy	7,530.27	9.74%	5,123.71	9.16%	847.29	3.24%
Japan	3,332.32	4.31%	4.92	0.01%	517.48	1.98%
Jordan	640.95	0.83%	269.16	0.48%	164.83	0.63%
Lebanon	-	-	238.21	0.43%	-	-
Lithuania	1,044.97	1.35%	3,734.74	6.68%	-	-
Malaysia	3,946.68	5.11%	11,646.51	20.82%	6,934.32	26.55%
Mexico	63.64	0.08%	-	-	-	-
Netherlands	3,315.25	4.29%	738.29	1.32%	366.9	1.40%
Oman	1.25	0.00%	0.23	0.00%	-	-
Poland	284.81	0.37%	240.51	0.43%	-	-
Russia	13,392.76	17.33%	12,022.72	21.49%	9,259.52	35.45%
Saudi Arabia	-	0.00%	283.11	0.51%	143.36	0.55%
Singapore	6.45	0.01%	754.69	1.35%	1,704.57	6.53%
South Africa	87.37	0.11%	-	-	-	-
South Korea	8.39	0.01%	39.83	0.07%	25.07	0.10%
Spain	316.61	0.41%	3,853.97	6.89%	596.77	2.28%
Sri Lanka	54.61	0.07%	13.77	0.02%	-	-
Switzerland	1.04	0.00%	-	-	-	-
Turkey	7,445.30	9.63%	7,766.45	13.89%	649.24	2.49%
UAE	336.05	0.43%	4,151.90	7.42%	1,146.39	4.39%
Ukraine	127.89	0.17%	-	-	-	-
United Kingdom	178.26	0.23%	543.42	0.97%	880.88	3.37%
Uruguay	-	-	0	0.00%	-	-
USA	2,405.50	3.11%	2,108.11	3.77%	974.06	3.73%
Total	77,289.93	100%	55,932.74	100%	26,122.46	100%

Note - Revenue from operations is derived excluding export incentive and duty drawbacks.

Our international operations expose us to various risks associated with cross-border trade, including changes in trade policies, tariffs, non-tariff barriers, sanctions, customs procedures, product standards and regulatory requirements in destination markets. In addition, geopolitical developments, logistics disruptions, port congestion or changes in shipping regulations may affect our ability to export products in a timely and cost-effective manner.

We are also exposed to country-specific regulatory and commercial risks, including changes in import duties, product labelling requirements, food safety regulations, environmental standards and local compliance frameworks applicable to our products. Any adverse changes in such regulations or standards may require us to modify our products, incur additional compliance costs or restrict our ability to serve certain markets.

Further, economic downturns, currency volatility, political instability or changes in consumer demand in key export markets may reduce demand for our products or affect customer purchasing patterns. If we are unable to respond to such developments in a timely and cost-effective manner, our export volumes, realizations and overall financial performance may be adversely affected.

10. Our specialty fat products require specific formulation and processing capabilities to achieve functional characteristics such as melting profile, stability and compatibility with customer formulations. Any inability to maintain these capabilities or adapt formulations to evolving customer requirements may affect demand for our products.

Our products are used as functional ingredients across multiple end-use applications where customers require specific attributes such as solid-fat content at different temperatures, melting profile, bloom stability, crystallization behavior and compatibility with cocoa butter or other fats. These properties depend on our ability to design formulations, control fractionation and interesterification processes and maintain consistent quality parameters across batches. For further details regarding our products and their applications, see “*Our Business – Competitive Strengths – Multi-product specialty fats platform enabling value realisation across the entire processing chain*” on page 280.

Our formulation and product development capabilities are supported by our research and development (“R&D”) initiatives and process optimization activities.

Customer requirements may evolve over time due to regulatory changes, clean-label trends, reformulation initiatives or shifts in end-consumer preferences. If we are unable to develop new formulations or modify existing ones in a timely and cost-effective manner in response to such changes, customers may reduce their dependence on our products, switch to alternate suppliers or adopt substitute technologies, which could adversely affect our business, results of operations and financial condition.

Loss of key technical personnel, failure to appropriately scale new formulations, equipment breakdowns affecting critical unit processes (such as deodorisation or fractionation), or inability to adapt formulations to new regulatory limits relating to our products could result in product performance shortfalls, failed trials, increased reformulation cycles or customer attrition.

While there has not been any material disruption to our formulation, processing or research and development capabilities during Fiscals 2026, 2025 and 2024, there can be no assurance that such disruptions will not occur in the future.

11. Adverse climatic conditions, climate change, ecological changes or policy interventions affecting forest ecosystems in India or the African shea belt may impact the availability, quality or cost of key raw materials used in our specialty fats.

The tree-borne seeds and nuts used in our products are sourced from forest ecosystems which are sensitive to climatic variables such as rainfall patterns, temperature fluctuations, drought frequency and extreme weather events.

Climate change may further increase the frequency and intensity of such climatic variations, potentially affecting flowering cycles, fruiting patterns and the long-term productivity of certain tree species. Environmental factors unique to forest-based collection may also affect the long-term availability of such raw materials, including depletion of seed-bearing trees due to forest fires, disease outbreaks affecting specific tree species and competing uses of such seeds for local consumption, fuel or animal fodder.

In addition, policy interventions focused on conservation, biodiversity protection or land-use change could alter collection practices, restrict commercial collection or impose additional compliance requirements on value chain participants. For instance, certain jurisdictions within the West African shea belt have from time to time considered or introduced policy measures aimed at encouraging domestic processing and value addition of shea nuts prior to export, which may alter established trade flows or require participants in the shea value chain to modify their sourcing arrangements.

While we have not experienced any material disruption in the availability of our key raw materials due to such climatic factors, ecological changes or policy interventions during Fiscals 2026, 2025 and 2024, there can be no assurance that such events will not occur in the future. If we are unable to adapt our sourcing strategy, diversify raw material sources or pass on higher costs, our ability to maintain margins and supply reliability could be adversely affected.

12. We have undertaken capacity expansion in recent periods and may continue to do so, and any delay in commissioning, stabilisation or utilisation of expanded capacity may adversely affect our expected returns.

We have undertaken, and may continue to undertake, capacity expansion and debottlenecking across processes such as seed milling, solvent extraction, refining, fractionation, interesterification and blending and packaging and other

supporting infrastructure to support anticipated growth in demand for CBEs and specialty fats. In recent fiscal years, we have undertaken capacity expansions across key processing stages at our Birkoni manufacturing facility. Details of installed capacities across major processes and capacity additions undertaken in recent years are set out below.

(in MTPA)

Particulars	FY 2024	FY 2025	FY 2026	Increase in installed capacity from Fiscal 2024 to Fiscal 2026
Seed Milling	90,000	90,000	90,000	-
Fractionation: SF-1	15,000	15,000	15,000	-
Fractionation: SF-2	NA [#]	25,000	25,000	25,000 MTPA
Refinery-1	15,000	15,000	15,000	-
Refinery-2 and Interesterification*	NA [@]	30,000	30,000	30,000 MTPA
Solvent Extraction	90,000	90,000	90,000	-
Packing	15,000	15,000	30,000	15,000 MTPA

Note: As certified by the Independent Chartered Engineer vide their certificate dated June 18, 2026.

*The process of interesterification is carried out at Refinery 2 in the Manufacturing Unit

[#]The units were not operational in Fiscal 2024. The unit was operational in Fiscal 2025 and commence commercial production in July 2024 with a capacity of 83 Tonnes per Day ("TPD")

[@] The unit for Refinery-2 and Interesterification was not operational in Fiscal 2024. The unit was operational in Fiscal 2025, and the operations commenced in April 2024.

As noted in "Our Business – Business Strategies" on page 286, our board has approved multi-year capital expenditure to increase fractionation and processing capacities in India and at overseas, subject to regulatory approvals which include the establishment of a new manufacturing facility for cocoa butter alternatives ("CBA") with a planned capacity of approximately 75,000 MTPA, the setting up of a new solvent fractionation manufacturing facility for processing sal, shea, palm, mango, olein and other exotic oilseeds with a planned capacity of approximately 75,000 MTPA, and the establishment of a new refinery manufacturing facility with a planned capacity of approximately 90,000 MTPA. These projects involve execution risks relating to design, procurement, contractor performance, timely availability of equipment, integration with existing operations, regulatory clearances and successful commissioning. Any delay in the implementation of our planned capital expenditure, or any revision to our future capex plans arising from changes in business requirements, regulatory approvals, project timelines, availability of funds, procurement constraints or cost escalations, may delay the expected benefits of such capex and adversely affect our business, results of operations and financial condition.

While in the past we have not faced any material issues in the integration of expanded capacities into our existing production lines, we have experienced previous delays in commissioning of planned capital expenditures in 2022, where unexpected delays in the procurement of equipment affected the envisioned timelines for the integration of the enhanced capacity. Any further delays in commissioning, could adversely affect the timing and level of expected returns from these investments. We cannot assure you that we will be able to meet the timelines proposed for additional capacity integration.

Our manufacturing cost structure includes significant fixed and semi-fixed components such as depreciation, utilities, maintenance and core manpower, and our profitability is therefore sensitive to the utilisation of installed capacities across seed milling, refining, fractionation and blending. Under-utilisation may arise from raw material constraints (such as sourcing disruptions), demand shortfalls in specific markets or applications, extended customer qualification timelines for new products, regulatory restrictions, operational issues or delayed ramp-up of expanded capacity. Lower utilisation spreads fixed costs over a smaller volume base and may reduce operating leverage, thereby impacting margins. If we are unable to optimally utilise these installed capacities, our costs may increase and our profitability may be adversely affected.

While our manufacturing model and diversified product portfolio provide some flexibility to adjust product mix and shift volumes between domestic and export markets and between CBEs and other specialty fats, there can be no assurance that our expansion projects will be completed within budget or with the anticipated performance, or that they will generate the expected improvements in revenue, margins and return on capital employed.

13. We have entered into arrangements to establish a processing facility in Burkina Faso, and any delay, regulatory constraint, geopolitical instability or operational challenge in establishing or operating this facility may adversely affect our business.

We have entered into a memorandum of understanding with the Government of Burkina Faso to establish a processing facility focused on the processing of shea nuts, which is intended to support our sourcing and processing

activities for specialty fats and cocoa butter equivalents. The project is proposed to be implemented through our wholly owned subsidiary incorporated in Burkina Faso, Taang Kaam Industries SA, which has been established for the purpose of processing and marketing of shea nuts, mangoes and any other agricultural or oilseed raw materials.

The establishment and operation of this facility will involve various risks associated with entering and operating in a new jurisdiction. These risks include obtaining necessary governmental approvals, securing land and infrastructure, engaging contractors, procuring equipment, recruiting local workforce and integrating the operations with our existing supply chain and manufacturing processes. Any delays or cost overruns in construction, commissioning or stabilisation of the facility may adversely affect the anticipated operational benefits of this initiative.

In addition, Burkina Faso and certain other West African jurisdictions may be subject to political, regulatory and macroeconomic uncertainties, including changes in industrial policies, foreign investment regulations, taxation, labour laws, currency fluctuations, civil unrest or geopolitical developments. Such developments could affect our ability to establish or operate the facility, move raw materials or finished goods across borders, or repatriate profits from the subsidiary.

Further, this facility is intended to support our backward integration and supply chain operations for shea seeds sourced from Africa. If the facility is not completed within the expected timelines or fails to achieve expected processing efficiencies, or becomes subject to operational disruptions or regulatory restrictions, the anticipated supply chain benefits and cost efficiencies may not materialise.

Any delay, disruption or inability to successfully establish or operate the facility in Burkina Faso due to the foregoing events could adversely affect our sourcing strategy, operating efficiencies, financial condition and results of operations.

14. Our operations require the storage of significant quantities of raw materials that are susceptible to deterioration or quality degradation during storage, which may adversely affect our manufacturing operations and financial performance.

Our manufacturing operations require us to store significant quantities of raw materials, including tree-borne oilseeds such as shea nuts, sal seeds, mango kernels, kokum seeds and mowrah seeds, which are used in the production of our specialty fats and cocoa butter equivalents. These oilseeds are susceptible to deterioration, moisture absorption, pest infestation, oxidation and microbial contamination if not stored, handled or transported under appropriate conditions.

Due to the seasonal nature of procurement of certain oilseeds, we may procure and store substantial quantities of such raw materials during collection periods in order to ensure continuity of manufacturing operations throughout the year. As a result, these raw materials may remain in storage for extended periods prior to processing. Any deficiencies in storage conditions, including inadequate ventilation, temperature or humidity control, pest management failures, warehouse contamination or improper handling during storage or movement, may lead to deterioration in the quality of such raw materials.

Deterioration, spoilage or contamination of stored raw materials may result in reduced oil recovery yields, rejection of raw materials, additional processing or treatment costs, disruption of production schedules or customer quality complaints if product specifications are affected. In addition, losses arising from spoilage or damage to stored raw materials may result in inventory write-downs or increased procurement costs if replacement materials need to be sourced. While we maintain storage protocols, inventory management practices and quality control processes to manage such risks, and have not experienced any material losses, spoilage events or quality-related disruptions in relation to stored raw materials during Fiscals 2026, 2025 and 2024, we cannot assure you that such incidents will not occur in the future. Any deterioration, contamination, loss or damage to such raw materials may adversely affect our production processes, supply reliability, financial condition and results of operations.

Additionally, while we have warehouses on site to facilitate storing the storing process, our storage operations may also depend in part on third-party warehouses or logistics facilities in certain locations on a need basis during procurement season and other periods of operational requirement, which may expose us to risks associated with storage infrastructure failures, fire hazards, flooding, natural disasters, security incidents or operational lapses at such facilities. We have, from time to time, entered into short-term lease arrangements on a need basis during procurement season and other periods of operational requirement, there can be no assurance that we will be able to continue to do so in the future on commercially viable terms, or at all. Although we have not experienced any material difficulty in arranging such leases during the last three fiscals, any inability to secure suitable premises at acceptable rates when required could adversely affect our operations, expansion plans, results of operations and financial condition.

15. We may not be able to successfully implement our business strategies, including capacity expansion, product innovation, geographic expansion, operational efficiency initiatives and market diversification efforts.

Our future growth and profitability depend on the successful execution of our business strategies, including expanding manufacturing capacity, deepening market penetration, strengthening our product development capabilities, diversifying applications across food and personal care segments, expanding our geographic presence and improving operational efficiencies through economies of scale, backward integration and optimisation of production processes.

The implementation of these strategies is subject to various risks and uncertainties, including the availability and cost of raw materials, timely completion of capacity expansion projects, customer acceptance of new products and formulations, ability to enter or expand in new geographies and customer segments, regulatory approvals and compliance requirements, competitive responses, availability of qualified personnel, execution capabilities and prevailing macroeconomic and industry conditions. In addition, the development and commercialisation of new specialty fat formulations and application-specific solutions may require substantial investments in research and development, customer qualification processes and market development efforts, which may not yield the anticipated commercial benefits within the expected timelines or at all.

There can be no assurance that we will be able to implement our business strategies in the manner, within the timelines or on the scale currently envisaged, or that such strategies will generate the anticipated growth, operational efficiencies, profitability improvements or returns on investment. If we are unable to successfully execute our business strategies, or if we are required to modify or recalibrate them in response to changing market conditions, customer preferences, technological developments or competitive dynamics, our business, financial condition, results of operations and growth prospects could be adversely affected.

16. Demand for our products is linked to the performance of the confectionery, food ingredient, personal care and allied industries, and any slowdown in such sectors may adversely affect our business.

Our cocoa butter equivalents, specialty fats and downstream products serve as critical functional ingredients for chocolate manufacturers, confectionery producers, bakery operations, food ingredient blenders and personal care formulators whose demand cycles directly correlate with consumer spending patterns, seasonal consumption trends and macroeconomic conditions. Economic slowdowns, inflationary pressures, reduced disposable incomes or shifts in discretionary spending could compress end-consumer volumes for premium chocolate products, impulse confectionery and luxury cosmetics, sequentially reducing B2B orders for our products.

As per the D&B Report, the Indian chocolate confectionery market has witnessed strong growth expanding from USD 2.2 Bn in FY 2021 to USD 3.1 Bn in FY 2026, registering a CAGR of ~7.7%, driven by rising urbanisation, increasing disposable incomes, and growing acceptance of chocolates as both an everyday indulgence and a gifting option. The market is further projected to grow at a higher CAGR of ~8.1% during FY 2026–FY 2030P, reaching USD 4.3 Bn by FY 2030P, supported by premiumisation trends, expansion into Tier II and Tier III cities, and increasing demand during festive and seasonal occasions. This increase in demand along with industry cyclicality exposes us to volume volatility across peak festive seasons, holiday gifting periods and summer confectionery slowdowns. Contraction in personal care segment demand for emollient esters or in foodservice channels during economic downturns further concentrates revenue risk. Input cost inflation without pricing pass-through capacity during customer destocking cycles compounds margin pressure during demand troughs.

While based on the Company's experience, demand for specialty fats has consistently exceeded available supply across both historical and current periods and downstream demand slowdown is not viewed as a material near-term risk, there can be no assurance that cyclical industry contractions or structural demand shifts will not materially reduce order volumes, production utilisation and financial performance.

17. We operate in a competitive industry and face competition from domestic and international manufacturers with greater financial, technological, marketing and other resources than us.

We operate in a competitive industry and face competition from domestic and international manufacturers of specialty fats such as CBEs and vegetable oils, including larger integrated players with greater financial, technological, sourcing and marketing resources. As detailed in the Dun & Bradstreet Report, the global tree-borne specialty fats and butters segment is growing but remains contested, with players differentiating on cost, quality, technical support and sustainability attributes. Customers, especially multinational chocolate and confectionery companies, often employ structured procurement processes and periodically benchmark or retender business, which can intensify pricing pressure and compress margins.

Some competitors may benefit from larger scale, broader product portfolios, integrated access to palm and other plantation-based oils, or strategic positions in key consuming regions. If we are unable to maintain our cost competitiveness, product performance, innovation pipeline, service levels or ESG credentials, we may lose market share or face margin erosion in certain segments. There can be no assurance that we will be able to sustain our current market position, particularly as we expand into new geographies and applications where incumbent competitors may be entrenched.

18. Our Company intends to convert Manorama Africa Limited, currently a promoter group entity and a principal coordinator for our procurement activities in West Africa, into a wholly owned subsidiary as part of the continued integration of its African sourcing operations. Any delay or challenges in implementing this restructuring may affect our ability to further streamline our overseas sourcing and procurement framework.

Our Company currently undertakes sourcing and coordination activities in West Africa through a network of wholly owned subsidiaries in Nigeria, Benin, Ivory Coast, Ghana and Togo, as well as through Manorama Africa Limited, which is presently a promoter group entity and functions as a principal coordinator for the procurement and aggregation of raw materials in the region. Our Company proposes to convert Manorama Africa Limited into a wholly owned subsidiary as part of its strategy to further strengthen oversight of overseas sourcing operations and align the procurement structure within its broader operational framework.

The proposed conversion may involve corporate restructuring steps, including acquisition of shareholding from existing shareholders, compliance with applicable corporate and regulatory requirements in relevant jurisdictions, and alignment of operational and financial reporting systems. The implementation of such restructuring may be subject to regulatory approvals, contractual arrangements, tax considerations and other procedural requirements. There can be no assurance that the proposed conversion will be completed within the anticipated timelines or without operational, legal or financial challenges. Any delay or inability to complete the restructuring could affect our ability to streamline overseas procurement operations or implement our intended sourcing strategy. While we have wholly-owned subsidiaries operating in Nigeria, Benin, Ivory Coast, Ghana and Togo in Africa, any operational disruption, delay in integration, regulatory constraint or compliance failure relating to this proposed restructuring could adversely affect our procurement operations, supply chain efficiency and financial condition.

Further, once converted into a wholly owned subsidiary, Manorama Africa Limited may become subject to additional corporate governance, reporting and compliance requirements applicable to subsidiaries of listed companies, including under the SEBI Listing Regulations, which may increase our compliance obligations and administrative costs.

19. The shortage or non-availability of power and fuel may adversely affect our processing operation and have an adverse impact on our results of operations and financial condition.

Our integrated processing operations at the Birkoni facility at Birkoni, Chhattisgarh are heavily dependent on continuous and uninterrupted power supply across multiple interdependent stages including seed milling, solvent extraction, refining, fractionation, interesterification, blending and packaging. Each of these processes requires precise temperature control, pressure maintenance and equipment operation that cannot function without stable electricity supply. Any shortage, non-availability, voltage fluctuations, scheduled outages, transmission failures or load shedding – whether attributable to state grid constraints, transmission infrastructure limitations, fuel shortages at power plants or other factors beyond our control – may cause immediate and cascading stoppages across production lines.

Power interruptions lasting even a few hours can result in equipment thermal shock damage, solvent recovery system failures, product quality degradation during fractionation, incomplete interesterification reactions and contamination risks during cooling phases. Such disruptions not only lead to immediate loss of production volumes but also create significant downtime costs for equipment restart, cleaning, quality re-testing and waste disposal. Extended outages may trigger penalties under customer supply agreements for delayed deliveries, international markets where our MILCOA CBEs and specialty fats and butter are qualified for specific seasonal production runs. Repeated or prolonged power disruptions could also damage our operational reputation with multinational customers who require supply reliability as a key supplier qualification criterion. While we have installed a DG set at our plant to provide emergency power backup, the same may not be adequate to support all plant operations or maintain production at normal levels during prolonged power outages or shortages. Any extended interruption, fluctuation or disruption in power supply could result in stoppages or reduced operating capacity, delay production and dispatches, increase operating costs and adversely affect our business, results of operations and financial condition.

While there have been no material instances of interruption in power supply in the last three Fiscals, there can be no assurance that power supply from the Chhattisgarh state grid or our contracted arrangements will remain stable and uninterrupted at all times, or that we will be able to secure adequate backup power generation capacity, alternative supply arrangements or grid connection upgrades on commercially viable terms and timelines sufficient to fully mitigate the impact of power disruptions on our manufacturing operations.

20. Any delay or inability in obtaining, renewing or maintaining the consents, approvals and registrations required for our operations and expanded facilities, may adversely affect our business, results of operations and financial condition.

We are required to maintain valid statutory registrations, approvals and consents for our operations, including licences issued by the Food Safety and Standards Authority of India (“FSSAI”), certificates of registration issued under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952; certificates of registration issued under the Employees’ State Insurance Act, 1948, and registrations under the Shops and Establishments Acts of applicable state specific laws. We are required and will continue to be required, to obtain and hold relevant licences, approvals, consents and permits at the local, state and central government levels for undertaking our business. We may need to apply for additional approvals, including the renewal of approvals which may expire from time to time and approvals required for our operations in the ordinary course of business.

In addition, our capacity expansion plans require us to obtain the necessary consents to establish and consents to operate from the relevant State Pollution Control Board(s) before commencing construction, installation or commercial operation of expanded facilities, as CTE/CTO approvals are typically required for industrial expansion and operation under the applicable environmental framework.

If any such registrations are not properly obtained, renewed or maintained, or if we are unable to produce satisfactory evidence of the same, we may be exposed to compliance risk, penalties, operational disruption or other regulatory consequences. Further, any delay in obtaining the requisite CTEs and CTOs for our facilities undergoing expansion in line with our expansion plans, or any refusal, conditional approval or delay in renewal of such consents, could delay or restrict our expansion plans, affect commencement of operations at such facilities and adversely impact our business and financial condition.

We are also subject to environmental, health and safety laws and regulations in India and other jurisdictions in which we operate. These regulations govern, among other things, air emissions, water discharge, noise levels, management of materials used in manufacturing activities, storage and handling of chemicals, employee exposure to hazardous substances and the treatment, storage and disposal of hazardous and non-hazardous waste. Compliance with such regulations may require us to obtain and maintain permits, consents and approvals from regulatory authorities and to incur capital or operating expenditure to maintain pollution control equipment, waste treatment systems and monitoring mechanisms.

Any failure to comply with applicable environmental, health and safety laws or conditions imposed under regulatory approvals may result in fines, penalties, suspension or revocation of permits, operational restrictions or reputational harm. In addition, environmental regulations may become more stringent over time, which could require us to incur additional compliance costs or modify our manufacturing processes. While we have not experienced any material instances of non-compliance with applicable environmental, health or safety laws during the Fiscals 2026, 2025 and 2024, there can be no assurance that such events will not occur in the future. Any material non-compliance or increase in compliance costs could adversely affect our business, financial condition, results of operations and cash flows.

21. Our manufacturing operations require ready availability of water, and any shortage, interruption or restriction in the supply of water could adversely affect our production processes, operating efficiency and results of operations

Our manufacturing operations depend on the availability of adequate water for processing, cleaning, cooling and other operational requirements. Any reduction in water availability due to drought, seasonal scarcity, competing demand, regulatory restrictions on extraction, infrastructure failures or changes in local water management policies could disrupt our operations, reduce capacity utilisation and increase our operating costs. In addition, any inability to secure adequate water supply at commercially viable terms in the future could constrain our ability to operate or expand our facilities.

While there have been no material instances of water-related disruption affecting our operations during Fiscals 2026, 2025 and 2024, we cannot assure you that such issues will not arise in the future. Any material shortage of water or increase in the cost of securing or managing water supply could adversely affect our business, financial condition and results of operations.

22. Any accident, fire, explosion, equipment failure or other operational incident at our manufacturing facility could result in business interruption, liability exposure and adverse effects on our operations.

Our manufacturing operations at the single integrated Birkoni facility involve handling of highly flammable hexane solvents for extraction, high-temperature refining and deodorisation processes, heavy rotating equipment including expellers and centrifuges, corrosive caustic solutions for neutralisation, bleaching earth handling systems and automated fractionation columns operating under precise temperature-pressure conditions. These operations across our complex create multiple hazard points where accidents, fires, explosions, chemical spills, equipment failures or structural collapses could result in severe personal injuries, fatalities among plant personnel or contract workers, extensive property damage, environmental contamination from solvent leaks or oil spills, and prolonged business interruption across interdependent processing lines.

Any mishandling of our equipment and machineries by our employees/ labour could also lead to serious and sometimes fatal accidents. While we have not faced any accidents at our facilities in the last three Fiscals, and maintain adequate safety standards as per our health and safety policies, any future accidents may result in stoppages of work, which may affect our production timelines.

We may face significant liability exposure including compensation claims from injured workers or affected communities, third-party damages, regulatory fines under factories legislation, environmental remediation costs, business interruption losses during facility shutdowns for investigation and repairs, and potential suspension or cancellation of manufacturing licenses. Insurance coverage may be subject to exclusions, deductibles, claim assessment delays or capacity limitations that leave material residual financial exposure with the Company. Any major incident would also trigger mandatory safety audits, regulatory inspections and compliance upgrades that could extend downtime and increase future operating costs.

Production stoppages from accidents would directly impair our ability to meet customer delivery schedules under long-term supply agreements. Failure to deliver qualified CBEs or other specialty fats on schedule may result in disputed invoices, delayed or withheld payments, liquidated damages claims, loss of customer confidence and potential de-qualification as approved supplier. Inability to collect receivables or invoice unbilled production during shutdown periods would further strain working capital and cash flows. There can be no assurance that our safety systems, emergency response protocols or insurance arrangements will prevent material accidents or fully mitigate their operational and financial consequences.

23. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidence could adversely affect our financial condition, results of operations and reputation. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition

Our operations may require contract workers to handle significant quantities of high-value tree-borne oilseeds (sal, mango, kokum, mowrah, shea), work-in-progress fractions and finished specialty fats and CBEs at any given time across receiving, storage, processing, quality control, dispatch and export documentation functions. The fragmented nature of our raw material sourcing through multiple forest collection points and aggregators, combined with the technical complexity of our fractionation and interesterification processes, creates multiple opportunities for employee misconduct including inventory theft or misappropriation, fraudulent quantity/quality recording, manipulation of production yield calculations, falsification of quality test certificates, unauthorized product diversion to parallel markets, or collusion with external parties.

Such misconduct may remain undetected for extended periods due to the specialized nature of our products, limited external benchmarking opportunities and reliance on internal process controls. Material inventory discrepancies could result in direct financial losses, understated cost of goods sold, overstated gross margins, inaccurate financial reporting and potential restatements. Any mishandling of our equipment and machinery by our employees/ labour could also lead to serious and sometimes fatal accidents.

Operational negligence during critical processes - incorrect solvent dosing in extraction, improper fractionation temperature profiles, inadequate deodorisation parameters, or mishandling during blending and packaging - could produce off-specification products leading to customer rejections, batch recalls, warranty claims, regulatory violations or product liability exposure.

Discovery of fraud or misconduct could trigger regulatory investigations under Companies Act, 1956 or Companies Act, 2013, SEBI Listing Regulations, Prevention of Corruption Act or other statutes, damage relationships with multinational customers who conduct periodic vendor audits and erode confidence among lenders and investors. Legal proceedings, forensic audits, management distraction and remediation costs would compound the direct financial impact. While there have been no material instances of employee misconduct in the last three fiscals, there can be no assurance that our internal controls, employee screening, segregation of duties, inventory reconciliation procedures, CCTV surveillance or management oversight will be sufficient to prevent, detect or limit the impact of any future employee misconduct, fraud, theft or operational negligence in a timely manner.

24. If we fail to maintain our reputation, our clients' recognition of, and trust in us, and our business may be materially and adversely affected.

Our business depends significantly on our reputation for product quality, supply reliability, technical expertise and ethical sourcing practices among our domestic and international customers, including multinational chocolate manufacturers, confectionery companies and cosmetics brands. We have invested substantial time and resources in qualifying our CBEs and specialty fats through customer technical trials, plant audits and co-development processes that create strong switching barriers but also heighten customer expectations for consistent performance.

Any perception of quality failures, supply disruptions, non-compliance with food safety standards (FSSC 22000, HALAL, Kosher), delays in delivery, breakdown in traceability for forest-sourced raw materials or adverse findings during customer sustainability audits could damage customer confidence and lead to de-qualification, order cancellations, negative references or public criticism. Incidents involving raw material contamination, product recalls, regulatory violations or labour/environmental issues at our sourcing locations could amplify reputational damage across our customer base and industry networks.

Loss of reputation may also impair our ability to attract new customers, secure repeat business, maintain pricing power, access finance or talent, and comply with lender covenants tied to operational performance. Rebuilding customer trust following reputational damage typically requires extended qualification cycles, additional testing and remediation costs. While there have been no such instances in the last three Fiscals, there can be no assurance that we will be able to protect or enhance our reputation, or that any damage to our reputation will not have a material adverse effect on our business, client relationships, financial condition and results of operations.

25. We may be unable to sustain our market position if we fail to innovate, develop new products or respond effectively to changing customer requirements and industry trends.

We operate as a niche manufacturer of cocoa butter equivalents and specialty fats in a highly competitive global market characterised by multinational palm oil processors, other tree-borne oilseed fractionators, palm mid fraction suppliers and vertically integrated confectionery majors developing captive fat solutions. Domestic competitors benefit from lower-cost palm fractions while international players leverage scale, established distribution networks and customer relationships with multinational chocolate manufacturers. Any failure to match competitor pricing, product performance, technical innovation or supply reliability could result in customer attrition, volume displacement or margin erosion across our key markets in Europe, North America and India.

Multinational customers regularly conduct supplier benchmarking, cost audits and competitive tendering that expose us to pricing pressure from lower-cost alternatives meeting similar melt profile, bloom stability and oxidative stability specifications. New market entrants expanding fractionation capacity or technological improvements in palm-based CBEs could further intensify competition and challenge our market positioning. Changes in customer sourcing strategies, consolidation among chocolate manufacturers or shifts toward palm-free solutions may also reduce addressable market opportunities.

Our scale compared to global palm majors limits bargaining power with customers and raw material aggregators while exposing us to cost volatility that larger competitors may absorb through volume procurement. Inability to invest in capacity expansion, R&D for next-generation fats or sustainability certifications at pace with industry leaders could weaken our competitive positioning over time. While we have not faced any such instance in the last three Financial Years, there can be no assurance that we will maintain technological leadership, cost competitiveness or customer relationships against current or emerging competitors.

26. Our Company is dependent on third party transportation providers for the delivery of our input materials and products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.

We depend entirely on third-party logistics providers for transportation of bulk shea nuts from West African ports through overseas subsidiaries, tree-borne oilseeds from forest collection centres across Chhattisgarh, Odisha, Jharkhand, Madhya Pradesh and others, and finished CBEs specialty fats to domestic customers along with container shipments to globally. The supply chain spans monsoon-affected forest roads, bulk rail for domestic movements, port handling at Visakhapatnam and Nhava sheva, container ocean freight across trade routes and last-mile delivery to customer facilities and another customer specific requirements.

Disruptions from truck driver strikes, vehicle breakdowns, regulatory vehicle inspections, accidents, extreme weather, port congestion, container shortages, Red Sea shipping rerouting, lock-outs, inadequacies in road infrastructure, customs delays or geopolitical tensions could halt raw material inflows to Birkoni facility, trigger production stoppages and cause missed customer delivery deadlines under time-bound supply agreements. Service quality failures including tanker contamination, temperature excursions during transit, pilferage, documentation discrepancies or mishandling risk raw material rejection, finished goods returns or customer complaints. Additionally, any misappropriation, theft, pilferage, diversion or loss of goods during transit by such providers could result in financial loss, delay in deliveries, customer disputes, insurance claims or reputational harm. For

instance, in 2026, we filed a FIR concerning misappropriation of goods during transit by certain third-party transportation providers, and investigations in the matter are currently ongoing. For details, please see “*Outstanding Litigation and Legal Proceedings*” on page 392. There can be no assurance that similar incidents will not occur in the future or that the measures taken by us will be sufficient to prevent or detect such events in a timely manner.

Each incident carries penalties under customer contracts, potential de-qualification as approved carrier, reputational damage among multinational buyers, premium rush shipment costs and working capital strain from demurrage, delayed receivables or excess inventory. Fragmented provider base across multiple jurisdictions limits service control and swift resolution capabilities.

While we do not enter into long term arrangement with any of our transportation providers we have not been subject to any material disruptions or service deficiencies in relation to third-party transportation providers that have adversely affected our operations during Fiscals 2026, 2025 and 2024, however we cannot assure you that such disruptions or deficiencies will not occur in the future. Any disruption in third-party transportation services or deterioration in service quality may adversely affect our supply chain execution, customer relationships, reputation, financial condition and results of operations.

27. We are dependent on certain Key Managerial Personnel, technical personnel and Senior Management, and we may face challenges in attracting and retaining skilled personnel required for our manufacturing, research, quality assurance and international business operations

We are dependent on the experience and expertise of our Key Managerial Personnel, along with our Promoters, Executive Directors, Senior Management and specialised technical staff, for the formulation, operations, sourcing, international business and strategic direction of our Company. More information on our senior management is available in the “*Board of Directors and Senior Management*” on page 335. Many of these individuals have been associated with our Company and the tree-borne specialty fats industry for a substantial period and have deep relationships with customers, suppliers, tribal communities, lenders and regulators. The loss of any such key individual, whether due to resignation, retirement, illness or other reasons, could adversely affect our ability to execute our business plans, manage key relationships and respond to market developments.

Beyond Senior Management, our operations depend on a wider pool of skilled personnel including operators for critical equipment, quality and laboratory staff, maintenance engineers, health and safety professionals, logistics coordinators and international business teams. As we expand our R&D activities, overseas sourcing operations and export market coverage, we may also need to strengthen our teams in areas such as application development, regulatory compliance and customer technical support.

During the last three Fiscals, except for the departure of one Key Managerial Personnel, we have not experienced any attrition among our Key Managerial Personnel and Senior Management Personnel.

However, any high attrition in the future or inability to fill key positions in a timely manner can lead to operational bottlenecks, slower innovation, increased reliance on external consultants and higher training costs. While we have implemented training programmes and succession planning in certain functions, there can be no assurance that we will not face shortages of skilled personnel or that such shortages will not adversely affect our productivity, quality, compliance and ability to capitalise on growth opportunities.

In addition, our ability to attract and retain qualified personnel for roles in R&D, quality assurance, process engineering, international sourcing and sales is critical to our future growth, especially as we scale capacities and expand into new product categories and markets. Competition for talent in these specialised areas is significant, and we may need to offer higher compensation or other incentives to recruit and retain suitable professionals, which could impact our cost structure. There can be no assurance that we will be able to retain all our key managerial and senior technical personnel, or that any transition will not disrupt our operations or growth initiatives.

28. Our ability to adopt new technology to respond to new and enhanced products poses a challenge in our business. The cost of implementing new technologies for our operations could be significant and could adversely affect our business, results of operations, cash flows and financial condition.

Our manufacturing of cocoa butter equivalents and specialty fats requires continuous technological adaptation to meet evolving customer specifications for melt profiles, bloom stability, oxidative resistance, clean-label requirements and sustainability standards. Development of enzymatic interesterification processes and advanced fractionation techniques demands significant capital investment in specialised equipment, process validation, regulatory compliance and technical personnel. Implementation delays, technology integration failures or sub-optimal performance could prevent us from securing new customer qualifications, maintaining existing relationships or responding to competitive innovations.

Failure to adopt industry-leading fractionation columns, automated quality control or digital twin manufacturing models at pace with multinational competitors could erode market positioning. The specialised nature of our fats processing limits availability of plug-and-play solutions, requiring custom engineering solutions with extended lead times and validation periods.

Significant upfront costs for technology upgrades strain working capital, divert resources from core operations and may require external debt or equity financing with dilutive terms. Implementation risks include production downtime during installation, yield losses during process stabilisation, skilled manpower shortages for commissioning and extended depreciation periods for capital-intensive equipment. There can be no assurance that we will successfully implement new technologies, achieve expected returns on investment or avoid material disruptions during technology transitions.

29. Our manufacturing operations involve cooking and heat-based processes, and any disruption, inefficiency, or failure in such processes may adversely affect our production, product quality and results of operations.

Our integrated processing at the Birkoni facility involves multiple heat-intensive stages across solvent extraction, refining, bleaching, deodorisation, solvent fractionation and interesterification requiring precise temperature profiles. Any disruption, temperature excursions, equipment failures, sensor malfunctions or process inefficiencies during these critical stages could compromise product specifications, yield rates, energy efficiency and safety across interdependent production lines.

The Company's fractionation and refining operations require precise temperature control to achieve target solid fat index profiles, iodine values and slip melting points essential for customer-approved performance in chocolate applications. Deviations during crystallisation, incomplete separation of stearin/olein fractions or thermal degradation during deodorisation may produce off-specification products leading to batch rejections, customer claims or regulatory non-compliance. High-temperature processes may also create fire, explosion and chemical release hazards from volatile hexane vapours and hot oil systems.

Process failures trigger extended downtime for cleaning, recalibration and validation, substantial yield losses, increased energy consumption and waste disposal costs. Interdependent nature of processing lines means single-point failures cascade across multiple products. These hazards can also cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities.

While we have had no instances of process control failures in the Fiscals 2026, 2025 and 2024, there can be no assurance that process control failures, equipment breakdowns or human errors will not materially disrupt production continuity, product quality or financial performance.

30. We have not been able to trace certain of our corporate records and filings and may be required to rely on other supporting documents in relation thereto.

We have not been able to trace certain of our Company's corporate records and regulatory filings. For instance, certain board resolutions and Forms MGT-14 along with their challans in relation to allotments of Equity Shares, certain board resolutions for certain issuances of Equity Shares and the letter of offer in relation to a rights issue in 2015 are not traceable. Accordingly, certain disclosures in this PPD relating to such records have been made on the basis of other supporting documents available in our internal records, including board and shareholder resolutions, minutes and other ancillary records, as well as information available from external filings and statutory sources, to the extent available.

While we are in the process of reviewing our records and taking appropriate steps to identify and reconcile the relevant documents, there can be no assurance that all such records will be located or that any gaps will not require additional filings, clarifications or remedial action. Any inability to produce complete records when required by regulators, lenders, investors or counterparties may lead to compliance concerns, delay corporate actions or give rise to reputational or other adverse consequences.

31. Our failure to protect confidential information like our product recipes, pricing or launch information could adversely affect our competitive position.

Product recipes, fractionation parameters, interesterification protocols, customer-specific blend formulations, pricing strategies and new product development pipelines represent our core competitive advantage in the specialty fats market. These formulations enable precise replication of cocoa butter performance characteristics including melt profiles, snap, gloss and mouthfeel that differentiate CBEs from alternatives. Unauthorised disclosure through employee misconduct, vendor breaches, cyber incidents or reverse engineering could enable competitors to replicate our technical edge.

Our customers demand confidentiality around co-developed formulations, qualification data and pricing arrangements as standard commercial practice. Loss of pricing confidentiality could trigger customer demands for matching competitor rates or disrupt commercial negotiations. New product launch information leakage risks premature market entry by rivals or customer pre-emption of development pipelines. Technical personnel possess specialised knowledge of fractionation cut-points, deodorisation conditions and blend ratios accumulated over years that constitutes trade secret value.

While the Company requires employees to sign employee agreements (which include provisions with respect to confidentiality) and implements access controls, there can be no assurance that confidentiality measures will prevent unauthorised disclosures, data breaches or industrial espionage. For instance, in 2026, we filed an FIR concerning misuse of confidential information by former employees. Investigations in the case is currently ongoing pursuant to the complaint filed by the Company. For details, please see “*Outstanding Litigation and Legal Proceedings*” on page 392. Any such compromise of proprietary information in the future could erode competitive differentiation, trigger customer attrition and materially damage market positioning.

32. Our business prospects depend on the strength and market acceptance of our brands, and any inability to sustain or increase product sales could negatively impact our business performance. Concerns over nutritional values of our products may reduce demand for our products or increase the cost of our products

Our business prospects depend significantly on sustained market acceptance of our Company’s products including CBE among chocolate manufacturers, confectionery producers and cosmetics companies prioritising forest-sourced alternatives. Brand strength drives customer preference, repeat orders and pricing power in competitive tendering against established players. Any perception of inferior performance, supply unreliability or failure to innovate could erode brand equity and market share.

Customer perception of nutritional profiles including saturated fat content, trans-fat levels, oxidative stability and clean-label credentials directly influences product specifications and qualification decisions. Increasing regulatory scrutiny, consumer activism around palm oil deforestation and demand for verifiable sustainability credentials heighten reputational sensitivity. Adverse studies, social media campaigns or competitor marketing around fat composition could trigger customer specification changes, reformulation costs or de-selection as approved supplier.

Reputational incidents involving quality failures, supply disruptions, sourcing controversies or nutritional concerns risk negative publicity, customer attrition and commercial penalties. Recovery requires extended re-qualification cycles, technical remediation and relationship rebuilding. There can be no assurance that brand erosion or nutritional concerns will not materially impair customer relationships, sales volumes or financial performance.

33. Changes in consumer preferences and spending patterns, including shifts toward substitute formulations, reformulated food products or alternate ingredient bases, may reduce demand for our products.

Consumer preferences in the FMCG markets are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. Our continued success depends on our ability to anticipate, gauge and react in a timely and cost – effective manner to changes in consumer preferences for our products, as well as to where and how consumers shop for those products. We continually work to enhance the recognition of our brands and products and refine our approach as to how, when and where we can market and sell our products

However, evolving consumer preferences toward reduced sugar confectionery, low-calorie chocolate alternatives, plant-based cosmetics or clean-label declarations could trigger customer reformulations away from traditional cocoa butter equivalents and tree-borne specialty fat systems. Health-conscious trends prioritising zero trans-fat profiles, lower saturated fat content or novel lipid structures may favour synthetic fat substitutes, fermentation-derived lipids or next-generation plant sterol esters over naturally fractionated shea stearin and illipe blends matching cocoa butter performance.

Chocolate manufacturers facing clean label pressures or regulatory trans-fat phaseouts may accelerate substitution toward palm-free declarations through alternative crystallisation technologies or blend rationalisation. Premiumisation trends paradoxically increase specification complexity while volume-conscious mass-market segments prioritise cost-optimised palm fractions. Regional variations in dietary preferences, allergen sensitivities or religious certifications further fragment addressable formulations.

While the Company has not observed any meaningful shift in customer or consumer preference away from naturally sourced specialty fats towards synthetic or alternative ingredient bases, as of the date of this Preliminary Placement Document, with demand increasing and natural/sustainable profile acting as positive differentiator, there can no

assurance that sustained preference shifts or accelerated reformulation cycles will not materially impact product demand and market positioning.

34. The insurance coverage of our Company may not be adequate to protect us against all losses to which we may be subject.

We maintain insurance policies for certain risks, including property damage, fire, machinery breakdown and other insurable events relating to our Birkoni facility and selected assets. However, our insurance coverage may not be adequate to cover all potential losses, including losses arising from extended business interruption, environmental damage, product liability, cyber incidents, or other events for which insurance may be unavailable, prohibitively expensive or subject to significant exclusions and deductibles. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all.

Our assets covered under insurance policies on a standalone basis for the last three Fiscals are covered below:

Particulars	As of March 31, 2026 (in ₹ lakhs)	As of March 31, 2025 (in ₹ lakhs)	As of March 31, 2024 (in ₹ lakhs)
Amount of total tangible assets*	22,975.29	21,210.74	15,336.37
Amount of sum insured	32,000.00	27,000.00	18,500.00
Insurance Coverage (in %)	139.28%	127.29%	120.63%

*Amount of total tangible assets excludes Freehold and Leasehold Land and also vehicles which has been separately insured.

In addition, receipt of insurance proceeds may be delayed while claims are assessed, contested or processed, and may not fully compensate us for the total losses suffered, including loss of profit, reputational harm or opportunity cost. While we have not faced any such instances in the last three Fiscals there can be no assurance that our existing or future insurance coverage will be sufficient to protect us against all material risks to which we may be exposed, and any uninsured or under-insured losses could have a material adverse effect on our business, results of operations and financial condition.

35. The emergence, commercialization or wider adoption of synthetic, fermentation-based, lab-developed or other alternative specialty fat solutions may adversely affect demand for certain of our products.

Our core products comprise specialty fats and cocoa butter equivalents derived from tree-borne and plant-based seeds and nuts, including sal, shea, mango kernel and kokum. Ongoing research and development in areas such as enzymatic synthesis and chemical modification may, over time, result in alternative fat solutions that seek to replicate the melting profile, polymorphic behaviour and oxidative stability of naturally sourced specialty fats. If such products are successfully commercialized at scale, they may offer a cost-competitive or functionally comparable substitute for certain of our products, particularly in premium chocolate and confectionery applications.

The commercialisation of fermentation-derived stearins, algal oil fractions, genetically engineered oilseed hybrids or other novel lipids, together with any regulatory approvals that facilitate entry of such products into key markets, may increase competitive pressure and reduce demand for naturally sourced specialty fats. In particular, technologies that target triglyceride structures such as POS, SOS and POP, whether through metabolic engineering, catalytic processes or otherwise, may in future achieve greater commercial acceptance if they provide comparable performance, better supply-chain stability or pricing advantages. Such developments could also reduce customer dependence on weather-affected forest collection systems or on sourcing from geographically concentrated regions.

While our products are specialised and have historically benefited from consistent demand on account of their natural functional characteristics, and while innovation in this sector has generally been incremental and we maintain established research and development capabilities, there can be no assurance that the accelerated development, commercialization or wider adoption of alternative fat technologies will not adversely affect demand for naturally sourced specialty fats over time. Any such reduction in demand, or downward pressure on the prices we are able to realize, could have a material adverse effect on our business, results of operations, financial condition and prospects.

36. Our international operations expose us to risks relating to foreign exchange fluctuations, including adverse movements in the value of the Indian Rupee against the U.S. Dollar and other currencies.

We earn a substantial portion of our revenues in foreign currencies while a significant part of our costs, including domestic raw materials, salaries and certain overheads, are denominated in Indian Rupees. Volatility in foreign exchange rates, particularly depreciation of the currencies in which we invoice exports or appreciation of the Indian

Rupee, may adversely affect our realisations and margins. Conversely, currency movements can also affect the cost of imported raw materials and logistics.

While we recorded net foreign exchange gains of ₹223.22 lakhs, ₹1,065.73 lakhs and ₹679.43 lakhs for Fiscals 2026, 2025 and 2024, respectively, these gains primarily reflect currency movements during the relevant periods and may not be sustained. Future foreign exchange fluctuations may result in losses or reduced margins.

We may use hedging instruments or natural hedges to mitigate some of these risks and also have a formal hedging policy in place; however, such measures may not fully protect us from adverse currency movements, may involve costs and may be subject to internal policies and regulatory limits. Unfavourable foreign exchange fluctuations could adversely affect our business, financial condition and results of operations.

37. Our Subsidiaries or international business initiatives may not perform in line with expectations and may expose us to additional operational, legal and financial risks.

We conduct certain aspects of our sourcing and international business through our recently incorporated overseas Subsidiaries and may explore further expansion through local entities, joint ventures or alliances. These entities are subject to local laws, taxes, regulatory oversight and market dynamics that may differ from those in India. They may face operational challenges, integration issues, talent constraints or competitive pressures that limit their ability to achieve targeted performance. We may also be exposed to risks relating to minority interests, governance structures, related-party transactions, transfer pricing, local financing arrangements and foreign exchange regulation compliance in relation to such entities. If our international initiatives do not deliver expected returns or result in losses, impairments or regulatory issues, our consolidated financial condition and reputation could be adversely affected.

38. We have incurred indebtedness and may incur additional indebtedness in the future, and our obligations under financing arrangements, including refinancing risks and covenant restrictions, may adversely affect our cash flows and financial flexibility.

We utilise borrowings to finance our working capital requirements, capital expenditure and other business needs. As a result, we are required to service scheduled repayments of principal and interest and comply with various obligations under our financing arrangements. Higher levels of indebtedness may reduce our financial flexibility, increase our sensitivity to interest rate movements and limit our ability to raise additional debt or equity on acceptable terms.

Our financing arrangements contain customary covenants, including financial covenants, negative covenants and information undertakings. A breach of such covenants, including due to factors beyond our immediate control such as market conditions or fluctuations in operating performance, could give lenders the right to accelerate repayment obligations, impose additional conditions, require provision of additional security or restrict further drawdowns. In addition, cross-default provisions in certain financing documents may cause a default under one facility to trigger defaults under other financing arrangements.

Further, a portion of our borrowings may be subject to renewal or refinancing within specified tenors. If lenders do not renew facilities, tighten lending terms or require accelerated repayment due to market conditions, internal credit policies or changes in our financial performance, we may need to refinance existing indebtedness at higher interest rates or on less favourable terms. Adverse credit market conditions, sector-specific risk perceptions or deterioration in our credit profile may also limit our ability to access additional capital when required.

If we are unable to refinance existing indebtedness, obtain waivers for covenant breaches or raise additional capital on acceptable terms, we may need to curtail planned investments, reduce operating activities or explore asset sales, which could adversely affect our business, financial condition and results of operations.

While we have not faced any material constraints in obtaining financing arrangements or experienced any material defaults under our financing agreements during Fiscals 2026, 2025 and 2024, we cannot assure you that such events will not occur in the future. Any inability to service our indebtedness, refinance existing facilities or comply with financing covenants could adversely affect our business, financial condition, cash flows and results of operations.

39. Information relating to historical production capacity and the capacity utilization of our facilities included in the PPD is based on various assumptions and estimates and future production capacity and capacity utilization may vary.

Information relating to the historical production capacity and the capacity utilization of our refineries included in this Preliminary Placement Document are based on various assumptions and estimates of our management that have been taken into account by the Independent Chartered Engineer in the calculation of the production capacity

and the capacity utilization of our processing capabilities and such calculations may not be computed on the basis of any standard methodology and may not be comparable to that employed by other companies in the specialty oil and fats industry. Actual production levels and future capacity utilization rates may vary significantly from the estimated production capacities of our refineries and their historical capacity utilization rates. Undue reliance should therefore not be placed on our production capacity and the capacity utilization included in this Preliminary Placement Document. For further details, see “*Our Business*” on page 276.

40. We have commissioned and paid for the services rendered by Dun & Bradstreet in preparing the industry report titled “Industry Report on Tree-Borne Specialty Fats & Butter” dated June 24, 2026, which has been used for industry related data in this Preliminary Placement Document.

We have commissioned and paid for the services rendered by a third-party industry report which has been used by us for the purpose of confirming our understanding of the industry in connection with the Issue, for industry related data that has been disclosed in this Preliminary Placement Document.

The report uses certain methodologies for market sizing and forecasting. While we believe the data to be true, we cannot assure you that it is complete or reliable. Accordingly, investors should read the industry related disclosure in this Preliminary Placement Document in this context.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on, this information.

41. Our profitability may be adversely affected by increases in finance costs, inflation, energy prices, freight costs and other input costs.

Our cost base includes finance costs on borrowings, energy costs, freight expenses and other inputs, many of which are sensitive to interest rates, global commodity markets, inflation and supply-chain dynamics. If interest rates rise or if we are required to refinance at higher costs, our finance expenses may increase. Similarly, increases in power, fuel, packaging, freight, port charges or insurance costs may negatively impact margins if we cannot pass such increases on to customers in a timely manner. Although we may seek to adjust prices or renegotiate terms with customers, competitive pressures, contractual constraints or regulatory factors may limit our ability to do so. Any sustained increases in finance and input costs without commensurate pricing adjustments or efficiency gains could adversely affect our profitability and cash flows.

42. Changes in applicable laws, regulations or governmental policies in India or other jurisdictions in which we operate or sell our products may adversely affect our business.

We are subject to a range of laws and regulations in India and other jurisdictions, including those relating to food safety, environmental protection, labour, foreign trade, corporate governance, taxation and foreign exchange. Regulatory frameworks may evolve over time through new legislation, subordinate regulations, circulars, judicial decisions or changes in administrative practice. Compliance with new or amended requirements may necessitate additional capital or operating expenditure, process modifications, documentation changes or reporting obligations. Non-compliance, whether actual or perceived, could result in fines, penalties, suspension or revocation of licences, litigation or reputational harm, any of which may adversely affect our business, financial condition and results of operations.

43. We may be involved in legal, regulatory, tax or other proceedings from time to time and adverse outcomes in such proceedings may affect our business, financial condition and reputation.

We may be, and have in the past been, involved in legal and regulatory proceedings, including disputes with suppliers, customers, employees, regulators and tax authorities. The details of material outstanding litigation and legal proceedings involving the Company and our Subsidiaries, as on the date of this Preliminary Placement Document, is set out in the table below:

Particulars	Outstanding criminal proceedings	Outstanding actions (including notices received) by regulatory and/ or statutory authorities alleging material violations of Applicable Law	Economic offences where proceedings have been initiated against our Company and our Subsidiaries	Material civil litigations	Aggregate amount involved (in ₹ lakhs)
Company					
By our Company	2	NIL	NIL	NIL	NIL
Against our Company	NIL	NIL	NIL	NIL	NIL
Subsidiaries					
By our Subsidiaries	NIL	NIL	NIL	NIL	NIL
Against our Subsidiaries	NIL	NIL	NIL	NIL	NIL

For further details, see “*Outstanding Litigation and Legal Proceedings*” on page 392.

Outcomes of such proceedings are inherently uncertain and may result in fines, penalties, damages, injunctions, back taxes or other adverse orders. Even where we ultimately prevail, defending such matters may be time-consuming and costly, and may divert management attention from our core business. Adverse judgments or settlements may have a material impact on our financial statements and may also harm our reputation with stakeholders.

There can be no assurance that existing or future proceedings will be resolved in our favour or within expected timeframes.

44. We are subject to tax risks, including risks arising from assessments, disputes, transfer pricing matters and changes in tax laws.

We are subject to taxation in India and other jurisdictions in which we have operations or sales, including income tax, goods and services tax, customs and other levies. Tax laws and their interpretation may change over time, and authorities may challenge our positions on issues such as transfer pricing, characterisation of income, deductions, incentives or indirect tax treatment. Unfavourable assessments or changes in tax law may increase our tax liabilities, require payment of interest and penalties, or result in protracted disputes. Details of outstanding tax matters against us, as on the date of this Preliminary Placement Document against us are set out in the table below:

Nature of case	Number of cases	Amount involved (in ₹ lakhs)
Company		
Direct Tax	4	35.02
Indirect Tax	1	19.13
Subsidiaries		
Direct Tax	NIL	NIL
Indirect Tax	NIL	NIL

While we have not received any material adverse tax assessments or experienced any tax disputes that have had a material impact on our financial condition during Fiscals 2026, 2025 and 2024, we cannot assure you that such matters will not arise in the future. Any material increase in effective tax rates or cash outflows for taxes could adversely affect our profitability and cash flows.

45. We may be exposed to product liability claims, contractual disputes, employment-related claims and other legal contingencies in the ordinary course of business.

As a supplier of specialty fat ingredients used in food and personal care products, we may be exposed to product liability claims alleging contamination, mislabelling, non-conformance with specifications or other defects in products supplied by us. Our customers include manufacturers of food, confectionery, bakery and personal care products who incorporate our products as ingredients in their end products.

If any quality issues or defects are alleged in such end products and are attributed to the ingredients supplied by us, we may be subject to product liability claims, indemnity obligations or other contractual liabilities.

In addition, we are party to contracts with customers, suppliers, logistics providers and other stakeholders under which disputes may arise regarding performance, quality, delays, payments or indemnities. Employment relations, including with contract labour, may give rise to claims relating to wages, benefits, workplace safety or alleged non-compliance with labour laws. While we seek to manage such risks through quality systems, contractual protections and insurance, there can be no assurance that all claims will be fully covered or resolved without material cost or disruption.

While we have not experienced any material product liability claims, contractual disputes or employment-related claims that have had a material impact on our business during Fiscals 2026, 2025 and 2024, we cannot assure you that such claims or disputes will not arise in the future.

Any significant product liability claim, contractual dispute or employment-related claim could adversely affect our financial condition, reputation and results of operations.

46. While certain of our trademarks and copyright used by us for our business are registered, any inability to protect our intellectual property from third party infringement may adversely affect our business

We rely on our intellectual property portfolio, which as on the date of this Preliminary Placement Document comprises 13 registered trademarks and one registered copyright, to protect our brand identity, formulations, proprietary processes or other intangible assets. While these registrations provide certain legal rights, we remain exposed to risks arising from potential infringement, counterfeiting or unauthorised use by third parties. In the ordinary course of our business, our trademarks may be subject to objections, oppositions or challenges, and we cannot assure you that all pending or future applications will be granted or maintained without dispute.

Further, despite our efforts to maintain confidentiality arrangements and internal controls, third parties may still misuse, imitate, reverse engineer or unlawfully replicate our trade names, packaging or proprietary know-how. Such activities, particularly within unorganised or fragmented industry segments, could dilute our brand reputation, mislead customers or adversely impact the demand for our products. Alternatively, while we seek to comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. While we have not experienced any material intellectual property infringement claims or disputes that have had a material impact on our business during Fiscals 2026, 2025 and 2024, we cannot assure you that such claims or disputes will not arise in the future. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur costs in responding to, defending and resolving such claims and could adversely affect our business, financial condition and results of operations.

47. We are exposed to risks relating to information technology systems, cybersecurity incidents, data breaches and digital disruption.

Our operations rely on information technology systems for process control, inventory management, logistics, finance and communication. These systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, natural disasters, break-ins and similar events. In such situations, our business processes, such as order processing, inventory management and procurement, amongst others, may be disrupted. Effective response to such disruptions will require effort and diligence on the part of our third-party vendors and employees to avoid any adverse effect to our information technology systems.

We may also exchange electronic data with customers, suppliers, banks and other stakeholders. Cybersecurity incidents such as hacking, malware, phishing, ransomware attacks or unauthorised access could disrupt operations, compromise sensitive data or result in financial loss and reputational damage. While we implement security measures and controls, there can be no assurance that all threats will be detected or prevented.

While we have not experienced any material cybersecurity incidents, data breaches or significant disruptions to our information technology systems during Fiscals 2026, 2025 and 2024, there can be no assurance that such incidents will not occur in the future. Any significant IT or cybersecurity incident could impair plant operations, interrupt critical processes, lead to regulatory penalties or erode stakeholder trust, which may adversely affect our business, financial condition and results of operation.

48. Labour unrest, industrial action, absenteeism or disruptions involving our employees, contract labour or third-party workforce may adversely affect our operations.

Our manufacturing and sourcing activities depend on our employees, contract labourers and third-party workers engaged through vendors. Any labour unrest, strikes, work slowdowns, safety incidents, disputes over wages or benefits, union issues or changes in labour laws could disrupt operations or increase costs. While we have not faced any disruptions in our operations due to labour unrest, strikes, work slowdowns, safety incidents, disputes over wages or benefits, union issues or changes in labour laws, in the past, we cannot assure you that we will not be subject to such issues in the future, which may adversely affect our operations. Further, we may be held responsible for certain obligations towards contract labour under applicable laws or contracts. Persistent labour-related issues could impair productivity, delay fulfilment of orders or cause reputational harm, any of which could adversely impact our business, results of operations and financial condition.

49. Public health emergencies, epidemics, pandemics or similar events may disrupt procurement, production, logistics and customer demand.

Events such as epidemics or pandemics can disrupt supply chains, labour availability, transportation networks and customer operations. Restrictions on movement, lockdowns, quarantine measures or health-related absences may impair our ability to procure raw materials, operate our facilities or deliver products to customers. Demand patterns may also shift due to changes in consumer behaviour, channel constraints or economic impacts. While we may implement contingency measures and health and safety protocols, there can be no assurance that such events will not materially disrupt our operations or financial performance in the future.

50. In this Preliminary Placement Document, we have not included our management's discussion and analysis of financial condition and results of operations for our audited consolidated financial statements for Fiscals 2026 and 2025 and audited standalone financial statements for 2024.

As required by the SEBI ICDR Regulations, in this Preliminary Placement Document we have included our Audited Consolidated Financial Statements for Fiscals 2026 and 2025 and Audited Standalone Financial Statements for 2024. We have not included our management's discussion and analysis of financial condition and results of operations based on such financial information, including any analysis of our financial condition and results of operations as of these periods. Accordingly, investors will not have the benefit of management's narrative explanation of historical operating performance, trends, liquidity, capital resources and other factors affecting our financial condition and results of operations and must rely on their own assessment of the financial information contained herein.

MARKET PRICE INFORMATION

The Equity Shares of the Company are listed on BSE SME since October 4, 2018, migrated to BSE mainboard on July 20, 2021 and listed on NSE mainboard since July 1, 2022. As on the date of this Preliminary Placement Document, our Company's issued, subscribed and paid-up capital comprises 5,97,08,530 Equity Shares of face value of ₹ 2 each. The Equity Shares have been listed on BSE and on NSE.

On June 29, 2026, the closing price of the Equity Shares on BSE and NSE was ₹ 1, 582.25 and ₹ 1,587.10 per Equity Share. Since the Equity Shares are available for trading on BSE and NSE, the market price and other information for each of NSE and BSE has been given separately.

- (i) The following tables set forth the reported high, low and average of the closing prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded and the total trading turnover for the Financial Years ended March 31, 2026, March 31, 2025, and March 31, 2024:

BSE

Fiscal	High (₹)	Date of High	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in lakhs)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in lakhs)	Average price for the year (₹)	Total Volume of Equity Shares traded in the fiscals (in number)	Total Turnover of Equity Shares traded in the fiscals (₹ in lakhs)
2026	1,687.70	28-Jul-25	118,491	2,024.02	948.50	09-Apr-25	2,902	27.53	1,360.13	2,647,034	37,023.84
2025	1,232.90	09-Dec-24	3,424	41.66	415.90	01-Apr-24	28,508	118.54	853.04	4,087,483	39,448.37
March 7, 2024 – March 31, 2024*	399.30	07-Mar-24	15,462	63.32	309.60	13-Mar-24	21,897	70.73	345.70	164,615	578.62
April 1, 2023 – March 6, 2024*	2,357.75	10-Oct-23	1,879	44.09	1,016.35	06-Apr-23	144	1.46	1,785.75	318,855	5,754.86

(Source: www.bseindia.com)

1. High, low and average prices are based on the daily closing prices.

2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.

3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

*Pursuant to a resolution of our Board dated January 15, 2024, and a resolution of our Shareholders dated February 14, 2024, equity shares of our Company having face value of ₹10/- each were sub-divided into equity shares of face value of ₹2/- each with effect from the record date of March 8, 2024. Consequently, the issued and subscribed equity share capital of our Company comprising 1,19,19,810 equity shares of face value of ₹10/- each was sub-divided into 5,95,99,050 equity shares of face value of ₹2/- each. Stock market data has been shown separately for periods prior and post the ex-date of sub-division, i.e., March 7, 2024, for the sub-division of shares undertaken.

NSE

Fiscal	High (₹)	Date of High	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in lakhs)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in lakhs)	Average price for the year (₹)	Total Volume of Equity Shares traded in the fiscals (in number)	Total Turnover of Equity Shares traded in the fiscals (₹ in lakhs)
2026	1,687.00	28-Jul-25	2,293,354	39,192.44	949.05	09-Apr-25	14,443	137.36	1,360.22	35,704,755	499,146.30
2025	1,230.40	09-Dec-24	50,960	620.87	415.40	01-Apr-24	217,457	904.57	852.95	19,110,186	153,865.97
March 7, 2024 – March 31, 2024*	398.35	28-Mar-24	499,577	2,002.53	308.95	13-Mar-24	213,374	695.00	345.75	2,522,390	9,041.63
April 1, 2023 – March 6, 2024*	2,349.90	10-Oct-23	18,512	434.02	1,014.45	06-Apr-23	3,312	33.74	1,785.98	2,795,035	51,174.68

(Source: www.nseindia.com)

1. High, low and average prices are based on the daily closing prices.

2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.

3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

*Pursuant to a resolution of our Board dated January 15, 2024, and a resolution of our Shareholders dated February 14, 2024, equity shares of our Company having face value of ₹10/- each were sub-divided into equity shares of face value of ₹2/- each with effect from the record date of March 8, 2024. Consequently, the issued and subscribed equity share capital of our Company comprising 1,19,19,810 equity shares of face value of ₹10/- each was sub-divided into 5,95,99,050 equity shares of face value of ₹2/- each. Stock market data has been shown separately for periods prior and post the ex-date of sub-division, i.e., March 7, 2024, for the sub-division of shares undertaken.

(ii) The following tables set out the reported high, low and average closing prices of our Equity Shares recorded on the BSE and the NSE and the number of Equity Shares traded on the days on which such high and low prices were recorded and the turnover of Equity Shares traded in each of the last six months preceding this Preliminary Placement Document:

BSE

Month	High (₹)	Date of High	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in lakhs)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in lakhs)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ in lakhs)
May-26	1,604.55	07-May-26	4,114	65.81	1,301.35	15-May-26	8,694	114.89	1,449.68	234,537	3,404.03
Apr-26	1,506.45	30-Apr-26	9,733	145.13	1,220.95	07-Apr-26	3,225	39.65	1,362.30	107,978	1,467.24
Mar-26	1,387.00	02-Mar-26	3,889	53.91	1,131.35	30-Mar-26	13,108	152.15	1,297.68	98,533	1,256.01
Feb-26	1,468.80	10-Feb-26	7,639	113.48	1,303.20	02-Feb-26	6,312	82.59	1,413.27	94,809	1,331.80
Jan-26	1,390.40	02-Jan-26	9,275	127.18	1,072.65	22-Jan-26	7,096	77.28	1,269.54	212,511	2,706.57

Month	High (₹)	Date of High	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in lakhs)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in lakhs)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ in lakhs)
Dec-25	1,372.85	04-Dec-25	6,085	82.47	1,301.10	29-Dec-25	3,399	44.44	1,339.36	137,549	1,835.78

(Source: www.bseindia.com)

1. High, low and average prices are based on the daily closing prices.

2. In case of two days with the same high or low price, the date with the higher volume has been chosen.

NSE

Month	High (₹)	Date of High	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in lakhs)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in lakhs)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ in lakhs)
May-26	1,607.50	07-May-26	121,199	1,939.98	1,305.60	15-May-26	206,312	2,725.75	1,449.29	4,610,566	66,844.60
Apr-26	1,509.00	30-Apr-26	177,210	2,624.56	1,219.70	02-Apr-26	109,512	1,322.18	1,361.55	2,314,632	31,273.29
Mar-26	1,385.60	02-Mar-26	79,159	1,096.90	1,130.00	30-Mar-26	201,291	2,321.82	1,297.54	1,808,195	23,134.71
Feb-26	1,465.50	10-Feb-26	220,995	3,289.68	1,300.80	02-Feb-26	134,262	1,761.37	1,413.14	2,495,023	35,118.80
Jan-26	1,390.80	02-Jan-26	120,539	1,649.47	1,075.80	22-Jan-26	144,147	1,561.36	1,269.27	3,406,395	43,597.37
Dec-25	1,370.60	04-Dec-25	163,227	2,214.97	1,301.40	29-Dec-25	74,074	967.14	1,339.00	1,629,852	21,785.58

(Source: www.nseindia.com)

1. High, low and average prices are based on the daily closing prices.

2. In case of two days with the same high or low price, the date with the higher volume has been chosen.

(iii) The following table sets forth the market price on the Stock Exchanges on March 13, 2026, the first working day following the approval dated March 12, 2026 of our Board for the Issue:

NSE						BSE					
Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Volume (₹ in lakhs)	Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Volume (₹ in lakhs)
1,315.00	1,339.00	1,259.00	1,276.10	155,938	1,994.40	1,311.05	1,338.00	1,260.05	1,273.15	18,415	234.90

(Source: www.nseindia.com and www.bseindia.com)

OBJECTS OF THE ISSUE AND USE OF PROCEEDS

The gross proceeds from the Issue aggregate to approximately ₹ [●] lakhs (“**Issue Proceeds**”). Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions, and the estimated expenses of the Issue of approximately ₹ [●] lakhs, shall be approximately ₹ [●] lakhs (the “**Net Proceeds**”).

Objects of the Issue

Subject to the compliance with applicable laws and regulations and as approved by our Board, our Company intends to utilize the Net Proceeds for the following objects:

1. Funding working capital requirements of our Company; and
2. General corporate purposes (collectively, the “**Objects**”).

The main objects and objects necessary and ancillary to the main objects clause as set out in the Memorandum of Association enable us to undertake its: (i) existing activities; and (ii) the activities proposed to be funded from the Net Proceeds. In the event of a change in the final Issue size, the amounts shown in the table below against each of the use of proceeds specified therein shall be modified basis the final Issue size in the Placement Document.

Requirement of funds

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(in ₹ lakhs)		
Sr. No.	Particulars	Amount
1.	Funding working capital requirements of our Company	40,000
2.	General corporate purposes ^{(1) (2)}	[●]
Total Net Proceeds⁽²⁾		[●]

(1) The amount to be utilised for general corporate purposes shall not exceed 25% of the Issue Proceeds.

(2) To be determined upon finalisation of the Issue Price and updated in the Placement Document.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ lakhs)			
Sr. No.	Particulars	Estimated amount which will be financed from Net Proceeds	Proposed schedule for deployment of the Net Proceeds
			Fiscal 2027
1.	Funding working capital requirements of our Company	40,000	40,000
2.	General corporate purposes ^{(1) (2)}	[●]	[●]
Total Net Proceeds⁽²⁾		[●]	[●]

(1) The amount to be utilised for general corporate purposes shall not exceed 25% of the Issue Proceeds.

(2) To be determined upon finalisation of the Issue Price and updated in the Placement Document.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our internal management estimates, current circumstances of our business, prevailing market conditions, operating plans, terms and conditions of financial instruments and/or borrowings and the growth strategies of our Company and other commercial and technical factors, which are subject to change in the future. However, these fund requirements and proposed deployment of Net Proceeds have not been appraised by any external/independent agency or any bank or financial institution or Lead Managers. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market conditions, business and strategy, obtaining necessary consents and approvals, competition and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the planned expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable laws. For details, see “*Risk Factors- A substantial portion of the Net Proceeds from the Issue will be utilised towards funding our working capital requirements, and if our actual working capital requirements differ from our estimates or if we are unable to obtain additional financing when required, our business, financial condition and results of operations may be adversely affected.*” on page 39.

In the event that the estimated utilization of the Net Proceeds is not completely met (in full or in part) as per the timelines set out above, due to the reasons stated above, the same shall be utilized in subsequent periods, as may be determined by our Board, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilization towards the objects is lower than the proposed deployment, such balance will be used for general corporate purposes, in accordance with applicable law, to the extent that the total amount to be utilized towards general corporate purposes does not exceed 25% of the Issue Proceeds.

Details of Objects

1. Funding working capital requirements of our Company

We manufacture specialty fats derived from tree-borne oilseeds used across food and personal care applications, converting naturally occurring forest-derived raw materials into value-added specialty fat ingredients through our integrated capabilities in sourcing, processing and formulation. Our product portfolio spans refined specialty butters and intermediate stearin and olein fractions to formulated cocoa butter equivalents, enabling us to deliver multiple specialty fat solutions through a single integrated platform.

Our business is driven by the procurement and aggregation of specialised tree-borne oilseeds and nuts through sourcing networks across India and West Africa and their subsequent processing into specialty fats and cocoa butter equivalents. Given the limited procurement windows for certain key raw materials and the nature of our procurement model, we are required to maintain substantial inventory levels to support year-round manufacturing operations and customer demand, resulting in significant working capital requirements. In addition, a significant portion of such procurement is undertaken through collection networks and aggregators, resulting in substantial funding requirements for raw material procurement and inventory holding.

We fund our working capital requirements in the ordinary course of business through internal accruals and working capital facilities provided by banks and financial institutions. As of March 31, 2026, the outstanding working capital facilities of our Company availed from banks stood at ₹ 31,345.35 lakhs on standalone basis.

Accordingly, in order to support our working capital requirements and the continued growth of our operations, our Board has, pursuant to its resolution dated June 29, 2026, approved the projected working capital requirement of ₹ 109,604.98 lakhs for Fiscal 2027. Accordingly, the Company proposes to utilize up to 40,000 lakhs in the Fiscal 2027 towards our estimated working capital requirements from the Net Proceeds. The balance portion of the working capital requirement shall be met through internal accruals and existing working capital facilities.

Basis of estimation of working capital requirements

(a) Existing working capital

Set forth below are the details of our Company's working capital as of and for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, on a standalone basis and source of funding:

(₹ in lakhs)

S. No.	Particulars	As at		
		March 31, 2026	March 31, 2025	March 31, 2024
I.	Current Assets			
	Inventories	71,040.28	54,904.27	38,923.06
	Trade Receivables	5,626.69	10,172.82	4,182.06
	Other current assets including other financial assets	6,710.38	4,456.79	3,737.81
	Total current assets (A)	83,377.35	69,533.88	46,842.93
II.	Current Liabilities			
	Trade payables	7,973.96	1,430.76	4,013.59
	Other current liabilities including other financial liabilities and provisions	5,996.35	2,050.02	711.04
	Total current liabilities (B)	13,970.31	3,480.78	4,724.63
III.	Net Working Capital Requirement (A-B)	69,407.04	66,053.10	42,118.30
IV.	Funding Pattern			
	Working capital facilities from banks	31,345.35	42,659.67	28,538.85
	Internal accruals (<i>balancing figure</i>)	38,061.69	23,393.43	13,579.45
	Total	69,407.04	66,053.10	42,118.30

As certified by the Independent Chartered Accountant by certificate dated June 29, 2026.

Notes: Net working capital requirement = Current Assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) – Current

Liabilities (excluding current borrowings and lease liabilities).

(a) Projected working capital

Set forth below are the details of our Company's projected working capital as of and for the Financial Year ended March 31, 2027, on a standalone basis and source of funding:

(₹ in lakhs)

S. No.	Particulars	As at
		March 31, 2027*
I.	Current Assets	
	Inventories	92,047.98
	Trade Receivables	14,708.00
	Other current assets including other financial assets	10,649.00
	Total current assets (A)	117,404.98
II.	Current Liabilities	
	Trade payables	4,300.00
	Other current liabilities including other financial liabilities and provisions	3,500.00
	Total current liabilities (B)	7,800.00
III.	Net Working Capital Requirement (A-B)	109,604.98
IV.	Funding Pattern	
	Working capital facilities from banks	31,345.35
	Internal accruals (balancing figure)	38,259.63
	Proceeds from the Issue	40,000.00
	Total	109,604.98

As certified by the Independent Chartered Accountant by certificate dated June 29, 2026.

Notes: Net working capital requirement = Current Assets (excluding cash and cash equivalents and bank balances other than cash and cash equivalents) – Current Liabilities (excluding current borrowings and lease liabilities).

* The projections of the working capital requirements are based on management estimates and assumptions and are dependent on factors beyond the control of our Company. In the event of any shortfall in the Issue Proceeds, the remaining working capital requirements will be funded through internal accruals, extending existing or additional working capital facilities from various banks, financial institutions and non-banking financial companies.

Holding levels for working capital requirements:

The following table sets forth the details of the holding period (in days) for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, on a standalone basis. The table also sets out the projected holding levels (in days) for Financial Year ended March 31, 2027, based on the assumptions about the management action:

S. No.	Particulars	Number of days as at [^]			
		March 31, 2027 (Projected)	March 31, 2026	March 31, 2025 (Actual)	March 31, 2024
1.	Inventories ⁽¹⁾	190	191	260	311
2.	Trade receivables ⁽²⁾	30	15	48	33
3.	Other current assets including financial assets ⁽³⁾	22	18	21	30
4.	Trade payables ⁽⁴⁾	13	31	10	40
5.	Other current liabilities including other financial liabilities and provisions ⁽⁵⁾	7	16	10	6

As certified by the Independent Chartered Accountant by certificate dated June 29, 2026.

[^] Actual and projected holding days have been rounded off to the nearest whole number.

(1) Inventory days is calculated as closing Inventory at the end of the year divided by revenue from operations over 365 days

(2) Trade receivables days is calculated as closing trade receivables at the end of the year divided by revenue from operations over 365 days

(3) Other current asset including financial asset days is calculated as other current asset at the end of the year divided by revenue from operations over 365 days

(4) Trade payable days is calculated as trade payables at the end of the year divided by Operating cost (other than employee benefit expenses) over 365 days. Operating Cost (other than employee benefit expenses) is calculated as cost of materials consumed, changes in inventories of finished goods, by-product and stock-in-trade and other expenses.

(5) Other current liabilities including other financial liabilities and provisions days is calculated as sum of other current liabilities and other financial liability at the end of the year divided by revenue from operations over 365 days.

Key justifications for holding period levels

S. No.	Particulars	Details
1	Inventory Days	Inventories comprise raw materials (principally tree-borne oilseeds and nuts, including sal seeds, shea nuts, mango kernels, kokum seeds and mowrah seeds), work-in-progress (intermediate fractions and refined oils) and finished goods (cocoa butter equivalents, specialty fats and butters). The holding level of inventories for Fiscals 2024, 2025 and 2026 was 311 days, 260 days and 191 days of revenue from operations, respectively. High holding levels of inventory arises primarily from the seasonal availability of the Company's key raw materials. Tree-borne oilseeds and nuts are collected during specific collection seasons that typically occur only once each year and within relatively short collection windows. Therefore, the Company procures a substantial part of its annual raw material

S. No.	Particulars	Details
		requirement during these limited windows and stores it for processing in subsequent months, so as to ensure continuity of production through the year and reliable supply to its customers. The reduction in inventory holding from 311 days in Fiscal 2024 to 191 days in Fiscal 2026 reflects revenue from operations growing faster than inventory, together with improved procurement planning. For Fiscal 2027, management expects inventory holding to remain at c.190 days of revenue from operations, consistent with Fiscal 2026 levels, to maintain adequate raw material coverage and support the projected increase in sales volumes
2	Trade Receivable Days	Trade receivables represent credit extended to the Company's domestic and export customer base. The holding period for trade receivables for Fiscals 2024, 2025 and 2026 was 33 days, 48 days and 15 days of revenue from operations, respectively. In Fiscal 2026, receivable days reduced to 15 days, reflecting improved collections and a higher proportion of quicker-paying customers. For Fiscal 2027, management expects trade receivable days to normalise to c.30 days of revenue from operations, considering the anticipated increase in sales volumes, expansion of the customer base and the expected credit terms applicable to customers.
3	Other current assets including Other Financial Asset days	Other current assets including other financial assets primarily comprise advances to suppliers and vendors, balances and receivables from government authorities, prepaid expenses, security deposits and other advances. The holding period for other current assets was 30 days, 21 days and 18 days of revenue from operations in Fiscals 2024, 2025 and 2026, respectively, the declining trend reflecting growth in revenue from operations relative to the underlying balances. For Fiscal 2027, the Company expects other current assets including other financial assets at c.22 days of revenue from operations consistent with average of previous years.
4	Trade Payables Days	Trade payables represent credit availed from suppliers of raw materials, packing materials, consumables, utilities and services. A significant part of the Company's tree-borne oilseed procurement is undertaken on a transactional, immediate payment basis from fragmented collection agents and aggregators (who typically require prompt payment), which tends to limit raw material payables, while institutional suppliers of inputs, packing materials and services extend ordinary trade credit. The holding period for trade payables for Fiscals 2024, 2025 and 2026 was 40 days, 10 days and 31 days of Operating Cost (other than employee benefit expense). The movement across the periods reflects the timing and mix of procurement outstanding at each financial year-end, in particular the proportion of credit versus immediate payment purchases and the quantum of seasonal raw material purchases recognised towards the year-end; the increase to 31 days in Fiscal 2026 corresponds to higher trade creditors as at March 31, 2026. For Fiscal 2027, the Company expects trade payables at c.13 days of Operating Cost (other than employee benefit expense), based on the management action of reduced trade payable days.
5	Other financial liability including other financial liability provisions days	Other financial liabilities including other current liabilities and other provisions primarily comprise accrued employee-related dues, accrued expenses, statutory dues, advances received from customers, provisions for gratuity and leave encashment, other non-financial current liabilities and other operating creditors, creditors for capital goods in connection with the Company's ongoing capacity expansion, and security / retention amounts. The holding period for other financial liabilities for Fiscals 2024, 2025 and 2026 was 6 days, 10 days and 16 days of revenue from operations, respectively. The increase to 16 days in Fiscal 2026 is largely attributable to higher accrued expenses and creditors for capital goods associated with the capacity additions undertaken at the Birkoni manufacturing facility. For Fiscal 2027, the Company expects other financial liabilities at c.7 days of revenue from operations.

2. General Corporate Purposes

The Net Proceeds will first be utilized towards the Objects as set out above and in compliance with the circular bearing reference no. NSE/ CML/2022/56 dated December 13, 2022, issued by NSE and the notice bearing reference no. 20221213- 47 dated December 13, 2022, issued by BSE. Subject to this, our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] lakhs towards general corporate purposes, subject to such amount not exceeding 25% of the Issue Proceeds in accordance with the applicable law.

The general corporate purposes for which our Company proposes to utilize the Net Proceeds, includes, without limitation, funding growth opportunities, business development initiatives, meeting expenses incurred in the ordinary course of business and towards any exigencies or any other purpose or other expenditure considered expedient and as approved periodically by our Board, subject to compliance with applicable laws, including necessary provisions of the Companies Act.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. The use of proceeds indicated hereinabove is based on management estimates, current circumstances of our business and the prevailing market conditions, which are subject to change in the future, and have not been appraised by any bank or financial institution or Lead Managers or any other independent agency.

Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in Fiscal 2027, we will utilize such unutilized amount in the subsequent Fiscals.

Monitoring of utilization of funds

Pursuant to Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CRISIL Ratings Limited, a credit rating agency registered with the SEBI, as the monitoring agency (“**Monitoring Agency**”) by way of an agreement dated June 29, 2026 as the size of the Issue exceeds ₹10,000 lakhs. The Monitoring Agency shall submit its report to our Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% of the Issue Proceeds have been utilized. The Board of Directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI of the SEBI ICDR Regulations.

Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website at manoramagroup.co.in and also submit the same to the Stock Exchanges. Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, promptly upon its receipt, until such time as the Issue Proceeds have been utilised in full. On an annual basis, our Company shall (i) prepare a statement of funds utilized for purposes other than those stated in this Preliminary Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized; and (ii) disclose every year, the utilization of Net Proceeds during that year in its annual report.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects, as stated above; and (ii) details of category wise variations between the projected utilization and the actual utilization of the proceeds of the Issue from the Objects, as stated above. This information will also be published on our website simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director’s report, after placing the same before the Audit Committee.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds towards the purposes described in this section, our Company intends to deposit the Net Proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / liquid / overnight mutual funds, or as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

Other confirmations

Our Company’s management will have flexibility in deploying the Net Proceeds received by our Company from the Issue in accordance with applicable laws. Neither of our Promoters, members of the Promoter Group nor our Directors are making any contribution either as part of the Issue or separately in furtherance of the Objects. None of our Promoters, members of the Promoter Group, our Directors and the group companies shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management are not eligible to subscribe to the Issue.

Any variation in the planned use of the Net Proceeds will be undertaken in accordance with applicable law.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges, whichever is later. The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilized as approved by the Board and/or duly authorized committee of our Board, from time to time only for such purposes, as permitted under the Companies Act, 2013, the prescribed Objects disclosed above and other applicable laws.

CAPITALISATION STATEMENT

The following table sets forth our capitalization and total borrowings, on a consolidated basis, as at March 31, 2026 which has been derived from our Audited Financial Statements and as adjusted to give effect to the receipt of the Issue Proceeds.

This table should be read in conjunction with the section titled “*Financial Information*” on page 73.

(₹ in lakhs)

Particulars	Pre-Issue As on 31st March, 2026	Post-Issue As adjusted for the Issue*
Financial liabilities - Borrowings		
Current Borrowings - Secured	32,147.37	[•]
Current Borrowings - Unsecured	28.96	[•]
Total Current Borrowings (I)	32,176.33	[•]
Non-Current Borrowings (including current maturities of long-term debt)- Secured	3,281.24	[•]
Non-Current Borrowings (including current maturities of long-term debt)- Unsecured	-	[•]
Total Non-Current Borrowings (II)	3,281.24	[•]
Total Borrowings (III = I+II)	35,457.57	[•]
Equity		[•]
Equity shares capital (IV)	1,194.17	[•]
Other equity (V)	67,018.72	[•]
Non-controlling interests (VI)	-	[•]
Total Equity (VII = IV+V+VI)	68,212.89	[•]
Total Capitalisation (III + VII)	103,670.46	[•]
Ratio: Non-current borrowings/Total Equity (in times) (VII= II/VII)	0.05	[•]
Ratio: Total Borrowings/Total Equity (in times) (VIII = III/ VII)	0.52	[•]

As certified by the Statutory Auditor by certificate dated June 29, 2026

*To be finalized upon determination of the Issue Price

Note: These terms shall carry the meaning as per Schedule III to the Companies Act, 2013 (as amended)

For details of the authorised, issued and subscribed capital and the paid-up capital of our Company, please see section titled “*Capital Structure*” beginning on page 68.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Preliminary Placement Document is set forth below:

(In ₹ (lakhs), except share data, and unless otherwise stated)

Particulars		Aggregate value at face value (except for securities premium account)
A	AUTHORIZED SHARE CAPITAL	
	15,00,00,000 Equity Shares of face value of ₹ 2 each	3,000.00
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE	
	5,97,08,530 Equity Shares of face value of ₹ 2 each	1,194.17
C	PRESENT ISSUE IN TERMS OF THIS PRELIMINARY PLACEMENT DOCUMENT	
	[•] Equity Shares of face value ₹ 2 each aggregating up to ₹ 50,000 lakhs ⁽¹⁾	[•]
D	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE	
	[•] Equity Shares face value ₹ 2 each ⁽²⁾	[•]
E	SECURITIES PREMIUM ACCOUNT	
	Before the Issue (as on the date of Preliminary Placement Document)	15,827.96
	After the Issue ⁽²⁾⁽³⁾	[•]

⁽¹⁾ Subject to finalisation of the Allotment pursuant to the Issue. The Issue has been authorised and approved by our Board pursuant to a resolution dated March 12, 2026 and by our Shareholders pursuant to a resolution passed through postal ballot on April 19, 2026.

⁽²⁾ To be determined upon finalization of the Issue Price.

⁽³⁾ The securities premium account after the Issue is calculated on the basis of Issue Proceeds. Adjustments do not include Issue related expenses. To be updated upon finalisation of the Issue Price.

Equity share capital history of our Company

The history of the equity share capital of our Company since the date of incorporation is set forth below:

Date of allotment	Nature of allotment	No. of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity shares
On incorporation dated August 9, 2005 ⁽¹⁾	Initial subscription to the Memorandum of Association	10,000	10	10	Cash	10,000	1,00,000
March 31, 2007	Further issue of equity shares	4,32,000	10	10	Cash	4,42,000	44,20,000
March 31, 2007	Further issue of equity shares	3,65,000	10	10	Cash	8,07,000	80,70,000
March 31, 2008	Further issue of equity shares	1,03,000	10	100	Cash	9,10,000	91,00,000
March 30, 2011	Bonus issue of equity shares in the ratio 1:2	4,55,000	10	Nil	Other than cash	13,65,000	1,36,50,000
March 30, 2013	Further issue of equity shares	3,24,376	10	50	Cash	16,89,376	1,68,93,760
March 31, 2014	Further issue of equity shares	58,000	10	55	Cash	17,47,376	1,74,73,760
March 31, 2015	Rights issue of equity shares	11,350	10	57	Cash	17,58,726	1,75,87,260
March 18, 2016	Private placement of equity shares	3,55,250	10	57	Cash	21,13,976	2,11,39,760
March 31, 2016	Private placement of equity shares	43,090	10	57	Cash	21,57,066	2,15,70,660
January 20, 2018	Bonus issue of equity shares in the ratio 5:2	53,92,665	10	Nil	Other than cash	75,49,731	7,54,97,310
April 28, 2018	Preferential allotment of equity shares	1,73,779	10	198.71	Cash	77,23,510	7,72,35,100
October 3, 2018	Initial public offering on BSE SME Board	34,04,400	10	188	Cash	1,11,27,910	11,12,79,100
August 11, 2021	Preferential allotment of equity shares	7,91,900	10	1274	Cash	1,19,19,810	11,91,98,100

Date of allotment	Nature of allotment	No. of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity shares
Pursuant to a resolution of our Board dated January 15, 2024 and a resolution of our shareholders dated February 14, 2024, each equity share of our Company of ₹10 each was sub-divided into Equity Shares of ₹ 2 each and accordingly the issued and paid-up equity share capital of our Company was sub-divided from 1,19,19,810 equity shares of ₹ 10 each to 5,95,99,050 Equity Shares of ₹ 2 each							
June 16, 2025	Allotment pursuant to exercise of options under plan MILESOP 2021	15,000	2	236.20	Cash	5,96,14,050	11,92,28,100
September 5, 2025	Allotment pursuant to exercise of options under plan MILESOP 2021	94,480	2	251	Cash	5,97,08,530	11,94,17,060

(1) Vinita Saraf was allotted 5,000 equity shares of ₹ 10 each, fully paid up at par and Ritu Saraf was allotted 5,000 equity shares of ₹ 10 each, fully paid up at par, aggregating to 10,000 equity shares of INR 10 each.

Except as stated in “– Equity share capital history of our Company” on page 68, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Preliminary Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

Preference share capital history of our Company

As on the date of this Preliminary Placement Document, our Company has not issued any preference shares.

Employees’ Stock Option Scheme

MIL ESOP

Our Company instituted the Manorama Industries Limited Employees Stock Option Plan, 2021 (‘MILESOP 2021’) which was approved by the Board of Directors on September 6, 2021 and our Shareholders through a special resolution on September 29, 2021. The MILESOP 2021 will be administered, managed and supervised by the Nomination and Remuneration Committee, in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The aggregate number of Equity Shares to be issued and allotted by the Company to the eligible employees under the exercise of option under MILESOP 2021 shall not exceed 1,191,980. Pursuant to a resolution of our Board dated January 15, 2024 and a resolution of our shareholders dated February 14, 2024, each equity share of our Company of ₹10 each was sub-divided into Equity Shares of ₹ 2 each and necessary adjustment in the MILESOP 2021 was made accordingly. The number of ESOPs that may be granted to the employee(s) during any one financial year, under MILESOP 2021 shall not be equal to or exceed 1% of the total issued equity share capital (excluding outstanding warrants and conversions) of the Company as at the grant of options except for prior approval of shareholders by way of separate resolution in the general meeting. Options granted under MILESOP 2021 shall not vest earlier than a minimum vesting period of one year and shall be subject to a maximum vesting period of five years from the date of the grant of such options. The exercise period in respect of vested options shall be a period not exceeding 3 months from the date of vesting of such options.

The purpose and objective of MILESOP 2021, *inter alia*, is to create a sense of ownership within the organisation, encourage eligible employees to align their performance with the objectives of the Company and to promote the long term interests of the Company by providing an incentive to attract, retain and reward eligible employees of the Company, its group company, including existing and future subsidiaries and of its associate company, whether in India or outside India, and by motivating such eligible employees to contribute to the growth and profitability of the Company, thereby promoting the welfare of the Eligible Employees,

The details as to grants, exercise and lapse of options for the year ended March 31, 2026 are as follows:

Particulars	Number of Equity Shares/ Options
Outstanding at the beginning of the year	2,16,500
Granted during the year	NIL
Lapses/forfeited during the year	88,770
Exercised during the year	1,09,480
Expired during the year	NIL
Outstanding at the end of the year	18,250
Exercisable at the end of the year	18,250

As certified by Statutory Auditors, by way of their certificate dated June 29, 2026

Proposed Allottees in the Issue

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Lead Managers, to Eligible QIBs only, on a discretionary basis. For details of the names of the proposed Allottees and the percentage of the post Issue Equity Share Capital that may be held by them, see “Proposed Allottees” on page 399.

Pre-Issue and post-Issue shareholding pattern

The pre-Issue and post-Issue shareholding pattern of our Company is set forth below.

S. No.	Category	Pre-Issue [#]		Post-Issue ^{**}	
		No. of fully paid-up Equity Shares held	% of shareholding	No. of Equity Shares held	% of shareholding
A.	Promoters holding*				
1.	Indian promoters				
	Individual	3,24,35,406	54.32	[•]	[•]
	Bodies corporate	-	-	[•]	[•]
	Others (Promoter Trust and HUF)	-	-	[•]	[•]
	Sub-total	3,24,35,406	54.32	[•]	[•]
2.	Foreign promoters	-	-	[•]	[•]
	Sub-total (A)	3,24,35,406	54.32	[•]	[•]
B.	Non – Promoter’s holding				
1.	Institutional Investors				
	Domestic	15,62,430	2.62	[•]	[•]
	Foreign	18,24,129	3.06	[•]	[•]
2.	Non-Institutional Investors				
	Bodies corporate	9,71,356	1.63	[•]	[•]
	Directors and relatives	-	-	[•]	[•]
	Key Managerial Personnel	-	-	[•]	[•]
	Indian Resident Individual	2,01,52,695	33.75	[•]	[•]
	Foreign Companies	-	-	[•]	[•]
	Others including Non-resident Indians (NRIs)	27,62,514	4.63	[•]	[•]
	Sub-total (B)	2,72,73,124	45.68	[•]	[•]
	Grand Total (A+B)	5,97,08,530	100.00	[•]	[•]

* Includes shareholding of the members of the promoter group.

As per the beneficial position data available with the Company dated June 19, 2026.

** The post-Issue shareholding pattern has been intentionally left blank and will be filled in the Placement Document.

Other confirmations

- No change in control of our Company will occur consequent to the Issue.
- Except as mentioned in “Equity Share Capital History of our Company”, our Company has not made any allotment of Equity Shares in the year immediately preceding the date of this Preliminary Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.
- Except for the options granted under MIL ESOP 2021, there are no outstanding warrants, options or rights to convert

debentures, loans or other instruments convertible into the Equity Shares as on the date of this Preliminary Placement Document.

- (d) Our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the postal ballot notice to our Shareholders, i.e., March 20, 2026, for approving the Issue.
- (e) Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottee for a period of one year from the date of allotment, except on recognised stock exchanges in India.
- (f) The Promoters, the Directors, the Key Managerial Personnel and members of the Senior Management of our Company do not intend to participate in the Issue. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel and members of Senior Management are not eligible to subscribe in the Issue.

DIVIDENDS

The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act, 2013 together with the applicable rules notified thereunder and the dividend distribution policy of our Company may be reviewed and amended periodically by our Board in accordance with the same. The dividend distribution policy of our Company was approved and adopted by our Board and is effective from June 14, 2021.

The nature and quantum of the dividend payout shall be determined by the Board after taking into account a number of internal and external factors and financial parameters including consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, resources required to fund acquisitions and/or new businesses, cash flow required to meet contingencies, outstanding borrowings, past dividend trends, etc. Further, the shareholders of the Company may not expect any dividend if the Company (i) undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital, (ii) in case of significantly higher working capital requirements adversely impacting free cash flow, (iii) undertakes acquisition or joint ventures requiring significant allocation of capital, (iv) in case of inadequacy of profit or whenever the Company has incurred losses, etc.

The dividend distribution policy is available on the Company's website at <https://manoramagroup.co.in/investors-policies>. For further information, see "Description of the Equity Shares" on page 379.

The details of dividend on Equity Shares declared and paid by our Company in the last three Financial Years, are as follows:

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
No. of Equity Shares	59,708,530	59,599,050	59,599,050
Face Value of Equity Share (In ₹)	2.00	2.00	2.00
Interim dividend per Equity Share (In ₹)	Nil	Nil	Nil
Final dividend per Equity Share (In ₹)	0.60	0.40	0.40
Total amount of dividend (In ₹ lakhs)	357.68	238.40	238.40
Dividend paid/ proposed (in ₹ lakhs)	357.68	238.40	238.40
Dividend rate (%)	30	20	20
Mode of payment of dividend	Online through Banking channel	Online through Banking channel	Online through Banking channel

As certified by Statutory Auditors, by way of their certificate dated June 29, 2026

Note: The dividend for Fiscal 2026 has been proposed by the Board of Directors at their meeting held on May 11, 2026 of Rs. 0.80 per Equity Share of face value of Rs. 2/- each. (i.e. 40% of face value). This is subject to approval of the shareholders of the Company in the ensuing Annual General Meeting payable to those shareholders whose name appear in the Register of Members on the book closure/record date.

The Equity Shares to be issued in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted in accordance with applicable laws.

The amounts paid as dividend in the past are not necessarily indicative of our dividend distribution policy or dividend amounts payable, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in our Equity Shares offered in the Issue. There is no guarantee that any dividends will be declared or paid in the future.

Our Company does not have any issued or outstanding preference share capital as on the date of this Preliminary Placement Document. Accordingly, no dividend has been declared or paid on any preference shares of our Company from April 1, 2026 till the date of this Preliminary Placement Document and during the Fiscals 2026, 2025 and 2024.

FINANCIAL INFORMATION

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Fiscal 2025 Audited Standalone Financial Statements**	124
Fiscal 2025 Audited Consolidated Financial Statements	178
Fiscal 2026 Audited Consolidated Financial Statements	225

*** The financial information as at and for the financial year ended March 31, 2024 is derived from the comparative financial information included for Fiscal 2024 in the Fiscal 2025 Audited Standalone Financial Statements. Accordingly, Fiscal 2025 Audited Standalone Financial Statements have been included in this Preliminary Placement Document.*

INDEPENDENT AUDITOR’S REPORT**TO THE MEMBERS OF MANORAMA INDUSTRIES LIMITED****Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of **MANORAMA INDUSTRIES LIMITED** (the “Company”), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the “financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (“SA”s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (i) As stated in Note 38 to the financial statements.
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company has not declared and paid any interim dividend during the year or before the date of audit report for the year ended 31st March, 2024, therefore reporting under this clause is not applicable.
 - (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- (j) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated w.e.f. 30th April' 2023 for all relevant transactions recorded in the software. However, it should be noted that non-availability of audit trail throughout the year does not necessarily imply failure or material weakness in the operating effectiveness of internal financial controls over financial reporting. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **OPSinghanian & Co.**

(ICAI Firm Regn. No.002172C)

Chartered Accountants

Sanjay Singhanian

Partner

Membership No.076961

Raipur, 12th May, 2024

UDIN: 24076961BKAPBZ9470

ANNEXURE ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Manorama Industries Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not have any intangible assets except intangible assets under construction, therefore reporting under clause 3(i)(a) (B) of the Order is not applicable.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) As explained to us, the physical verification of inventories has been conducted at reasonable intervals by the management during the year. In our opinion, the frequency of the verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not more than 10% or more in the aggregate of each class of inventory and have been properly dealt with in the books of account.
 - (b) Based on the audit procedure and on an overall examination of financial statements, we are of the opinion that the stock statements and quarterly returns filed by the company, in respect of working capital loan availed from banks, are in agreement with the books of account of the company and no material discrepancies have been observed.
- iii. The Company has not made any investments and also not provided any loans or advances in the nature of loans or guarantee to companies, firms, Limited Liability Partnerships and other parties. Hence, reporting under clause 3(iii) (a) to (f) is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan or guarantee or has not made investments covered under section 185 and 186 of the Act.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of Company’s products to which the said rules are made applicable and are of the opinion that, prima facie, the prescribed accounts and records, have been made and maintained. We have, however, not made a detailed examination of the records.

vii. In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of provident fund, employees' state insurance, income tax, custom duty, goods & services tax and cess which have not been deposited on account of any dispute except as below:

Name of the Statute	Nature of Dues	Amount Rs.in lacs	Forum where dispute is pending
Goods & Services Tax	Demand & penalty raised on account of difference in GSTR 2A & GSTR-3B	19.13	Commissioner Appeal CBIT & C, GST, Nagpur (MH)
Income Tax Act	Demand appearing in Traces Site in respect of TDS default	18.70	Rectification application going to be filed.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender and hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purpose for which they were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

- xi.
 - (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv.
 - (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
 - (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) The company has not transferred the amount remaining unspent in respect of other than ongoing projects, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e. six months of expiry of the financial year as permitted under the second proviso to sub-section (5) of section 135 of the Act, has not elapsed till the date of our report.
- (b) The company does not have any ongoing projects towards Corporate Social Responsibility (CSR) in accordance with Section 135 of the said Act. Accordingly, reporting under clause 3(xx) (b) of the Order is not applicable.

For OPSinghania & Co.

(ICAI Firm Regn. No.002172C)

Chartered Accountants

Sanjay Singhanian

Partner

Membership No.076961

Raipur, 12th May, 2024

UDIN: 24076961BKAPBZ9470

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Manorama Industries Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of **MANORAMA INDUSTRIES LIMITED** (the “Company”) as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being

made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For OPSinghania & Co.

(ICAI Firm Regn. No.002172C)

Chartered Accountants

Sanjay Singhania

Partner

Membership No.076961

Raipur, 12th May, 2024

UDIN: 24076961BKAPBZ9470

MANORAMA INDUSTRIES LIMITED
Balance Sheet as at 31 March 2024

	Notes	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	12,932.74	9,663.16
(b) Capital work-in-progress	4.1	4,120.56	4,946.73
(c) Intangible assets under development	4.2	70.71	70.71
(d) Financial assets			
(i) Other financial assets	5	382.01	356.34
(e) Other non-current assets	6	562.82	375.24
		18,068.84	15,412.18
Current Assets			
(a) Inventories	7	38,923.06	15,769.23
(b) Financial assets			
(i) Trade Receivables	8	4,182.06	2,758.09
(ii) Cash and cash equivalents	9	41.63	188.27
(iii) Bank balances other than Cash and cash equivalents mentioned above	9	8,712.41	5,805.94
(iv) Other financial assets	5	199.59	149.23
(c) Current Tax assets (Net)		53.43	-
(d) Other current assets	6	3,484.79	2,358.22
		55,596.97	27,028.98
Total Assets		73,665.81	42,441.16
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	10	1,191.98	1,191.98
(b) Other equity	11	32,508.81	28,638.35
		33,700.79	29,830.33
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	5,073.53	2,398.51
(b) Deferred tax liabilities (Net)	13	430.06	473.50
(c) Other non-current liabilities	14	67.84	75.17
(d) Provisions	15	104.08	63.43
		5,675.51	3,010.61
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	29,564.88	8,603.51
(ii) Trade payables	17		
'- total outstanding dues of micro enterprises and		0.42	24.56
'- total outstanding dues of creditors other than micro enterprises		4,013.17	379.31
(iii) Other Financial Liabilities	18	561.28	395.53
(b) Other current liabilities	14	133.92	94.24
(c) Provisions	15	15.84	10.42
(d) Current tax liabilities (Net)		-	92.66
		34,289.51	9,600.22
Total Equity and Liabilities		73,665.81	42,441.16
Summary of material accounting policies	2.1		

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For OP Singhania & Co
Chartered Accountants
(ICAI Firm Regn. No:002172C)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Singhania
Partner
Membership No.: 076961

Gautam Kumar Pal
Managing Director
DIN-07645652

Ashok Jain
CFO & Whole time director
DIN-09791163

Shrey Ashish Saraf
Director
DIN-07907037
Raipur
12 May 2024

Deepak Sharma
Company Secretary

Raipur
12 May 2024

MANORAMA INDUSTRIES LIMITED
Statement of Profit and Loss for the year ended 31 March 2024

Particulars	Note No.	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
INCOME			
Revenue from operations	19	45,708.01	35,080.23
Other income	20	1,315.32	612.23
Total Revenue		47,023.33	35,692.46
EXPENDITURE			
Cost of materials consumed	21	33,079.67	19,811.26
Changes in inventories of finished goods, by-product and stock-in-	22	-8,058.61	1,754.36
Employee benefits expense	23	1,952.54	1,281.53
Finance costs	24	1,989.41	866.08
Depreciation and amortization expense	25	1,360.82	1,085.21
Other expenses	26	11,382.35	6,588.01
Total Expenses		41,706.18	31,386.45
Profit before tax		5,317.15	4,306.01
Tax expense:			
Current Tax		1,348.77	1,031.65
Deferred Tax		-42.49	296.81
Total income tax expense		1,306.28	1,328.46
Profit (Loss) for the period		4,010.87	2,977.55
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gain/(loss) on defined benefit plans, Gross		-3.24	6.94
Income tax relating to items that will not be reclassified to profit or loss		0.94	-2.02
Total Other Comprehensive Income (Net of Tax)		-2.30	4.92
Total Comprehensive Income for the Period		4,008.57	2,982.47
Earnings per equity share [nominal value of share @₹ 2/- (31st March, 2023 ₹ 2/-)]	27		
Basic		6.73	5.00
Diluted		6.72	4.99
Summary of material accounting policies	2.1		

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For OP Singhania & Co
Chartered Accountants
(ICAI Firm Regn. No:002172C)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Singhania
Partner
Membership No.: 076961

Gautam Kumar Pal
Managing Director
DIN-07645652

Ashok Jain
CFO & Whole time director
DIN-09791163

Shrey Ashish Saraf
Director
DIN-07907037
Raipur
12 May 2024

Deepak Sharma
Company Secretary

Raipur
12 May 2024

MANORAMA INDUSTRIES LIMITED
Statement of Cash Flows for the year ended 31 March 2024

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
	₹ in lacs	₹ in lacs
Cash Flow From Operating Activities		
Profit before tax and prior period items	5,317.15	4,306.01
Adjustments for :		
Depreciation	1,360.82	1,085.21
Provision for employee benefits	42.83	19.59
Provision/Allowances for credit loss on debtors	0.59	19.34
Provision for employee stock option	100.29	22.24
Profit on sale of property, plant and equipment	-	-7.80
Finance cost	1,989.41	866.08
Interest income	-628.21	-355.01
Operating Profit Before Working Capital Changes	8,182.88	5,955.66
Adjustments for :		
(Increase)/decrease in inventories	-23,153.83	2,337.28
(Increase)/decrease in trade receivables	-1,424.55	-268.29
(Increase)/decrease in Other current assets	-1,126.57	-348.02
(Increase)/decrease in Other Non Current assets	-86.92	17.23
(Increase)/decrease in Other financial assets	-50.36	-125.38
(Increase)/decrease in Trade payables	3,609.71	-411.33
Increase/(decrease) in Other Financial Liabilities	162.63	-52.36
Increase/(decrease) in other liabilities & provisions	32.35	23.48
Cash generated from operations	-13,854.67	7,128.27
Taxes Paid	-1,494.85	-1,199.82
Net Cash Flow From/ (Used In) Operating Activities	(A) -15,349.52	5,928.46
Cash Flow From / (Used In) Investing Activities		
Purchase of property, plant and equipment (including capital work in progress and capital advances)	-3,904.89	-5,131.38
Proceeds from disposal of property, plant & equipment	-	13.61
Deposit with bank with maturity for more than three months	-2,932.10	-5,184.30
Interest received	628.21	355.01
Net Cash Flow From / (Used In) Investing Activities	(B) -6,208.78	-9,947.06
Cash Flow From / (Used In) Financing Activities		
Proceeds from Long term borrowings	3,553.80	1,238.36
Repayment of long-term borrowings	-412.58	-1,778.15
Proceeds from Short term borrowings (net)	20,495.16	698.17
Dividends paid on equity shares	-238.40	0.00
Finance Cost	-1,986.32	-870.81
Net Cash Flow From / (Used In) Financing Activities	(C) 21,411.66	-712.43
Net Increase / (Decrease) In Cash And Cash Equivalents (A + B + C)	-146.64	-4,731.03
Opening Cash And Cash Equivalents	188.27	4,919.30
Closing Cash And Cash Equivalents	41.63	188.27

MANORAMA INDUSTRIES LIMITED**Cash Flow Statement for the year ended 31 March 2024 (Cont'd)****Notes to the cash flow statement**

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Cash In Hand	24.73	14.52
Foreign Currency In Hand	4.12	-
Balance with Banks		
- in current accounts	12.78	129.55
- in deposit accounts (maturity less than 3 months)	-	44.20
	41.63	188.27

2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS - 7) - Statement of Cash Flow.

3. Reconciliation between opening & closing balances in the Balance Sheet for liabilities arising from financial activities due to cash flows and non-cash flow changes.

Particulars	As at 01.04.2023	Cash flow		Non Cash changes	As at 31.03.2024
		Proceeds	Repayments	Classification changes	
Long-Term Borrowings	2,398.51	3,553.80	-412.58	-466.20	5,073.53
Short-Term Borrowings	8,603.51	20,495.16	0.00	466.20	29,564.88
Total	11,002.02	24,048.96	-412.58	0.00	34,638.41

4. Figures in the bracket represents cash outflow.

As per our report of even date.

For OP Singhania & Co
Chartered Accountants
(ICAI Firm Regn. No:002172C)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Singhania
Partner
Membership No.: 076961

Gautam Kumar Pal
Managing Director
DIN-07645652

Ashok Jain
CFO & Whole time director
DIN-09791163

Shrey Ashish Saraf
Director
DIN-07907037

Deepak Sharma
Company Secretary

Raipur
12 May 2024

Raipur
12 May 2024

MANORAMA INDUSTRIES LIMITED
Statement of changes in Equity
Equity Share Capital

(₹ in lacs)

Particulars	Balance as at 01.04.2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the respective reporting	Changes in the equity share capital during the year	Balance as at 31.03.2023
Equity Share Capital	1,191.98	-	-	-	1,191.98

Particulars	Balance as at 01.04.2023	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the respective reporting	Changes in the equity share capital during the year	Balance as at 31.03.2024
Equity Share Capital	1,191.98	-	-	-	1,191.98

Other Equity

Particulars	Other Equity				(₹ in lacs)
	Reserves and Surplus		Share Based Payment Reserve	Other Comprehensive Income	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as of April 1, 2022	15,557.57	10,076.07	-	-	25,633.64
Actuarial Gain/Loss on employee benefit (Net of Tax)	-	4.92	-	-	4.92
For the period	-	-	22.24	-	22.24
Profit/(loss) for the period	-	2,977.55	-	-	2,977.55
Balance as on March 31, 2023	15,557.57	13,058.53	22.24	-	28,638.34

Particulars	Other Equity				Total Other Equity
	Reserves and Surplus		Share Based Payment Reserve	Other Comprehensive Income	
	Securities Premium	Retained Earnings			
Balance as of April 1, 2023	15,557.57	13,058.53	22.24	-	28,638.34
Actuarial Gain/Loss on employee benefit (Net of Tax)	-	(2.30)	-	-	(2.30)
Final Dividend Paid	-	(238.40)	-	-	(238.40)
For the period	-		100.29	-	100.29
Profit/(loss) for the period	-	4,010.87		-	4,010.87
Balance as on March 31, 2024	15,557.57	16,828.71	122.53	-	32,508.80

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For OP Singhania & Co

Chartered Accountants

(ICAI Firm Regn. No:002172C)

For and on behalf of the Board of Directors of
Manorama Industries Limited
Sanjay Singhania

Partner

Membership No.: 076961

Gautam Kumar Pal

Managing Director

DIN-07645652

Ashok Jain

CFO & Whole time director

DIN-09791163

Shrey Ashish Saraf

Director

DIN-07907037

Raipur

12 May 2024

Deepak Sharma

Company Secretary

Raipur

12 May 2024

Note-1 Corporate Information

The Company was originally incorporated as "Manorama Industries Private Limited" at Raipur, Chhattisgarh, as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 9 August 2005 bearing Corporate Identification Number U15142CT2005PTC17858 issued by Registrar of Companies, Madhya Pradesh & Chhattisgarh. Subsequently the Company was converted in to Public Limited Company pursuant to shareholders resolution passed at Extraordinary General Meeting of the Company held on 06 February 2018 and the name of the Company was changed to "Manorama Industries Limited" and a Fresh Certificate of Incorporation consequent upon conversion of company to Public Limited dated 23 March 2018 was issued by Registrar of Companies, Maharashtra. The Corporate Identification number of the Company is L15142MH2005PLC243687. It's shares are listed on National Stock Exchange and Bombay Stock Exchange in India.

The Company is engaged in manufacturing, processing and exporting of specialty fats like shea butter, sal butter, shea fat, sal fat, shea oil, sal oil, shea stearine, sal stearine, mango butter, mango fat, mango oil, mango stearine, kokum butter, kokum oil, de-oiled cakes, mowrah fat and several value-added tailor made products that form the ingredients of Cocoa Butter Equivalents (CBE). The Company manufactures, processes and exports exotic butter extracted from shea seeds, sal seeds, mango kernel, Mowrah seeds, Kokum seeds, Chiuri seeds for usage in Cosmetics as Specialty fats, Chocolate and Confectionaries industries.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

The standalone financial statements were approved for issue in accordance with a resolution of the directors on 12th May 2024.

2. MATERIAL ACCOUNTING POLICIES**Basis of preparation of financial statements**

The standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Defined benefit plans - plan assets

Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency and is rounded off to nearest ₹ in lacs.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

2.1 Summary of material accounting policies

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of manufacturing activity and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle for the purpose of current – non current classification of assets and liabilities as 12 months for its products.

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the company's normal operating cycle;
 - (b) it is held primarily for the purpose of being traded;
 - (c) it is due to be settled within 12 months after the reporting date; or
 - (d) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.
- Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Normally at initial recognition, the transaction price is the best evidence of fair value.

However, when the Company determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. This categorisation is based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Financial assets and financial liabilities that are recognised at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re- assessing categorisation at the end of each reporting period.

c) Property, Plant and Equipment (PPE)

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2020, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

An item of PPE is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The cost of an item of property, plant and equipment is measured at :

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation which is to be incurred either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

- Expenditure incurred on renovation and modernization of PPE on completion of the originally estimated useful life resulting in increased life and/or efficiency of an existing asset, is added to the cost of the related asset. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.

- After initial recognition, PPE is carried at cost less accumulated depreciation/amortization and accumulated impairment losses, if any.

- Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.

- If the cost of the replaced part or earlier inspection is not available, the estimated cost of similar new parts/ inspection is used as an indication of what the cost of the existing part/ inspection component was when the item was acquired or inspection carried out.

- An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

d) Capital work in progress

Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

e) Leases

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Leased assets

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

f) Revenue recognition**A. Sale of Goods**

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Company recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer.

Revenue from sale of by products are included in revenue.

Contract Balances**Contract Assets:**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Trade Receivables:

A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

Contract Liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract including Advance received from Customer.

Refund Liabilities:

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer including volume rebates and discounts. The Company updates its estimates of refund liabilities at the end of each reporting period.

B. Exports Benefits:

Benefits arises on exports of goods like export incentives are recognized on accrual basis when exports sales are recognized.

C. Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2024

g) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is provided on Written Down Value Method based on estimated useful life of the assets which is same as envisaged in schedule II of the Companies Act, 2013.

Depreciation on additions to /deductions from Property, Plant & Equipment during the year is charged on pro-rata basis from / up to the date on which the asset is available for use / disposal.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Where the life and / or efficiency of an asset is increased due to renovation and modernization, the expenditure thereon along with its unamortized depreciable amount is charged prospectively over the revised / remaining useful life determined by technical assessment.

Spares parts procured along with the Plant & Machinery or subsequently which are capitalized and added in the carrying amount of such item are depreciated over the residual useful life of the related plant and machinery or their useful life whichever is lower.

h) Inventories

Inventories are valued at lower of cost and net realizable value, after providing for obsolescences, if any.

Cost of stores & consumables and chemicals are computed on FIFO basis and cost of Raw Materials, Finished Goods & Goods in Process are computed on Weighted average basis.

Cost of Work in Progress and Finished Goods includes direct materials, labour, conversion and proportion of manufacturing overheads incurred in bringing the inventories to their present location and condition.

The cost is determined using weighted average cost formula and net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

The by-products are valued at net realizable value.

i) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j) Income Taxes

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In which case the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

k) Foreign Currency Transactions

Transactions in foreign currency are initially recorded at exchange rate prevailing on the date of transaction. At each Balance Sheet date, monetary items denominated in foreign currency are translated at the exchange rates prevailing on that date.

Exchange differences arising on translation or settlement of monetary items are recognised as income or expenses in the period in which they arise in the Statement of Profit and loss.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2024

i) Employee Benefits Expense

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Contributory Pension Fund. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefits Plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The company has recognized the gratuity payable to the employees as per the Payment of Gratuity Act, 1972 and Leave Encashment Benefits as defined benefit plans. The liability in respect of these benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

m) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

n) Impairment of non-financial assets - property, plant and equipment

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

o) Share capital and share premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

p) Financial Instruments

Financial Assets

Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Subsequent measurement

Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2024

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through OCI.

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

q) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

r) Government Grant

Government grants are recognised initially as deferred income when there is reasonable assurance that they will be received and the company will comply with the conditions associated with the grant. Grants that compensate the company for expenses incurred are recognised over the period in which the related costs are incurred and are deducted from the related expenses. Grants that compensate the company for the cost of an asset are recognised in profit or loss on a systematic basis over the useful life of the related asset.

s) Dividend Distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the Company's shareholders.

t) Statement of Cash Flows

Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. However for Balance Sheet presentation, Bank overdrafts are classified within borrowings in current liabilities.

Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting Standard.

u) Research and Development Costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- i) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- ii) Its intention to complete and its ability and intention to use or sell the asset.
- iii) How the asset will generate future economic benefits.
- iv) The availability of resources to complete the asset.
- v) The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

v) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 10(g).

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.2 KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Depreciation / amortisation and useful lives of property plant and equipment

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. The estimated useful lives and residual values of the assets are reviewed annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes and other related matters. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the period of overdues, the amount and timing of anticipated future payments and the probability of default.

Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of resources resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Measurement of defined benefit obligations

The measurement of defined benefit and other post-employment benefits obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

2.3 New and amended standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2023 dated March 31, 2023, to amend the existing Ind AS viz. Ind AS 12, 1, 8, 34, 109, 101, 102, 103, 107 & 115. There is no such impact of amendments which would have been applicable from April 1, 2023.

The company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2024
Note 3 : Property, plant and equipment

(₹ in lacs)

	Freehold Land	Leasehold land	Factory shed and building	Plant and Equipment	Office equipment	Furnitures and Fixtures	Computers	Vehicles	Total
Gross Block									
As on 1 April 2022	701.35	11.23	471.46	5,353.20	74.83	71.99	72.46	353.67	7,110.19
Addition	-	-	330.86	4,661.94	40.25	141.87	12.15	35.43	5,222.50
Deletions	-	-	-	-	-	-	-	24.31	24.31
As on 31 March 2023	701.35	11.23	802.31	10,015.14	115.08	213.86	84.62	364.79	12,308.38
Addition	78.88	-	362.73	3,654.84	58.66	7.16	21.96	446.17	4,630.40
Deletions	-	-	-	-	-	-	-	-	-
As at 31 March 2024	780.23	11.23	1,165.04	13,669.98	173.75	221.02	106.58	810.96	16,938.78
Accumulated Depreciation									
As on 1 April 2022	-	0.11	115.80	1,244.76	37.52	26.57	38.98	114.76	1,578.51
For the year	-	0.06	62.21	859.79	25.68	29.63	24.51	83.34	1,085.21
Deletions	-	-	-	-	-	-	-	18.50	18.50
As on 31 March 2023	-	0.17	178.01	2,104.56	63.20	56.20	63.49	179.59	2,645.22
For the year	-	0.06	103.11	1,045.97	34.53	42.93	19.22	115.00	1,360.82
Deletions	-	-	-	-	-	-	-	-	-
As at 31 March 2024	-	0.23	281.11	3,150.53	97.73	99.13	82.71	294.59	4,006.04
Net block									
As on 31 March 2023	701.35	11.06	624.31	7,910.58	51.88	157.66	21.13	185.20	9,663.16
As at 31 March 2024	780.23	11.00	883.93	10,519.45	76.01	121.89	23.87	516.37	12,932.74

Note:

Details of property, plant and equipment pledged against borrowings is presented in note 12 and 16.

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company itself. Further, the company has not carried out revaluation of items of Property, Plant & Equipment during the year and accordingly the disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2024

4.1 : Capital Work in progress (CWIP)							(₹ in lacs)
	As on 1 April 2022	Addition	Deduction	As on 31 March 2023	Addition	Deduction	As at 31 March 2024
Capital Work in progress	4,157.99	5,782.61	4,993.87	4,946.73	3,174.06	4,000.23	4,120.56
Total	4,157.99	5,782.61	4,993.87	4,946.73	3,174.06	4,000.23	4,120.56

Details of Capital Work in Progress	Amount in CWIP for a period of 31.03.2024				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	2,368.81	1,751.75	-	-	4,120.56

Out of above the following Capital Work in Progress where completion is overdue or has exceeded its cost compared to its original plan are as follows:

Details of Capital Work in Progress	To be completed in			
	< 1 year	1-2 years	2-3 years	> 3 years
Solvent Fractionation Plant	3,892.37	-	-	-

Note:

As at the balance sheet date, the assets/projects forming part of capital work in progress has exceeded its estimated cost from ₹ 2800 lacs to ₹ 4000 lacs (approx) and also exceeded its estimated completion time line from December'2022 to June'2024.

Details of Capital Work in Progress	Amount in CWIP for a period of 31.03.2023				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	4,946.73	-	-	-	4,946.73

Out of above the following Capital Work in Progress where completion is overdue or has exceeded its cost compared to its original plan are as follows:

Details of Capital Work in Progress	To be completed in			
	< 1 year	1-2 years	2-3 years	> 3 years
Refinery, Boiler & Solvent Fractionation Plant	3,990.93	-	-	-

Note:

As at the balance sheet date, the assets/projects forming part of capital work in progress has exceeded its estimated cost from ₹ 4000 lacs to ₹ 5231 lacs (approx) and also exceeded its estimated completion time line from December'2022 to August'2023.

4.2 : Intangible Assets under construction (IAUC)							
	As on 1 April 2022	Addition	Deduction	As on 31 March 2023	Addition	Deduction	As at 31 March 2024
Intangible Assets under construction	-	70.71	-	70.71	-	-	70.71
Total	-	70.71	-	70.71	-	-	70.71

Details of Intangible Assets under construction	Amount in IAUC for a period of 31.03.2024				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project temporarily suspended	-	70.71	-	-	70.71

Details of Intangible Assets under construction	Amount in IAUC for a period of 31.03.2023				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	70.71	-	-	-	70.71

	Non-current		Current	
	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Note 5 Other financial assets				
(Unsecured, considered good)				
Balance with banks in deposit accounts (maturity more than 12 months)	382.01	356.34	-	-
Interest accrued on deposits	-	-	8.28	5.54
Interest accrued on fixed deposits	-	-	191.31	143.69
	382.01	356.34	199.59	149.23

Note: Deposits with banks in deposit accounts (maturity more than 12 months) aggregating to ₹ 10.00 lacs (2023: ₹49.40 lacs) has been pledged with banks against margin money towards working capital facilities.

	Non-current		Current	
	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Note 6 Other assets				
(Unsecured, considered good)				
Capital Advances	320.74	220.08	-	-
Security deposit with govt. & others	223.18	155.16	-	-
Advances other than capital advances	-	-	-	-
Advance to Vendor	-	-	1,136.88	1,374.61
Advance to employees	-	-	78.13	41.88
Prepaid expenses	18.90	-	212.53	141.87
Balance with revenue authorities & others	-	-	2,057.25	799.86
	562.82	375.24	3,484.79	2,358.22

	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Note 7 Inventories		
(valued at lower of cost or net realisable value)		
Raw Materials [including in transit stock of ₹ 3707.82 lacs (2023: ₹ 2363.40 lacs)]	22,407.04	7,402.37
Chemicals	203.98	264.03
Finished goods [including in transit stock of ₹ 1113.03 lacs (2023: ₹ 89.05 lacs)]	15,607.05	7,605.81
By product	225.28	167.91
Stores and consumables	479.71	329.11
	38,923.06	15,769.23

Note: Details of inventories pledged against borrowings is presented in note 12 and 16.

	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Note 8 Trade Receivables		
Trade receivables, considered good - unsecured	4,182.06	2,758.09
From Directors, Related Parties, Associate Concerns	-	-
From Others	-	-
Outstanding for less than six months		
From Directors, Related Parties, Associate Concerns	-	-
Trade receivables which have significant increase in credit risk	28.08	27.49
Less: Provision for expected credit loss	28.08	27.49
	4,182.06	2,758.09

Note: Details of trade receivables pledged against borrowings is presented in note 12 and 16.

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables ageing schedule for the year ended as on March 31, 2024 and March 31, 2023:

Particulars	Outstanding for following periods from Due Date of Payment as on 31.03.2024					(In Lacs)
	< 6 Months	6 Months-1 Years	1-2 Years	2-3 Years	> 3 Years	Total
Undisputed trade Receivables- Considered goods	4,144.83	31.25	5.98	-	-	4,182.06
(ii) Undisputed trade Receivables- Which have significant increase in Credit Risk				0.02	28.05	28.08
(iii) Undisputed trade Receivables- Credit Impaired						-
(iv) disputed trade Receivables- considered goods						-
(v) disputed trade Receivables- Which have significant increase in Credit Risk						-
(vi) disputed trade Receivables- Credit Impaired						-

Particulars	Outstanding for following periods from Due Date of Payment as on 31.03.2023					
	< 6 Months	6 Months-1 Years	1-2 Years	2-3 Years	> 3 Years	Total
Undisputed trade Receivables- Considered goods	2,738.62	18.90	0.01	0.56	-	2,758.09
(ii) Undisputed trade Receivables- Which have significant increase in Credit Risk				0.78	26.71	27.49
(iii) Undisputed trade Receivables- Credit Impaired						-
(iv) disputed trade Receivables- considered goods						-
(v) disputed trade Receivables- Which have significant increase in Credit Risk						-
(vi) disputed trade Receivables- Credit Impaired						-

Note 9 Cash and bank balances**Cash and cash equivalents**

Balance with Banks

- in current accounts

- in deposit accounts (maturity less than 3 months)

Foreign currency In hand

Cash In hand

As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
12.78	129.55
-	44.20
4.12	-
24.73	14.52
41.63	188.27

Other bank balances

Balance with Banks

- in deposit accounts

- in unpaid dividend account

8,712.36	5,805.94
0.05	-
8,712.41	5,805.94
8,754.04	5,994.20

Note: Deposits with banks aggregating to ₹ 46.35 lacs (2023: ₹ 167.75 lacs) has been pledged with banks against margin money towards working capital facilities.

	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Note-10 Share Capital		
Authorized Capital		
15,00,00,000 (2023: 3,00,00,000) Equity Shares of ₹2 each (2023: Equity Shares of ₹10 each)	3,000.00	3,000.00
	3,000.00	3,000.00
Issued , Subscribed & Paid Up Capital		
5,95,99,050 (2023: 1,19,19,810) Equity Shares of ₹2 each (2023: Equity Shares of ₹10 each)	1,191.98	1,191.98
	1,191.98	1,191.98

(a) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period.

	In Value		In Numbers	
	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs	As at 31 March 2024 Nos.	As at 31 March 2023 Nos.
At the beginning of the reporting period*	1,191.98	1,191.98	5,95,99,050	1,19,19,810
Issued during the period	-	-	-	-
At the end of the reporting period.	1,191.98	1,191.98	5,95,99,050	1,19,19,810

* Shares at the beginning of the period have been sub-divided into 5 shares of ₹ 2 each during the year.

(b) Terms & Right attached to equity shares

The company has only one class of equity shares having a par value of ₹2 per share. Each Holder of equity share is entitled to one vote per share. In the event of liquidation, shareholder will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion to the member of equity share held by the share holder.

c) The company has not allotted any equity shares as fully paid up pursuant to contracts without payment being received in cash/allotted as fully paid up by way of bonus shares issued/buy-back of shares in the last 5 years.

d) There are no contracts or commitments for the sale of shares or disinvestments.

e) Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2024		As at 31 March 2023	
	Number	% of holding	Number	% of holding
Equity shares of ₹ 2/-each (previous year ₹ 10/- each) fully paid				
Smt. Vinita Saraf	1,38,95,400	23.31%	27,79,080	23.31%
Shri Agastya Saraf	1,43,08,375	24.01%	28,61,675	24.01%
Smt. Ritu Saraf	45,34,390	7.61%	9,06,878	7.61%
Shri Shrey Saraf	59,20,240	9.93%	11,84,048	9.93%
	3,86,58,405	64.86%	77,31,681	64.86%

f) Details of shares held by promoters at 31 March 2024.

	(in Lacs)		
Promoter Name	No. of Shares	% of total shares	% Change during the year
Smt. Vinita Saraf	1,38,95,400	23.31%	0.00%
Shri Agastya Saraf	1,43,08,375	24.01%	0.00%
Shri Shrey Saraf	59,20,240	9.93%	0.00%

g) Details of Employee Stock Option Plan:

Manorama Industries Limited Employees Stock Option Plan 2021 (MILESOP 2021) was approved by the shareholders of the Company on 29th September, 2021. The plan is designed to provide incentives to all the employees to deliver long term returns. Under the plan the employees would be granted stock options which would carry the right to apply for equivalent number of ordinary shares of the Company of the face value of ₹ 2 each (Previous Year ₹ 10 each) at a price to be determined by the Nomination and Remuneration Committee of the Company. The total number of options to be granted under the Scheme would be 1191980 no. of equity shares @ ₹ 2 each (previous year 238396 no. of equity shares @ ₹ 10 each). The grant of options has to be accepted by the employees within one month from the date of the grant and would vest after one year from such date in 4 annual tranches of 25% of the options granted. The options once vested have to be exercised within 3 months. In accordance with the plan the Nomination and Remuneration Committee of the Company on 8/2/2022 has granted 98000 options (previous year 19600 options) to certain eligible employees. Such options will vest in 4 tranches starting from 2023. Once vested, the options have to be exercised within a period of 3 months. The exercise price is at a 10% discount on the market price of the shares as on grant date i.e. ₹ 236.20 (Previous Year ₹1181).

The Share options outstanding at the end of the year have the following expiry dates.

Vesting Schedule spread over 4 years	Option vested			Exercise schedule within 3 months from date of vesting	Lapse If not exercise within the exercise period the shares will be added back to ESOP pool
	Date	Percentage	No. of shares		
On completion of 12 months from the date of grant 08-02-2022	08-02-2023	25%	24500	07-05-2023	08-05-2023
On completion of 24 months from the date of grant 08-02-2022	08-02-2024	25%	24500	07-05-2024	08-05-2024
On completion of 36 months from the date of grant 08-02-2022	08-02-2025	25%	24500	07-05-2025	08-05-2025
On completion of 48 months from the date of grant 08-02-2022	08-02-2026	25%	24500	07-05-2026	08-05-2026

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2024

The fair value of the options, calculated by actuarial valuer was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:

Particulars	Assumptions
Risk free interest rate (in %)	6.50%
Volatility (in %)	75%
Dividend yield (in %)	0.50%
Attrition rate	1% to 5%

The volatility of the options is based on the historical volatility of the share price for the last one year as on the date of grant.

Details of weighted average exercise price and fair value of the stock options granted at price below market price (on the date of grant):

Total options granted	78,000
Weighted average exercise price (in Rs.)	236.20
Weighted average fair value (in Rs.)	361.73

The movement in the scheme is set out as under:

Particulars	Manorama Industries Limited Employees Stock Option Plan 2021 – Year Ended			
	31st March 2024		31st March 2023	
	Options	Weighted Average exercise price	Options	Weighted Average exercise price
	Number	Amount (in Rs.)	Number	Amount (in Rs.)
Outstanding at the beginning of year*	78000	1181	15600	1181
Granted during the year	NIL	NIL	0	0
Exercised during the year	NIL	NIL	0	0
Forfeited during the year	5000	1181	0	0
Expired during the year	18250	1181	0	0
Outstanding at the end of the year	54750	1181	15600	1181
Exercisable at the end of the year (Options which have vested)	54750	1181	15600	1181
Number of Equity Shares of Rs.2/- each fully paid up to be issued on exercise of option	0	0	0	0

* Shares at the beginning of the period have been sub-divided into 5 shares of ₹ 2 each during the year.

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Note-11 Other Equity
Securities Premium

Balance as at the beginning of the year

As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
15,557.57	15,557.57
15,557.57	15,557.57

Share Based Payment Reserve

Balance as at the beginning of the year

Add: Compensation options granted during the year

Net surplus in the statement of profit and loss

22.24	-
100.29	22.24
122.53	22.24

Retained Earnings

Balance as at the beginning of the year

Add- Net Profit for the year

Add/(less) - Other Comprehensive Income for the year

Add/(less) - Final Dividend Paid

Net surplus in the statement of profit and loss

13,058.54	10,076.07
4,010.87	2,977.55
-2.30	4.92
-238.40	-
16,828.71	13,058.54
32,508.81	28,638.35

Notes:
(i) Securities Premium

Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of Companies Act, 2013.

(ii) Share Based Payment Reserve

The share options-based payment reserve is used to recognise the grant date fair value of option issued to employees under Employee stock option plan.

(iii) Retained Earnings

Retained earnings are the profits and gains that the Company has earned till date less any transfer to General Reserve, dividends or other distributions made to shareholders.

	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Note-12 Long Term Borrowings		
From banks (secured)	5,817.55	2,869.69
Other Loans from banks (secured)	282.01	88.64
	6,099.56	2,958.33
Less- Current Maturities of long term borrowings (refer note 16)	1,026.03	559.82
	5,073.53	2,398.51

Nature of security and terms of repayment for secured borrowings: -

Borrowings	Rate of interest	Security	Terms of repayment (EMI)	
			From	To
State Bank of India	9.15%	Term loan of ₹ 4000 lacs is secured by hypothecation of entire plant & machinery installed from bank finance and 1st exclusive charge on the entire moveable/immovable fixed assets related to term loan from bank. The loan is further secured by personal guarantee of promoters and directors of the company.	15-Oct-23	15-Mar-30
State Bank of India	9.25%	Working capital term loan (GECL) of ₹ 458 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	26-Mar-22	26-Mar-26
State Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 659 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	25-Dec-24	25-Nov-28
Bank of India	9.25%	Working capital term loan (GECL 2.0) of ₹ 162.10 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	30-Mar-22	30-Mar-26
Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 340 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	09-Feb-23	09-Feb-27
Bank of Maharashtra	9.25%	Working capital term loan (ECLGS 2.0 Extn) of ₹ 393 lacs is secured by 2nd parri passu charge with the existing credit facilities in terms of cash flows (including repayment) and security, with charged on assets financed under the scheme. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	04-Feb-24	04-Feb-28
Axis Bank Ltd.	9.25%	Working capital term loan of ₹ 1260 lacs is secured by Second Pari Passu Charge on the existing Security with the bank (Except PG), both primary and collateral as captured under the cash credit facilities, presently secured to the bank for its existing credit facilities (along with ECLGS lenders).	01-Sep-22	01-Jul-26
Federal Bank Ltd.	9.15% - 10.70%	Hypothecation of Vehicle	01-Apr-18	02-Jan-29

	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
Note-13 Deferred tax (assets)/liabilities		
<u>Tax effect of items constituting deferred tax liabilities</u>		
Temporary differences on account of PPE & Other intangible assets	523.39	580.94
Temporary differences on account of Employee Benefits	-60.56	-51.79
Others	-25.70	-47.65
Provision for Expected Credit Loss on trade receivables	-7.07	-8.00
Deferred tax (assets)/liabilities (net)	430.06	473.50

	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
RECONCILIATION OF DEFERRED TAX ASSETS/(LIABILITIES) (NET)		
Deferred Tax Assets/(Liabilities)		
Deferred tax (liability) / assets at the beginning of the year	473.50	174.67
Temporary differences on account of Property, plant & equipment	-57.55	279.66
Temporary differences on account of Employee Benefits	-8.77	-1.53
Other temporary differences	-46.00	26.33
Reversal due to opting new tax regime	67.94	0.00
Provision for Expected Credit Loss on trade receivables	0.94	-5.63
DEFERRED TAX (LIABILITIES) / ASSETS AT THE END OF THE YEAR	430.06	473.50

Note-14 Other liabilities

Advance from customers
Statutory Liabilities
Deferred capital subsidy

Non-Current		Current	
As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
		21.53	26.53
		105.06	60.38
67.84	75.17	7.33	7.33
67.84	75.17	133.92	94.24

Note: Deferred capital subsidy i.e. Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Note-15 Provisions

Provision for employee benefits
- Provision for Gratuity
- Provision for leave encashment

Long-term		Short-term	
As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
83.51	51.16	12.41	8.27
20.57	12.27	3.43	2.15
104.08	63.43	15.84	10.42

Note-16 Short Term Borrowings

Working capital facilities from banks repayable on demand (secured)
Current maturities of long term borrowings (refer note 12)

As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
28,538.85	8,043.69
1,026.03	559.82
29,564.88	8,603.51

Terms of borrowings:

Working Capital facilities from banks are repayable on demand and are secured as follows:

- Hypothecation of stock and receivables.
- Packing credit limits against hypothecation of stock meant for export.
- Pledge of Fixed Deposits (refer note 5 & 9).
- Second parri passu charge on Industrial land building, plant and machinery of Birkoni Plant of the company for credit facility from Banks.
- Personal Guarantee of Vinita Saraf, Ritu Saraf, Shrey Saraf, Gautam Pal and Ashish Saraf, promoters/directors of the company.

Note-17 Trade payables

- total outstanding dues of micro enterprises and small enterprises
- total outstanding dues of creditors other than micro enterprises and small enterprises

As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
0.42	24.56
4,013.17	379.31
4,013.59	403.87

Trade payables ageing schedule for the year ended as on March 31, 2024 and March 31, 2023:

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2024				
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	0.42	-	-	-	0.42
(ii) Others	4,001.23	7.89	2.74	1.31	4,013.17
(ii) Disputed Dues- MSME	-	-	-	-	-
(ii) Disputed Dues- Others	-	-	-	-	-
Total					4,013.59

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2023				
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	24.56	-	-	-	24.56
(ii) Others	347.43	10.01	21.87	-	379.31
(ii) Disputed Dues- MSME	-	-	-	-	-
(ii) Disputed Dues- Others	-	-	-	-	-
Total					403.87

Details of outstanding due of micro enterprises and small enterprises

Particulars	As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year is as follows:		
- Principal	0.42	24.56
- Interest	-	-
The amount of interest paid by the Company along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMEDA.	-	-
The amount of interest accrued and remaining unpaid at end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Note-18 Other financial liabilities

- Interest accrued but not due
- Payable to directors
- Payable to related parties
- Unpaid dividend
- Unpaid CSR expenditure
- Creditors for capital goods & others
- Provision for expenses

As at 31 March 2024 ₹ in lacs	As at 31 March 2023 ₹ in lacs
3.55	0.46
2.49	8.19
9.72	7.20
0.05	-
4.88	-
83.73	80.18
456.86	299.50
561.28	395.53

	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note - 19 Revenue from operations		
Sale of products and by-products		
Domestic	19,453.37	14,155.78
Exports	26,122.46	20,665.71
	45,575.83	34,821.49
Other operating revenues		
Duty Draw Back	10.59	7.96
Exports Incentives	67.76	47.96
Sale of scrap	53.83	202.82
	132.18	258.74
	45,708.01	35,080.23

Ind AS 115 Revenue from Contracts with Customers

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has assessed and determined the following categories for disaggregation of revenue:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from contracts with customer - Sale of products/goods	45,575.83	34,821.49
Other operating revenues	132.18	258.74
Total Revenue from operations	45,708.01	35,080.23
India	19,585.55	14,414.52
Outside India	26,122.46	20,665.71
Total Revenue from operations	45,708.01	35,080.23
Timing of revenue recognition		
At a point in time	45,708.01	35,080.23
Total Revenue from operations	45,708.01	35,080.23
Contract balances		
Trade Receivables (refer note 8)	4,182.06	2,758.09
Contract Liabilities		
Advance from customers (refer note 14)	21.53	26.53

Trade receivables are non-interest bearing and are generally on terms of advance or credit period ranges of 7 to 120 days. In March 2024, ₹ 0.59 lacs (March 2023: ₹ 19.34 lacs) was recognised as provision for expected credit losses on trade receivables.

Contract liabilities include short-term advances received from customers to deliver manufacturing goods.

Amount of revenue recognised from amounts included in the contract liabilities at the beginning of the year ₹ 25.61 lacs (previous year ₹ 21.34 lacs) and performance obligations satisfied in previous years ₹ NIL (previous year ₹ NIL).

	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note-20 Other Income		
Interest Income		
- on fixed deposits	617.30	348.85
- on others	10.91	6.16
Foreign exchange gain	679.43	226.91
Profit on sale of property, plant and equipment	-	7.80
Amortization of deferred capital subsidy	7.33	7.33
Other miscellaneous income	0.35	15.18
	1,315.32	612.23

	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note-21 Cost of Materials Consumed		
Seeds		
Opening Stock	7,402.06	8,083.51
Add:- Purchases	45,171.44	16,650.05
Less- Closing Stock	22,401.45	7,402.06
	30,172.05	17,331.50
Chemicals		
Opening Stock	264.03	218.43
Add:- Purchases	711.92	473.28
Less- Closing Stock	203.98	264.03
	771.97	427.68
Other raw materials		
Opening Stock	0.31	3.98
Add:- Purchases	2,140.93	2,048.41
Less- Closing Stock	5.59	0.31
	2,135.65	2,052.08
	33,079.67	19,811.26
	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note-22 Changes in inventories of finished goods, by-product and stock-in-trade		
Opening Stock		
Finished Goods	7,605.81	9,071.44
By Product	167.91	456.64
	7,773.72	9,528.08
Closing Stock		
Finished Goods	15,607.05	7,605.81
By Product	225.28	167.91
	15,832.33	7,773.72
	-8,058.61	1,754.36
	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note-23 Employee Benefits Expense		
Salary, wages and other benefits	1,744.91	1,189.24
Contribution to provident and other funds	59.52	41.41
Gratuity expense	33.25	21.77
Leave obligation expense	10.94	4.33
Employees compensation expense	100.29	22.24
Staff welfare expenses	3.63	2.54
	1,952.54	1,281.53
	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note-24 Finance Costs		
Interest expenses		
- on working capital facilities	1,851.09	773.23
- on vehicle loans	11.35	10.31
- on others	0.69	1.25
Other borrowing cost	126.28	81.29
	1,989.41	866.08
	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note-25 Depreciation and amortisation expense		
Depreciation expense	1,360.82	1,085.21
	1,360.82	1,085.21

	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
Note-26 Other expenses		
Consumption of stores and spares	434.83	177.29
Power and fuel	1,988.72	1,625.90
Labour charges	538.73	335.59
Processing Charges	2,234.39	775.88
Insurance Expenses	289.97	215.61
Rent	294.25	137.89
Rates & Taxes	182.32	78.17
Research and development expenses	181.38	157.59
Repairs and maintenance		
-Plant and machinery	137.27	63.86
-Others	7.97	7.22
Lab expenses	133.38	71.51
Security charges	90.55	48.44
Travelling Expenses	939.73	387.54
Communication expenses	18.56	15.71
Printing and stationery	32.83	24.00
Legal and professional	650.43	390.59
Commission and brokerage	157.41	34.99
Sales promotion expenses	190.49	49.16
Freight outwards and other selling expenses	2,250.14	1,405.88
Packaging expenses	297.79	373.11
Provision for doubtful debts	0.59	19.34
Auditor Remuneration	10.00	10.00
Corporate social responsibility	69.18	62.14
Miscellaneous Expenses	251.44	120.60
	11,382.35	6,588.01

Rent

The company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

	Year ended 31 March 2024 ₹ in lacs	Year ended 31 March 2023 ₹ in lacs
The following are the amounts recognised in profit or loss:		
Expense relating to short-term leases (included in other expenses)	294.25	137.89
The Company had total cash outflows for leases of ₹ 294.25 lacs in 31 March 2024 (₹ 137.89 lacs in 31 March 2023).		

Payment to Auditors:-

For statutory audit	10.00	10.00
	10.00	10.00

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2024****Note 27 Earnings per share**

	Year ended 31 March 2024	Year ended 31 March 2023
	₹ in lacs	₹ in lacs
Profit / (Loss) after tax	4,010.87	2,977.55
Weighted average number of equity shares used for calculating basic earnings per share	5,95,99,050	5,95,99,050
Weighted average number of equity shares used for calculating diluted earnings per share	5,96,53,800	5,96,14,650
Face value of Equity Shares (₹)	2	2
Earnings per share- Basic (₹)	6.73	5.00
Earnings per share- Diluted (₹)	6.72	4.99

Note: As per para 26 of Ind AS -33, Earning Per Share for all period presented have been adjusted based on total number of shares after splitting from ₹ 10 per equity share to ₹ 2 per equity shares.

Note-28 Related Party Disclosure**a) Related Parties**

Manorama Earth Private Limited
 Manorama Africa Limited
 Manorama Benin Sarl
 Ritu Saraf

Nature of relationship

Directors have a significant influence
 Directors have a significant influence
 Subsidiary of Manorama Africa Limited upto
 Relatives of Key Managerial Personnel's

b) Key Managerial personnel

Vinita Ashish Saraf	Non-executive Chairman (Managing Director upto 14 November 2022)
Ashish Saraf	President
Deep Saraf	Vice-President
Shrey Ashish Saraf	Director
Kedarnath Agarwal	Director (upto 12 November 2022)
Gautam Kumar Pal	Managing Director w.e.f. 14 November 2022
Ashish Bakliwal	Independent Director
Jose Vailappallil Joseph	Independent Director
Nipun Sumanlal Mehta	Independent Director
Mudit Kumar Singh	Independent Director
Veni Mocherla	Independent Director
Ashok Jain	CFO & Whole Time Director (appointed on 15 November 2022)
Divya Bhootra	
Deepak Sharma	Company Secretary (upto 9 February, 2024) Company Secretary (w.e.f. 10 February, 2024)

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2024
c) Details of transactions with related parties

Name of Party	Nature of Transaction	Year ended 31 March 2024	Year ended 31 March 2023
		₹ in lacs	₹ in lacs
Manorama Africa Limited	Purchases of goods	19,585.83	7,683.51
Vinita Saraf	Director Remuneration	-	88.40
Vinita Saraf	Rent	30.00	15.00
Vinita Saraf	Director sitting fees	1.70	0.25
Manorama Earth Private Limited	Car hire charges	24.00	12.00
Manorama Benin Sarl	Purchases of goods	0.58	22.51
Kedarnath Agarwal	Remuneration	-	0.37
Ashok Jain	Remuneration	39.00	26.57
Divya Bhootra	Remuneration	1.86	1.86
Deepak Sharma	Remuneration	2.23	-
Gautam Kumar Pal	Remuneration	51.00	28.90
Gautam Kumar Pal	Performance Bonus	10.00	10.00
Ashish Saraf	Remuneration	120.00	75.80
Shrey Saraf	Remuneration	42.00	34.63
Deep Saraf	Remuneration	42.00	34.63
Ritu Saraf	Remuneration	22.00	22.00
Manorama Africa Limited	Advance for purchase of goods	248.90	1,291.40
Manorama Benin Sarl	Advance for purchase of goods	1.97	2.54
Ritu Saraf	Advance salary	5.55	1.87
Deep Saraf	Advance salary	47.79	-
Ashish Bakliwal	Director sitting fees	1.20	1.00
Jose Vailappallil Joseph	Director sitting fees	1.70	1.00
Mudit Kumar Singh	Director sitting fees	1.60	1.00
Nipun Sumanlal Mehta	Director sitting fees	1.70	1.00
Veni Mocherla	Director sitting fees	1.50	1.00

d) Balance (payable to)/receivable from related parties

Name of Party		
Vinita Saraf	-1.44	-5.73
Kedarnath Agarwal	-	-0.37
Ritu Saraf	5.55	1.87
Gautam Kumar Pal	0.68	-0.05
Ashish Saraf	-6.28	-7.05
Shrey Saraf	0.82	-0.37
Deep Saraf	47.79	-0.15
Manorama Africa Limited	248.90	1,291.40
Manorama Benin Sarl	1.97	2.54
Manorama Earth Private Limited	-12.36	0.00
Ashok Jain	-2.75	-3.25
Jose Vailappallil Joseph	-	-0.23
Ashish Bakliwal	-	-0.23
Mudit Kumar Singh	-	-0.23
Nipun Sumanlal Mehta	-	-0.23
Veni Mocherla	-	-0.23
Divya Bhootra	-0.14	-0.14
Deepak Sharma	-1.20	-

Terms and conditions of transactions with related parties

All related party transactions entered during the year were in ordinary course of business and on arm's length basis. Outstanding balances at the year-end are unsecured and will be settled in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2024, the company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2023: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2024****Note 29 Contingent liabilities and capital commitments:****(a) Contingent Liability:**

Claims against the companies not acknowledged as debts ₹ 1.99 lacs (Previous Year ₹ 1.99 lacs).

Disputed liability of ₹ 19.13 lacs (Previous Year ₹ 19.13 lacs) on account of Goods and Services Tax against which the company has preferred an appeal.

Disputed liability of ₹ 18.70 lacs (Previous Year ₹ Nil) on account of TDS default appearing in Traces Site for which rectification is being filed.

(b) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)

31-Mar-24 ₹ in lacs	31-Mar-23 ₹ in lacs
90.26	268.70
90.26	268.70

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2024****30. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 19 EMPLOYEE BENEFITS:****a. Defined Contribution Plan:**

The Company has certain defined contribution plans viz. provident fund . Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

An amount of ₹ 59.52 lacs (P.Y. ₹ 41.41 lacs) is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 23).

b. Defined benefit plan:**Leave Obligations:**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number days of unutilised leave at each balance sheet date on the basis of year-end actuarial valuation using projected unit credit method. The scheme is unfunded.

Based on past experience and in keeping with Company's practice, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and accordingly the total year end provision determined on actuarial valuation, as aforesaid is classified between current and non current.

An amount of ₹ 10.94 lacs (P.Y. ₹ 4.33 lacs) is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 23).

Gratuity:

The Gratuity scheme is a final salary defined benefit plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. Benefits provided under this plan is as per the requirement of the Payment of Gratuity Act, 1972. The scheme is unfunded.

		(₹ in lacs)	
Particulars	Gratuity		
	2023-24	2022-23	
	(Non Funded)	(Non Funded)	
I	Change in Present value of defined benefit obligation during the year:		
	Present value of defined benefit obligation at the beginning of the year	59.44	47.67
	Interest Cost	4.22	3.53
	Current Service Cost	29.03	18.24
	Past Service Cost	-	-
	Benefit paid directly by employer	-	(3.06)
	Actuarial Changes arising from changes in financial assumption	3.25	(4.33)
	Actuarial Changes arising from changes in experience assumption	(0.01)	(2.61)
	Present value of defined benefit obligation at the end of the year	95.93	59.44
II	Change in fair value of plan assets during the year:		
	Fair value of plan assets at the beginning of the year	-	-
	Contribution paid by the employer	-	3.06
	Benefit paid	-	(3.06)
	Fair value of plan assets at the end of the year	-	-

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2024

III	Net asset / (liability) recognised in the balance sheet:		
	Present Value of defined benefit obligation at the end of the year	95.93	59.44
	Fair value of plan assets at the end of the year	-	-
	Amount recognised in the balance sheet		
	Net asset / (liability) - Current	12.41	6.90
	Net asset / (liability) - Non Current	83.52	40.77
IV	Expenses recognized in the statement of profit and loss for the year:		
	Current Service Cost	29.03	18.24
	Interest Cost on benefit obligation (Net)	4.22	3.53
	Total expenses included in employee benefits expenses	33.25	21.77
V	Recognized in other comprehensive income for the year:		
	Actuarial Changes arising from changes in financial assumption	3.25	(4.33)
	Actuarial Changes arising from changes in experience assumption	(0.01)	(2.61)
	Recognized in other comprehensive income for the year:	3.24	(6.94)
VI	Maturity profile of defined benefit obligation:		
	Within the next 12 months (next annual reporting period)	12.41	8.27
	Between 2 and 5 years	15.70	9.23
	6 years to 10 years	29.07	12.99
VII	Quantitative Sensitivity analysis for significant assumption is as below:		
	1% point increase in discount rate	85.78	53.24
	1% point decrease in discount rate	108.26	66.95
	1% point increase rate of salary Increase	108.28	66.98
	1% point decrease rate of salary Increase	85.59	53.11
	1% point increase rate of employee turnover rate	97.14	59.89
	1% point decrease rate of employee turnover rate	94.53	58.94

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2024

VIII Sensitivity Analysis Method:

Sensitivity Analysis is determined based on the expected movement in liability if the assumption were not proved to be true on different count.

	Particulars	Gratuity	
		2023-24	2022-23
		Non Funded	Non Funded
IX	Actuarial assumptions:		
1	Discount rate	7.10%	7.00%
2	Salary escalation	6.00%	6.00%
3	Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
4	Mortality post retirement rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
5	Rate of Employee Turnover	1% to 5%	1% to 5%

Notes:

- (i) The actuarial valuation of the defined obligation were carried out at 31st March, 2024. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the projected Unit Credit Method.

(ii) Risk Exposure

Through its defined benefit plans, the Company is exposed to some risks, the most significant of which are detailed below:

Interest rate risk :

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk :

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk :

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

31. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Company's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also enters into derivative contracts.

The Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk
- Currency risk
- Price risk

The Company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. This note presents information about the risks associated with its financial instruments, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

Credit Risk

The Company is exposed to credit risk as a result of the risk of counterparties non performance or default on their obligations. The Company's exposure to credit risk primarily relates to investments in fixed deposits with banks, accounts receivable and cash and cash equivalents. The Company monitors and limits its exposure to credit risk on a continuous basis. The Company's credit risk associated with accounts receivable is primarily related to party not able to settle their obligation as agreed. To manage this the Company periodically reviews the financial reliability of its customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivables.

Trade receivables

Trade receivables represent the most significant exposure to credit risk and are stated after an allowance for impairment and expected credit loss.

Bank, Cash and cash equivalents

Bank, Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to cash. These are subject to insignificant risk of change in value or credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	₹ in Lacs	
	31-Mar-24	31-Mar-23
Trade receivables	4,182.06	2,758.09
Bank, Cash and cash equivalents	9,136.05	6,350.54
Impairment losses		
	31-Mar-24	31-Mar-23
Trade receivables (measured under life time excepted credit loss model)		
Opening balance	27.49	8.15
Provided during the year	0.59	19.34
Closing balance	28.08	27.49
Ageing analysis		
	31-Mar-24	31-Mar-23
Upto 3 months	3,575.21	2,738.62
3-6 months	569.61	-
More than 6 months	65.32	46.96
	4,210.14	2,785.58

No significant changes in estimation techniques or assumptions were made during the reporting period

Liquidity risk

The Company is exposed to liquidity risk related to its ability to fund its obligations as they become due. The Company monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The Company has access to credit facilities and debt capital markets and monitors cash balances daily. In relation to the Company's liquidity risk, the Company's policy is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions as they fall due while minimizing finance costs, without incurring unacceptable losses or risking damage to the Company's reputation.

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2024****Financing arrangements**

The Company has access to following undrawn borrowing facilities at the end of the reporting period: ₹ in Lacs

	31-Mar-24	31-Mar-23
Working capital facilities from banks	6,961.15	8,956.31

Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows: (in Lacs)

As at 31 March 2024	Less than 1 year	<1-5 years	More than 5 years	Total
Borrowings	29,564.88	4,375.31	698.22	34,638.42
Trade payables	4,013.59	-	-	4,013.59
Other financial liabilities	561.28	-	-	561.28
	34,139.75	4,375.31	698.22	39,213.29
As at 31 March 2023	Less than 1 year	<1-5 years	More than 5 years	Total
Borrowings	8,603.51	2,398.51	-	11,002.02
Trade payables	403.88	-	-	403.88
Other financial liabilities	395.53	-	-	395.53
	9,402.92	2,398.51	-	11,801.42

Interest rate risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the company. The Company is exposed to long term and short-term borrowings, Commercial Paper Program. The Company manages interest rate risk by monitoring its mix of fixed and floating rate instruments, and taking action as necessary to maintain an appropriate balance.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

a) Interest rate risk exposure	31-Mar-24	31-Mar-23
Variable rate borrowings	34,356.41	10,913.38
Fixed rate borrowings	282.01	88.64

b) Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates.

	Impact on profit after tax	
	31-Mar-24	31-Mar-23
Interest rates - increase by 70 basis points	(240.49)	(76.39)
Interest rates - decrease by 70 basis points	240.49	76.39

FOREX EXPOSURE RISK

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through purchases from overseas suppliers in various foreign currencies.

Foreign currency exchange rate exposure is partly balanced by hedging of exposure by forward contract of selling of goods in the respective currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies to foreign currency risk.

		Currency in Lacs	
PARTICULARS	Currency	31-Mar-24	31-Mar-23
Trade Payables	USD	35.26	14.97
Trade Payables	EURO	0.92	-
Trade Payables	RUBLE	0.04	-
Receivable	USD	43.51	30.61
Receivable	EURO	0.44	-

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2024**

Profit or loss estimate to higher/lower as a result of changes in foreign exchange rates-

₹ in Lacs

	Impact on profit after tax	
	31-Mar-24	31-Mar-23
Foreign exchange rates - increase by 1%	(4.51)	(9.12)
Foreign exchange rates - decrease by 1%	4.51	9.12

32. CAPITAL MANAGEMENT

The Company's main objectives when managing capital are to:

- ensure sufficient liquidity is available (either through cash and cash equivalents, investments or committed credit facilities) to meet the needs of the business;
- ensure compliance with covenants related to its credit facilities; and
- minimize finance costs while taking into consideration current and future industry, market and economic risks and conditions.
- safeguard its ability to continue as a going concern
- to maintain an efficient mix of debt and equity funding thus achieving an optimal capital structure and cost of capital.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic and international financial markets so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purpose of Company's capital management, capital includes issued capital and all other equity reserves. The Company manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Company manages its capital on the basis of net debt to equity ratio which is net debt (total borrowings net of cash and cash equivalents) divided by total equity

	₹ in Lacs	
	31 March 2024	31 March 2023
Total debt	34,638.42	11,002.02
Less : Bank, Cash and cash equivalent	9,136.05	6,350.54
Net debt	25,502.36	4,651.48
Total equity	33,700.79	29,830.33
Net debt to equity ratio	0.76	0.16

During the year the company has complied with major covenants of the terms of sanction of the loan facilities throughout the year.

33. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 : other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3 : techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

	Carrying amount			₹ in Lacs
	As at 31.03.2024	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Trade receivables	4182.06	-	-	-
Other financial assets	581.61			
Bank, Cash and bank balances	8754.04	-	-	-
	13517.70	-	-	-
Financial liabilities at amortised cost:				
Long term borrowings	5073.53	-	-	-
Short term borrowings	29564.88	-	-	-
Trade payables	4013.17	-	-	-
Other financial liabilities	561.28	-	-	-
Total	39212.87	-	-	-
	Carrying amount			₹ in Lacs
	As at 31.03.2023	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Trade receivables	2758.09	-	-	-
Other financial assets	505.57			
Bank, Cash and bank balances	5994.20	-	-	-
	9257.86	-	-	-
Financial liabilities at amortised cost:				
Long term borrowings	2398.51	-	-	-
Short term borrowings	8603.51	-	-	-
Trade payables	379.31	-	-	-
Other financial liabilities	133.92	-	-	-
Total	11515.26	-	-	-

During the reporting period ending 31st March, 2024 and 31st March, 2023, there were no transfers between Level 1 and Level 2 fair value measurements.

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2024
Note-34

During the year the company has decided to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019, accordingly the Company has re-measured its deferred tax liabilities (net). Tax expenses for year ended March 31, 2024 includes tax benefit of ₹ 67.94 lacs on account of re-measurement of deferred tax liabilities (net) and on basis of the rate prescribed under section 115BAA and has taken the full effect to Statement of profit and loss during the year ended March 31, 2024.

Note-35
Details of CSR Expenditure:

(₹ in Lacs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Amount approved by the Board to be spent during the year	69.20	62.12
(i) Gross amount required to be spent by the company during the year (Two percent of average net profit of the company as per section 135(5))	69.20	62.12
(ii) Excess Amount Spent in Previous financial year	0.02	-
(iii) Net amount to be spent in the Financial Year (i)-(ii)	69.18	62.12
(iv) Total amount spent for the Financial Year	64.31	62.14
(v) Excess amount spent for the financial year (iv)-(iii)	-	0.02
(vi) Amount available for set off in succeeding financial years	-	0.02
Amount Spent during the year ended 31.03.2024	In Cash	Yet to be paid in cash
Constructions/acquisition of any assets	-	-
On purpose other than above	64.31	-
		64.31

Amount Spent during the year ended 31.03.2023	In Cash	Yet to be paid in cash	Total
Constructions/acquisition of any assets	-	-	-
On purpose other than above	62.14	-	62.14
Details related to spent/unspent obligations	Year ended 31 March 2024	Year ended 31 March 2023	
i) Contribution to Public Trust	-	-	
ii) Contribution to Charitable Trust	28.95	43.70	
iii) Unspent amount in relation to:			
- Ongoing project	-	-	
- Other than ongoing project	4.88	-	

Note-36
Tax expense

(₹ in Lacs)

i) Tax expense recognised in statement of profit or loss
a) Current tax

Income Tax for the period

Tax related to earlier years

b) Deferred tax

Origination of temporary differences

Total Tax expense
ii) Tax recognised in Other Comprehensive Income

Remeasurements of defined benefit plans

iii) Reconciliation of tax expense and accounting profit

Accounting profit before tax from continuing operations

Expected Tax Rate

Tax using the Company's domestic tax rate

Adjustments in respect of current income tax of previous years

Expense not allowed for tax purpose

Deduction under chapter VIA

Reversal due to opting new tax regime

Other temporary differences

Effective income tax rate

Income tax reported in the statement of profit and loss

Year ended 31 March 2024	Year ended 31 March 2023
1,351.20	998.16
-2.44	33.50
1,348.77	1,031.65
-42.49	296.81
-42.49	296.81
1,306.28	1,328.46
0.94	-2.02
0.94	-2.02
5,317.15	4,306.01
25.17%	29.12%
1,338.22	1,253.91
-2.44	33.50
42.76	20.02
-8.62	-7.15
-67.94	0.00
4.29	28.18
24.57%	30.85%
1,306.28	1,328.46

Note-37

Financial Ratios

Particulars	Numerator	Denominator	As at 31.03.2024	As at 31.03.2023	% Variance
1. Current Ratio Particulars	Current Assets	Current Liabilities	1.62	2.82	-42.41
2. Debt-Equity Ratio Debt-to-equity ratio compares a Company's total debt to shareholders equity. Both of these numbers can be found in a Company's balance sheet.	Total Debt	Total Shareholders' Equity	1.03	0.37	178.68
3. Debt Service Coverage Ratio Debt Service coverage ratio is used to analyse the firm's ability to pay-off current interest and instalments.	Net Profit after taxes + depreciation and amortizations + Interest +loss/(profit) on sale of PPE etc.	Interest + Principal Repayments	2.44	3.46	-29.38
4. Return on Equity Ratio It measures the profitability of equity funds invested in the Company. The ratio reveals how profitability of the equity-holders' funds have been utilized by the Company. It also measures the percentage return generated to equity-holders.	Net Profits after taxes	Average Shareholders' Equity	12.63%	11.69%	7.98
5. Inventory turnover ratio This ratio also known as stock turnover ratio and it establishes the relationship between the cost of goods sold during the period or sales during the period and average inventory held during the period. It measures the efficiency with which a Company utilizes or manages its inventory.	Sales	Average Inventory	3.86	4.03	-4.07
6. Trade Receivables turnover ratio It measures the efficiency at which the company is managing the receivables.	Net Credit Sales	Average Trade Receivables	13.13	11.71	12.17
7. Trade payables turnover ratio It indicates the number of times sundry creditors have been paid during a period. It is calculated to judge the requirements of cash for paying sundry creditors. It is calculated by dividing the net credit purchases by average creditors.	Net credit purchases	Average Trade payables	21.87	27.24	-19.73
8. Net capital turnover ratio It indicates a company's effectiveness in using its working capital.	Net Sales	Working Capital	2.14	2.00	7.06

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2024

9. Net profit ratio It measures the relationship between net profit and sales of the business.	Net Profit	Net Sales	8.77%	8.49%	3.38
10. Return on Capital employed Return on capital employed indicates the ability of a company's management to generate returns for both the debt holders and the equity holders. Higher the ratio, more efficiently is the capital being employed by the company to generate returns.	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liabilities	10.62%	12.52%	-15.15

Note : Reasons for variance in ratios for more than or less than 25% are as follows:

- Current ratio decreased mainly on account of increase in short term borrowings as compared to previous year.
- Increase/ decrease in Debt equity ratio and debt service coverage ratio respectively was because of increase in short term borrowings and long term borrowings.

Note-38 Distribution made and proposed:

31 March 2024 31 March 2023

Final dividends on Equity shares:

Final dividend for the year ended on 31 March 2024: ₹ 0.40 per share (previous year ₹ 2.00 per share) (31 March 2023: ₹ Nil)	238.40	-

Proposed dividends on Equity shares:

Proposed dividend for the year ended on 31 March 2024: ₹ 0.40 per share (31 March 2023: ₹ 2 per share)	238.40	238.40

Proposed final dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at 31 March 2024.

Note-39 Segment Reporting

The Company's only identifiable reportable Business segment is Manufacturing of Exotic Seed based Fats and Butters including Cocoa Butter Equivalent (CBE). Further, the Company operates and controls its business activities within/from India, except export of goods. Hence disclosure of Segment wise information is not applicable under Indian Accounting Standard - 108 "Segment Information" (Ind AS-108).

Note 40

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 41

None of the banks, financial institutions or other lenders from whom the company has borrowed funds has declared the company as a wilful defaulter at any time during the current year or in previous year.

Note 42

The Company has working capital facilities from banks on the basis of security of current assets & submitting quarterly Financial Follow up Report as per the terms & conditions of sanction letters. There are no material discrepancies in the amount of current assets between Financial Follow Report and books of accounts.

Note 43

All the charges or satisfaction of which is required to be registered with Registrar of Companies(ROC) have been duly registered within the statutory time limit provided under the provisions of Companies Act 2013 and rules made thereunder.

Note 44

The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956 during the current year or in previous year.

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2024****Note 45**

The Company has not made any loans or advances in the nature of loans to Promoters, Directors, KMP's and the related parties which are outstanding as at the end of the current year and previous year.

Note 46

All the transactions are recorded in the books of accounts and there was no income that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Also there was no previously unrecorded income and related assets which has been recorded in the books of account during the year.

Note 47

The company does not have investment in subsidiary companies and accordingly the disclosure as to whether the company has complied with the number of layers of companies prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

Note 48

No scheme of compromise or arrangement has been proposed between the company & its members or the company & its creditors under section 230 of the Companies Act 2013 ("The Act") and accordingly the disclosure as to whether the scheme of compromise or arrangement has been approved or not by the competent authority in terms of provisions of sections 230 to 237 of the Act is not applicable.

Note 49

The company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Further, the company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note-50

The company has neither traded nor invested in Crypto Currency or Virtual Currency during the financial year.

Note-51

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note-52

Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date.

For OP Singhania & Co
Chartered Accountants
(ICAI Firm Regn. No:002172C)

Sanjay Singhania
Partner
Membership No.: 076961

Raipur
12 May 2024

For and on behalf of the Board of Directors of Manorama Industries Limited

Gautam Kumar Pal
Managing Director
DIN-07645652

Shrey Ashish Saraf
Director
DIN-07907037
Raipur
12 May 2024

Ashok Jain
CFO & Whole time director
DIN-09791163

Deepak Sharma
Company Secretary

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF MANORAMA INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **MANORAMA INDUSTRIES LIMITED** (the “Company”), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (“SA”s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibilities for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (i) As stated in Note 39 to the standalone financial statements.
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company has not declared and paid any interim dividend during the year or before the date of audit report for the year ended 31st March, 2025, therefore reporting under this clause is not applicable.
 - (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- (j) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated through out the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For ***Singhi & Co.***

(ICAI Firm Regn.302049E)

Chartered Accountants

Sanjay Kumar Dewangan

Partner

Membership number: 409524

Raipur, 26th April, 2025

UDIN: 25409524BMJDJV7725

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Manorama Industries Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have any intangible assets except intangible assets under construction, therefore reporting under clause 3(i)(a) (B) of the Order is not applicable.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the standalone financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) As explained to us, the physical verification of inventories has been conducted at reasonable intervals by the management during the year. In our opinion, the frequency of the verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not more than 10% or more in the aggregate of each class of inventory and have been properly dealt with in the books of account.

(b) Based on the audit procedure and on an overall examination of standalone financial statements, we are of the opinion that the stock statements and quarterly returns filed by the company, in respect of working capital loan availed from banks, are in agreement with the books of account of the company and no material discrepancies have been observed.

- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
- The Company has not provided any loans or advances in the nature of loans or provided any security to any other entity during the year, therefore reporting under clause 3(iii)(a) of the Order is not applicable.
 - In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
 - As the company has not granted any loans or advances in the nature of loans to any other entity during the year, therefore reporting under clause 3(iii)(c) to 3(iii)(f) of the Order is not applicable.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of Company's products to which the said rules are made applicable and are of the opinion that, prima facie, the prescribed accounts and records, have been made and maintained. We have, however, not made a detailed examination of the records.
- vii. In respect of statutory dues:
- In our opinion, the Company has regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
 - According to the information and explanations given to us, there are no dues of provident fund, employees' state insurance, income tax, custom duty, goods & services tax and cess which have not been deposited on account of any dispute except as below:

Name of the Statute	Nature of Dues	Amount Rs.in lacs	Forum where dispute is pending
Goods & Services Tax	Demand & penalty raised on account of difference in GSTR 2A & GSTR-3B	19.13	Commissioner Appeal CBIT & C, GST, Nagpur (MH)
Income Tax Act	Demand appearing in Traces Site in respect of TDS default	0.67	Rectification application going to be filed.

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
 - (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender and hence reporting under clause 3(ix)(a) of the Order is not applicable.
 - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purpose for which they were obtained.
 - (d) On an overall examination of the standalone financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x.
 - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi.
 - (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.

- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. There are no unspent amounts towards Corporate Social Responsibility (CSR) in accordance with Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.

For ***Singhi & Co.***

(ICAI Firm Regn.302049E)

Chartered Accountants

Sanjay Kumar Dewangan

Partner

Membership number: 409524

Raipur, 26th April, 2025

UDIN: 25409524BMJDJV7725

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Manorama Industries Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of **MANORAMA INDUSTRIES LIMITED** (the “Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For *Singhi & Co.*

(ICAI Firm Regn.302049E)
Chartered Accountants

Sanjay Kumar Dewangan

Partner

Membership number: 409524

Raipur, 26th April, 2025

UDIN: 25409524BMJDJV7725

MANORAMA INDUSTRIES LIMITED
Balance Sheet as at 31 March 2025

	Notes	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	17,463.00	12,932.74
(b) Capital work-in-progress	4.1	240.38	4,120.56
(c) Intangible assets under development	4.2	229.87	70.71
(d) Right-of-use assets	4.3	139.14	-
(e) Financial assets			
(i) Investments	5	49.89	-
(ii) Other financial assets	6	482.80	382.01
(f) Other non-current assets	7	745.32	562.82
		19,350.40	18,068.84
Current Assets			
(a) Inventories	8	54,904.27	38,923.06
(b) Financial assets			
(i) Trade Receivables	9	10,172.82	4,182.06
(ii) Cash and cash equivalents	10	48.58	41.63
(iii) Bank balances other than Cash and cash equivalents mentioned above	10	9,569.35	8,712.41
(iv) Other financial assets	6	74.79	199.59
(c) Current Tax assets (Net)		-	53.43
(d) Other current assets	7	4,382.00	3,484.79
		79,151.81	55,596.97
Total Assets		98,502.21	73,665.81
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	1,191.98	1,191.98
(b) Other equity	12	44,999.61	32,508.81
		46,191.59	33,700.79
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	4,285.39	5,073.53
(ii) Lease liabilities	35	112.47	-
(b) Deferred tax liabilities (Net)	14	352.57	430.06
(c) Other non-current liabilities	15	60.50	67.83
(d) Provisions	16	187.20	104.08
		4,998.13	5,675.50
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	43,798.25	29,564.88
(ii) Lease liabilities	35	33.46	-
(iii) Trade payables	18		
'- total outstanding dues of micro enterprises and small enterprises		64.39	0.42
'- total outstanding dues of creditors other than micro enterprises and small enterprises		1,366.37	4,013.17
(iv) Other Financial Liabilities	19	1,013.17	561.28
(b) Other current liabilities	15	314.48	133.92
(c) Provisions	16	19.02	15.84
(d) Current tax liabilities (Net)		703.36	-
		47,312.49	34,289.52
Total Equity and Liabilities		98,502.21	73,665.81

Summary of material accounting policies 2.1

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singh & Co.

Chartered Accountants

(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Kumar Dewangan

Partner

Membership No.: 409524

Ashish Ramesh Saraf

Managing Director

DIN-00183357

Ashok Jain

CFO & Whole time
director

DIN-09791163

Raipur

26 April 2025

Shrey Ashish Saraf

Director

DIN-07907037

Deepak Sharma

Company Secretary

MANORAMA INDUSTRIES LIMITED
Statement of Profit and Loss for the year ended 31 March 2025

Particulars	Note No.	2024-25 ₹ in lacs	2023-24 ₹ in lacs
INCOME			
Revenue from operations	20	77,084.19	45,708.01
Other income	21	1,856.34	1,315.32
Total Revenue		78,940.53	47,023.33
EXPENDITURE			
Cost of materials consumed	22	37,352.20	33,079.67
Changes in inventories of finished goods, by-product and stock-in-trade	23	2,415.36	-8,058.61
Employee benefits expense	24	4,792.13	1,952.54
Finance costs	25	3,916.43	1,989.41
Depreciation and amortization expense	26	2,212.39	1,360.82
Other expenses	27	13,419.17	11,382.35
Total Expenses		64,107.66	41,706.18
Profit before tax		14,832.87	5,317.15
Tax expense:			
Current Tax		3,701.67	1,348.77
Deferred Tax		-73.81	-42.49
Total income tax expense		3,627.86	1,306.28
Profit (Loss) for the period		11,205.01	4,010.87
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gain/(loss) on defined benefit plans, Gross		-14.65	-3.24
Income tax relating to items that will not be reclassified to profit or loss		3.69	0.94
Total Other Comprehensive Income (Net of Tax)		-10.96	-2.30
Total Comprehensive Income for the Period		11,194.05	4,008.57

Earnings per equity share [nominal value of share @₹ 2/- (31st March, 2024 ₹ 2/-)]	28		
Basic (in ₹)		18.80	6.73
Diluted (in ₹)		18.73	6.72
Summary of material accounting policies	2.1		

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singh & Co.

Chartered Accountants
(ICAI Firm Regn. No:302049E)

Sanjay Kumar Dewangan

Partner
Membership No.: 409524

Raipur
26 April 2025

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Ashish Ramesh Saraf

Managing Director

DIN-00183357

Shrey Ashish Saraf

Director
DIN-07907037

Ashok Jain

CFO & Whole time
director
DIN-09791163

Deepak Sharma

Company Secretary

MANORAMA INDUSTRIES LIMITED
Statement of Cash Flows for the year ended 31 March 2025

Particulars	2024-25	2023-24
	₹ in lacs	₹ in lacs
Cash Flow From Operating Activities		
Profit before tax	14,832.87	5,317.15
Adjustments for :		
Depreciation	2,212.39	1,360.82
Provision for employee benefits	71.65	42.83
Provision/Allowances for credit loss on debtors	-26.26	0.59
Provision for employee stock option	1,535.13	100.29
Profit on sale of property, plant and equipment	-9.40	-
Finance cost	3,916.43	1,989.41
Interest income	-745.08	-628.21
Operating Profit Before Working Capital Changes	21,787.73	8,182.88
Adjustments for :		
(Increase)/decrease in inventories	-15,981.21	-23,153.83
(Increase)/decrease in trade receivables	-5,964.50	-1,424.55
(Increase)/decrease in Other current assets	-897.21	-1,126.57
(Increase)/decrease in Other Non Current assets	-15.20	-86.92
(Increase)/decrease in Other financial assets	107.26	-50.36
(Increase)/decrease in Trade payables	-2,582.83	3,609.71
Increase/(decrease) in Other Financial Liabilities	444.48	162.63
Increase/(decrease) in other liabilities & provisions	173.23	32.35
Cash generated from operations	-2,928.26	-13,854.67
Taxes Paid (net of refund)	-2,944.88	-1,494.85
Net Cash Flow From/ (Used In) Operating Activities (A)	-5,873.14	-15,349.52
Cash Flow From / (Used In) Investing Activities		
Purchase of property, plant and equipment (including capital work in progress and capital advances)	-3,168.05	-3,904.89
Proceeds from disposal of property, plant & equipment	14.70	-
Purchase of non-current investments	-49.89	-
Deposit with bank with maturity for more than three months	-940.04	-2,932.10
Interest received	744.12	628.21
Net Cash Flow From / (Used In) Investing Activities (B)	-3,399.16	-6,208.78
Cash Flow From / (Used In) Financing Activities		
Proceeds from Long term borrowings	364.12	3,553.80
Repayment of long-term borrowings	-1,161.77	-412.58
Proceeds/(Repayment) from/of Short term borrowings (net)	14,233.37	20,495.16
Dividends paid on equity shares	-238.40	-238.40
Finance Cost	-3,888.17	-1,986.32
Payment of principal portion of lease liabilities	-29.93	-
Net Cash Flow From / (Used In) Financing Activities (C)	9,279.23	21,411.66
Net Increase / (Decrease) In Cash And Cash Equivalents (A + B + C)	6.95	-146.64
Opening Cash And Cash Equivalents	41.63	188.27
Closing Cash And Cash Equivalents	48.58	41.63

MANORAMA INDUSTRIES LIMITED**Cash Flow Statement for the year ended 31 March 2025 (Cont'd)****Notes to the cash flow statement**

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
Cash In Hand	22.65	24.73
Foreign Currency In Hand	-	4.12
Balance with Banks		
- in current accounts	25.93	12.78
	48.58	41.63

2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS - 7) - Statement of Cash Flow.

3. Reconciliation between opening & closing balances in the Balance Sheet for liabilities arising from financial activities due to cash flows and non-cash flow changes.

Particulars	As at 01.04.2024	Cash flow		Leases	Non Cash changes	As at 31.03.2025
		Proceeds	Repayments			
Long-Term Borrowings	5,073.53	364.12	-1,161.77	-	9.50	4,285.39
Short-Term Borrowings	29,564.88	14,233.37	-	-	-	43,798.25
Lease Liabilities	-	-	-29.93	175.85	-	145.93
Total	34,638.42	14,597.49	-1,191.69	175.85	9.50	48,229.57

4. Figures in the bracket represents cash outflow.

As per our report of even date.

For Singh & Co.

Chartered Accountants

(ICAI Firm Regn. No:302049E)

For and on behalf of the Board of Directors of

Manorama Industries Limited

Sanjay Kumar Dewangan

Partner

Membership No.: 409524

Ashish Ramesh Saraf

Managing Director

DIN-00183357

Ashok Jain

CFO & Whole time director

DIN-09791163

Shrey Ashish Saraf

Director

DIN-07907037

Deepak Sharma

Company Secretary

Raipur

26 April 2025

MANORAMA INDUSTRIES LIMITED
Statement of changes in Equity
Equity Share Capital

Particulars	Balance as at 01.04.2023	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the respective reporting	Changes in the equity share capital during the year	Balance as at 31.03.2024
Equity Share Capital	1,192	-	-	-	1,192

Particulars	Balance as at 01.04.2024	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the respective reporting	Changes in the equity share capital during the year	Balance as at 31.03.2025
Equity Share Capital	1,192	-	-	-	1,192

Other Equity

Particulars	Other Equity				(Amount in ₹)
	Reserves and Surplus		Share Based Payment Reserve	Other Comprehensive Income	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as of April 1, 2023	15,557.57	13,058.54	22.24		28,638.35
Actuarial Gain/Loss on employee benefit (Net of Tax)	-	-2.30			-2.30
Final Dividend Paid	-	-238.40		-	-238.40
For the period	-		100.29		100.29
Profit/(loss) for the period	-	4,010.87		-	4,010.87
Balance as on March 31, 2024	15,557.57	16,828.71	122.53	-	32,508.81

Particulars	Other Equity				
	Reserves and Surplus		Share Based Payment Reserve	Other Comprehensive Income	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as of April 1, 2024	15,557.57	16,828.71	122.53	-	32,508.81
Actuarial Gain/Loss on employee benefit (Net of Tax)	-	-10.96	-		-10.96
Final Dividend Paid	-	-238.40		-	-238.40
For the period	-		1,535.13		1,535.13
Profit/(loss) for the period	-	11,205.01		-	11,205.01
Balance as on March 31, 2025	15,557.57	27,784.36	1,657.66	-	44,999.61

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singh & Co.

Chartered Accountants

(ICAI Firm Regn. No:302049E)

For and on behalf of the Board of Directors of

Manorama Industries Limited

Sanjay Kumar Dewangan

Partner

Membership No.: 409524

Ashish Ramesh Saraf

Managing Director

DIN-00183357

Ashok Jain

CFO & Whole time director

DIN-09791163

Shrey Ashish Saraf

Director

DIN-07907037

Deepak Sharma

Company Secretary

Raipur

26 April 2025

Note-1 Corporate Information

The Company was originally incorporated as "Manorama Industries Private Limited" at Raipur, Chhattisgarh, as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 9 August 2005 bearing Corporate Identification Number U15142CT2005PTC17858 issued by Registrar of Companies, Madhya Pradesh & Chhattisgarh. Subsequently the Company was converted in to Public Limited Company pursuant to shareholders resolution passed at Extraordinary General Meeting of the Company held on 06 February 2018 and the name of the Company was changed to "Manorama Industries Limited" and a Fresh Certificate of Incorporation consequent upon conversion of company to Public Limited dated 23 March 2018 was issued by Registrar of Companies, Maharashtra. The Corporate Identification number of the Company is L15142MH2005PLC243687. It's shares are listed on National Stock Exchange and Bombay Stock Exchange in India.

The Company is engaged in manufacturing, processing and exporting of specialty fats like shea butter, sal butter, shea fat, sal fat, shea oil, sal oil, shea stearine, sal stearine, mango butter, mango fat, mango oil, mango stearine, kokum butter, kokum oil, de-oiled cakes, mowrah fat and several value-added tailor made products that form the ingredients of Cocoa Butter Equivalents (CBE). The Company manufactures, processes and exports exotic butter extracted from shea seeds, sal seeds, mango kernel, Mowrah seeds, Kokum seeds, Chiuri seeds for usage in Cosmetics as Specialty fats, Chocolate and Confectionaries industries.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

The standalone financial statements were approved for issue in accordance with a resolution of the directors on 26th April 2025.

2. MATERIAL ACCOUNTING POLICIES**Basis of preparation of financial statements**

The standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Defined benefit plans - plan assets

Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency and is rounded off to nearest ₹ in lacs.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

2.1 Summary of material accounting policies

a) Current–non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of manufacturing activity and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle for the purpose of current – non current classification of assets and liabilities as 12 months for its products.

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Normally at initial recognition, the transaction price is the best evidence of fair value.

However, when the Company determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. This categorisation is based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Financial assets and financial liabilities that are recognised at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re- assessing categorisation at the end of each reporting period.

c) Property, Plant and Equipment (PPE)

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2020, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

An item of PPE is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2025

The cost of an item of property, plant and equipment is measured at :

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation which is to be incurred either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
- Expenditure incurred on renovation and modernization of PPE on completion of the originally estimated useful life resulting in increased life and/or efficiency of an existing asset, is added to the cost of the related asset. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.
- After initial recognition, PPE is carried at cost less accumulated depreciation/amortization and accumulated impairment losses, if any.
- Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.
- If the cost of the replaced part or earlier inspection is not available, the estimated cost of similar new parts/ inspection is used as an indication of what the cost of the existing part/ inspection component was when the item was acquired or inspection carried out.
- An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

d) Capital work in progress

Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

Capital Expenditure incurred for creation of facilities, over which the Company does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

e) Leases

The Company assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

- Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Lease hold properties - 5 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

- Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

- Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

f) Revenue recognition

A. Sale of Goods

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Company recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer.

Revenue from sale of by products are included in revenue.

Contract Balances

Contract Assets:

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Trade Receivables:

A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

Contract Liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract including Advance received from Customer.

Refund Liabilities:

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer including volume rebates and discounts. The Company updates its estimates of refund liabilities at the end of each reporting period.

B. Exports Benefits:

Benefits arises on exports of goods like export incentives are recognized on accrual basis when exports sales are recognized.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2025

C. Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

g) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is provided on Written Down Value Method based on estimated useful life of the assets which is same as envisaged in schedule II of the Companies Act, 2013.

Depreciation on additions to /deductions from Property, Plant & Equipment during the year is charged on pro-rata basis from / up to the date on which the asset is available for use / disposal.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Where the life and / or efficiency of an asset is increased due to renovation and modernization, the expenditure thereon along with its unamortized depreciable amount is charged prospectively over the revised / remaining useful life determined by technical assessment.

Spares parts procured along with the Plant & Machinery or subsequently which are capitalized and added in the carrying amount of such item are depreciated over the residual useful life of the related plant and machinery or their useful life whichever is lower.

h) Inventories

Inventories are valued at lower of cost and net realizable value, after providing for obsolescences, if any.

Cost of stores & consumables and chemicals are computed on FIFO basis and cost of Raw Materials, Finished Goods & Goods in Process are computed on Weighted average basis.

Cost of Work in Progress and Finished Goods includes direct materials, labour, conversion and proportion of manufacturing overheads incurred in bringing the inventories to their present location and condition.

The cost is determined using weighted average cost formula and net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

The by-products are valued at net realizable value.

i) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j) Income Taxes

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In which case the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

k) Foreign Currency Transactions

Transactions in foreign currency are initially recorded at exchange rate prevailing on the date of transaction. At each Balance Sheet date, monetary items denominated in foreign currency are translated at the exchange rates prevailing on that date.

Exchange differences arising on translation or settlement of monetary items are recognised as income or expenses in the period in which they arise in the Statement of Profit and loss.

l) Employee Benefits Expense**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment BenefitsDefined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Contributory Pension Fund. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefits Plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The company has recognized the gratuity payable to the employees as per the Payment of Gratuity Act, 1972 and Leave Encashment Benefits as defined benefit plans. The liability in respect of these benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

m) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

n) Impairment of non-financial assets - property, plant and equipment

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2025

o) Share capital and share premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

p) Financial Instruments

Financial Assets

Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Subsequent measurement

Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Investments in subsidiaries

The Company has accounted for its investments in subsidiaries at cost.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through OCI.

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2025

q) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

r) Government Grant

Government grants are recognised initially as deferred income when there is reasonable assurance that they will be received and the company will comply with the conditions associated with the grant. Grants that compensate the company for expenses incurred are recognised over the period in which the related costs are incurred and are deducted from the related expenses. Grants that compensate the company for the cost of an asset are recognised in profit or loss on a systematic basis over the useful life of the related asset.

s) Dividend Distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the Company's shareholders.

t) Statement of Cash Flows

Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. However for Balance Sheet presentation, Bank overdrafts are classified within borrowings in current liabilities.

Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting Standard.

u) Research and Development Costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- i) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- ii) Its intention to complete and its ability and intention to use or sell the asset.
- iii) How the asset will generate future economic benefits.
- iv) The availability of resources to complete the asset.
- v) The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

v) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 11 (g).

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.2 KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Depreciation and useful lives of property plant and equipment

Property, plant and equipment are depreciated over their estimated useful lives, after taking into account estimated residual value. The estimated useful lives and residual values of the assets are reviewed annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes and other related matters. The depreciation for future periods is revised if there are significant changes from previous estimates.

Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has only one lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The Company included the renewal period as part of the lease term for leases of properties with longer non-cancellable periods (i.e., 5 years) are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Amortization of leasehold land

The Company's lease asset classes primarily consist of leases for industrial land. The lease premium is the fair value of land paid by the Company to the state government at the time of acquisition and there is no liability at the end of lease term. The lease premium paid by the company has been amortized over the lease period on a systematic basis and classified under Ind AS 16 and therefore, the requirements of both Ind AS 116 and Ind AS 17 as to the period over which, and the manner in which, the right of use asset (under Ind AS 116) or the asset arising from the finance lease (under Ind AS 17) amortized are similar.

Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the period of overdues, the amount and timing of anticipated future payments and the probability of default.

MANORAMA INDUSTRIES LIMITED

Notes to Financial Statement for the year ended 31 March 2025

Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of resources resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Measurement of defined benefit obligations

The measurement of defined benefit and other post-employment benefits obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

2.3 New and amended standards

The company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025
Note 3 : Property, plant and equipment
₹ in lacs

	Freehold Land	Leasehold land	Factory shed and building	Plant and Equipment	Office equipment	Furnitures and Fixtures	Computers	Vehicles	Total
Carrying Value									
As on 1 April 2023	701.35	11.23	802.31	10,015.14	115.08	213.86	84.62	364.79	12,308.38
Addition	78.88	-	362.73	3,654.84	58.66	7.16	21.96	446.17	4,630.40
Deletions	-	-	-	-	-	-	-	-	-
As on 31 March 2024	780.23	11.23	1,165.04	13,669.98	173.75	221.02	106.58	810.96	16,938.78
Addition	123.95	-	61.96	5,698.21	56.98	17.45	39.77	723.45	6,721.77
Deletions	-	-	-	-	-	-	-	63.05	63.05
As at 31 March 2025	904.18	11.23	1,227.01	19,368.19	230.73	238.47	146.34	1,471.35	23,597.50
Accumulated Depreciation									
As on 1 April 2023	-	0.17	178.01	2,104.56	63.20	56.20	63.49	179.59	2,645.22
For the year	-	0.06	103.11	1,045.97	34.53	42.93	19.22	115.00	1,360.82
Deletions	-	-	-	-	-	-	-	-	-
As on 31 March 2024	-	0.23	281.11	3,150.53	97.73	99.13	82.71	294.59	4,006.04
For the year	-	0.06	111.03	1,716.19	46.54	34.88	26.68	250.84	2,186.21
Deletions	-	-	-	-	-	-	-	57.75	57.75
As at 31 March 2025	-	0.29	392.15	4,866.72	144.27	134.01	109.38	487.68	6,134.50
Net block									
As on 31 March 2024	780.23	11.00	883.93	10,519.45	76.01	121.89	23.87	516.37	12,932.74
As at 31 March 2025	904.18	10.94	834.86	14,501.47	86.46	104.46	36.96	983.67	17,463.00

Note:

Details of property, plant and equipment pledged against borrowings is presented in note 13 and 17.

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company itself. Further, the company has not carried out revaluation of items of Property, Plant & Equipment during the year and accordingly the disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025

4.1 : Capital Work in progress (CWIP)							₹ in lacs
	As on 1 April 2023	Addition	Deduction	As on 31 March 2024	Addition	Deduction	As at 31 March 2025
Project in progress	4,946.73	3,174.06	4,000.23	4,120.56	1,696.87	5,577.06	240.38
Total	4,946.73	3,174.06	4,000.23	4,120.56	1,696.87	5,577.06	240.38

Details of Capital Work in Progress	Amount in CWIP for a period of 31.03.2025				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	240.38	-	-	-	240.38

Note:

As at the balance sheet date, the assets/projects forming part of capital work in progress are neither exceeded its estimated cost nor its estimated completion time line.

Details of Capital Work in Progress	Amount in CWIP for a period of 31.03.2024				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	2,368.81	1,751.75	-	-	4,120.56

Out of above the following Capital Work in Progress where completion is overdue or has exceeded its cost compared to its original plan are as follows:

Details of Capital Work in Progress	To be completed in			
	< 1 year	1-2 years	2-3 years	> 3 years
Solvent Fractionation Plant	3,892.37	-	-	-

Note:

As at the balance sheet date, the assets/projects forming part of capital work in progress has exceeded its estimated cost from ₹ 2800 lacs to ₹ 4000 lacs (approx) and also exceeded its estimated completion time line from December'2022 to June'2024.

4.2 : Intangible Assets under construction (IAUC)							₹ in lacs
	As on 1 April 2023	Addition	Deduction	As on 31 March 2024	Addition	Deduction	As at 31 March 2025
Project in progress	-	70.71	-	70.71	159.16	-	229.87
Total	-	70.71	-	70.71	159.16	-	229.87

Details of Intangible Assets under construction	Amount in IAUC for a period of 31.03.2025				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	159.16	-	70.71	-	229.87

Details of Intangible Assets under construction	Amount in IAUC for a period of 31.03.2024				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	-	70.71	-	-	70.71

	Leasehold properties ₹ in lacs	Total ₹ in lacs
Note 4.3 : Right of use assets		
Carrying Value		
As on 1 April 2023	-	-
Addition	-	-
Deletions	-	-
As on 31 March 2024	-	-
Addition	165.32	165.32
Deletions	-	-
As at 31 March 2025	165.32	165.32
Accumulated amortisation		
As on 1 April 2023	-	-
For the year	-	-
Deletions	-	-
As on 31 March 2024	-	-
For the year	26.18	26.18
Deletions	-	-
As at 31 March 2025	26.18	26.18
Net block		
As on 31 March 2024	-	-
As at 31 March 2025	139.14	139.14

Detailed note for Right of use assets are disclosed in Note-35.

Note 5 Non-current investments

Investments in Subsidiary Company

Carried at cost

Unquoted equity instruments, fully Paid up

200000000 (P.Y. 0) Equity Shares of Naira 10.00 each in Manorama Savanna Limited, Nigeria

	As at 31 March 2025	As at 31 March 2024
	₹ in lacs	₹ in lacs
	49.89	-
	49.89	-
	49.89	-

Investments carried at cost

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
	13.65	-	-	-
	464.99	382.01	-	-
	-	-	14.23	8.28
	3.89	-	-	-
	0.27	-	60.56	191.31
	482.80	382.01	74.79	199.59

Note: Deposits with banks in deposit accounts (maturity more than 12 months) aggregating to ₹ 11.25 lacs (2024: ₹10.45 lacs) has been pledged with banks against margin money towards working capital facilities.

Note 7 Other assets

(Unsecured, considered good)

Capital Advances
Security deposit with govt. & others
Advances other than capital advances
Advance to Vendor
Advance to Subsidiary Companies
Advance to employees
Prepaid expenses
Balance with revenue authorities & others

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
	488.04	320.74		
	235.15	223.18		
			946.55	1,136.88
			516.34	-
			19.46	78.13
	22.13	18.90	257.96	212.53
			2,641.69	2,057.25
	745.32	562.82	4,382.00	3,484.79

	As at 31 March 2025	As at 31 March 2024
Note 8 Inventories (valued at lower of cost or net realisable value)	₹ in lacs	₹ in lacs
Raw Materials [including in transit stock of ₹ 1899.39 lacs (2024: ₹ 3707.82 lacs)]	40,656.56	22,407.04
Finished goods [including in transit stock of ₹ 1022.40 lacs (2024: ₹ 1113.03 lacs)]	12,341.86	15,607.05
By product [including in transit stock of ₹ 44.84 lacs (2024: ₹ Nil)]	1,075.11	225.28
Chemicals	318.65	203.98
Stores and consumables	512.09	479.71
	54,904.27	38,923.06

Note: Details of inventories pledged against borrowings is presented in note 13 and 17.

	As at 31 March 2025	As at 31 March 2024
Note 9 Trade Receivables	₹ in lacs	₹ in lacs
Trade receivables, considered good - unsecured	10,172.82	4,182.06
Trade receivables which have significant increase in credit risk	1.82	28.08
Less: Provision for expected credit loss	1.82	28.08
	10,172.82	4,182.06

Note: Details of trade receivables pledged against borrowings is presented in note 13 and 17.

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables ageing schedule for the year ended as on March 31, 2025 and March 31, 2024:

Particulars	Outstanding for following periods from Due Date of Payment as on 31.03.2025					
	< 6 Months	6 Months-1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) Undisputed trade Receivables- Considered goods	10,129.09	10.69	32.79	0.25	-	10,172.82
(ii) Undisputed trade Receivables- Which have significant increase in Credit Risk				0.09	1.73	1.82
(iii) Undisputed trade Receivables- Credit Impaired						-
(iv) disputed trade Receivables- considered goods						-
(v) disputed trade Receivables- Which have significant increase in Credit Risk						-
(vi) disputed trade Receivables- Credit Impaired						-

Particulars	Outstanding for following periods from Due Date of Payment as on 31.03.2024					
	< 6 Months	6 Months-1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) Undisputed trade Receivables- Considered goods	4,144.83	31.25	5.98	-	-	4,182.06
(ii) Undisputed trade Receivables- Which have significant increase in Credit Risk				0.02	28.05	28.08
(iii) Undisputed trade Receivables- Credit Impaired						-
(iv) disputed trade Receivables- considered goods						-
(v) disputed trade Receivables- Which have significant increase in Credit Risk						-
(vi) disputed trade Receivables- Credit Impaired						-

	As at 31 March 2025	As at 31 March 2024
Note 10 Cash and bank balances	₹ in lacs	₹ in lacs
Cash and cash equivalents		
Balance with Banks		
- in current accounts	25.93	12.78
Foreign currency In hand	-	4.12
Cash In hand	22.65	24.73
	48.58	41.63
Other bank balances		
Balance with Banks		
- in deposit accounts	9,569.16	8,712.36
- in unpaid dividend account	0.19	0.05
	9,569.35	8,712.41
	9,617.93	8,754.04

Note: Deposits with banks aggregating to ₹ 49.26 lacs (2024: ₹ 46.35 lacs) has been pledged with banks against margin money towards working capital facilities.

	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
Note-11 Share Capital		
Authorized Capital		
15,00,00,000 Equity Shares of ₹2 each	3,000.00	3,000.00
	3,000.00	3,000.00
Issued , Subscribed & Paid Up Capital		
5,95,99,050 Equity Shares of ₹2 each	1,191.98	1,191.98
	1,191.98	1,191.98

(a) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period.

	In Value		In Numbers	
	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs	As at 31 March 2025 Nos.	As at 31 March 2024 Nos.
At the beginning of the reporting period*	1,191.98	1,191.98	5,95,99,050	5,95,99,050
Issued during the period	-	-	-	-
At the end of the reporting period.	1,191.98	1,191.98	5,95,99,050	5,95,99,050

(b) Terms & Right attached to equity shares

The company has only one class of equity shares having a par value of ₹2 per share. Each Holder of equity share is entitled to one vote per share. In the event of liquidation, shareholder will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion to the member of equity share held by the share holder.

c) The company has not allotted any equity shares as fully paid up pursuant to contracts without payment being received in cash/allotted as fully paid up by way of bonus shares issued/buy-back of shares in the last 5 years.

d) There are no contracts or commitments for the sale of shares or disinvestments.

e) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹ 2/-each fully paid	As at 31 March 2025		As at 31 March 2024	
	Number	% of holding	Number	% of holding
Ashish Ramesh Saraf	2,51,84,158	42.26%	-	-
Smt. Vinita Saraf	45,67,292	7.66%	1,38,95,400	23.31%
Shri Agastya Saraf	13,40,978	2.25%	1,43,08,375	24.01%
Smt. Ritu Saraf	42,36,395	7.11%	45,34,390	7.61%
Shri Shrey Saraf	13,40,978	2.25%	59,20,240	9.93%
	3,66,69,801	61.53%	3,86,58,405	64.86%

f) Details of shares held by promoters at 31 March 2025.

Promoter Name	No. of Shares	% of total shares	% Change during the year
Ashish Ramesh Saraf	2,51,84,158	42.26%	42.26%
Smt. Vinita Saraf	45,67,292	7.66%	-15.65%
Shri Agastya Saraf	13,40,978	2.25%	-21.76%
Shri Shrey Saraf	13,40,978	2.25%	-7.68%

g) Details of Employee Stock Option Plan:

Manorama Industries Limited Employees Stock Option Plan 2021 (MILESOP 2021) was approved by the shareholders of the Company on 29th September, 2021. The plan is designed to provide incentives to all the employees to deliver long term returns. Under the plan the employees would be granted stock options which would carry the right to apply for equivalent number of ordinary shares of the Company of the face value of ₹ 2 each at a price to be determined by the Nomination and Remuneration Committee of the Company. The total number of options to be granted under the Scheme would be 1191980 no. of equity shares @ ₹ 2 each. The grant of options has to be accepted by the employees within one month from the date of the grant and would vest after one year from such date in 4 annual tranches of 25% of the options granted. The options once vested have to be exercised within 3 months. In accordance with the plan the Nomination and Remuneration Committee of the Company on 8/2/2022 has granted 98000 options to certain eligible employees. Such options will vest in 4 tranches starting from 2023. Further, the Nomination and Remuneration Committee of the Company on 12/05/2024 has also granted 180000 options to certain eligible employees and such options will vest in 1 trench starting from 2025, the options have to be exercised within a period of 3 months. The exercise price for 1st grant is at a 10% discount on the market price of the shares as on grant date i.e. ₹ 236.20 and for 2nd grant is ₹ 251.00.

The Share options outstanding at the end of the year have the following expiry dates.

Vesting Schedule spread over 4 years	Option vested			Exercise schedule within 3 months from date of vesting	Lapse If not exercise within the exercise period the shares will be added back to ESOP pool
	Date	Percentage	No. of shares		
On completion of 12 months from the date of grant 08-02-2022	08-02-2023	25%	24500	07-05-2023	08-05-2023
On completion of 24 months from the date of grant 08-02-2022	08-02-2024	25%	24500	07-05-2024	08-05-2024
On completion of 36 months from the date of grant 08-02-2022	08-02-2025	25%	24500	07-05-2025	08-05-2025
On completion of 48 months from the date of grant 08-02-2022	08-02-2026	25%	24500	07-05-2026	08-05-2026
On completion of 12 months from the date of grant 12-05-2024	11-05-2025	100%	180000	11-08-2025	12-08-2025

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025

The fair value of the options, calculated by actuarial valuer was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:

Particulars	Assumptions
Risk free interest rate (in %)	6.58%
Volatility (in %)	59.09%
Dividend yield (in %)	0.04%
Attrition rate	1% to 5%

The volatility of the options is based on the historical volatility of the share price for the last one year as on the date of grant.

Details of weighted average exercise price and fair value of the stock options granted at price below market price (on the date of grant):

Total options granted	2,58,000
Weighted average exercise price (in Rs.)	248.50
Weighted average fair value (in Rs.)	817.72

The movement in the scheme is set out as under:

Particulars	Manorama Industries Limited Employees Stock Option Plan 2021 – Year Ended			
	31st March 2025		31st March 2024	
	Options	Weighted Average exercise price	Options	Weighted Average exercise price
	Number	Amount (in Rs.)	Number	Amount (in Rs.)
Outstanding at the beginning of year	54750	236.20	78000	236.20
Granted during the year	180000	251.00	0	0.00
Exercised during the year	NIL	NIL	0	0
Forfeited during the year	0	0	5000	236.20
Expired during the year	18250	236.20	18250	236.20
Outstanding at the end of the year	216500	248.5	54750	236.20
Exercisable at the end of the year (Options which have vested)	216500	248.5	54750	236.20
Number of Equity Shares of Rs.2/- each fully paid up to be issued on exercise of option	216500	248.5	54,750	236.20

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Note-12 Other Equity
Securities Premium

Balance as at the beginning of the year

Share Based Payment Reserve

Balance as at the beginning of the year

Add- As per actuarial valuation

Net surplus in the statement of profit and loss

Retained Earnings

Balance as at the beginning of the year

Add- Net Profit for the year

Add/(less) - Other Comprehensive Income for the year

Add/(less) - Final Dividend Paid

Net surplus in the statement of profit and loss

As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
15,557.57	15,557.57
15,557.57	15,557.57
122.53	22.24
1,535.13	100.29
1,657.66	122.53
16,828.71	13,058.54
11,205.01	4,010.87
-10.96	-2.30
-238.40	-238.40
27,784.37	16,828.71
44,999.61	32,508.81

Notes:
(i) Securities Premium

Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of Companies Act, 2013.

(ii) Share Based Payment Reserve

The share options-based payment reserve is used to recognise the grant date fair value of option issued to employees under Employee stock option plan.

(iii) Retained Earnings

Retained earnings are the profits and gains that the Company has earned till date less any transfer to General Reserve, dividends or other distributions made to shareholders.

	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
Note-13 Long Term Borrowings		
From banks (secured)	4,760.32	5,817.54
Other Loans from banks (secured)	663.65	282.02
	5,423.97	6,099.56
Less- Current Maturities of long term borrowings (refer note 17)	1,138.58	1,026.03
	4,285.39	5,073.53

Nature of security and terms of repayment for secured borrowings: -

Borrowings	Rate of interest	Security	Terms of repayment (EMI)	
			From	To
State Bank of India	9.15%	Term loan of ₹ 4000 lacs is secured by hypothecation of entire plant & machinery installed from bank finance and 1st exclusive charge on the entire moveable/immovable fixed assets related to term loan from bank. The loan is further secured by personal guarantee of promoters and directors of the company.	15-Oct-23	15-Mar-30
State Bank of India	9.25%	Working capital term loan (GECL) of ₹ 458 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	26-Mar-22	26-Mar-26
State Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 659 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	25-Dec-24	25-Nov-28
Bank of India	9.25%	Working capital term loan (GECL 2.0) of ₹ 162.10 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	30-Mar-22	30-Mar-26
Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 340 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	09-Feb-23	09-Feb-27
Bank of Maharashtra	9.25%	Working capital term loan (ECLGS 2.0 Extn) of ₹ 393 lacs is secured by 2nd parri passu charge with the existing credit facilities in terms of cash flows (including repayment) and security, with charged on assets financed under the scheme. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	04-Feb-24	04-Feb-28
Axis Bank Ltd.	9.25%	Working capital term loan of ₹ 1260 lacs is secured by Second Pari Passu Charge on the existing Security with the bank (Except PG), both primary and collateral as captured under the cash credit facilities, presently secured to the bank for its existing credit facilities (along with ECLGS lenders).	01-Sep-22	01-Jul-26
Federal Bank Ltd., Axis Bank Ltd. & Bank of Baroda	8.45% - 9.50%	Hypothecation of Vehicles	07-Dec-19	10-Jan-30

	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
Note-14 Deferred tax (assets)/liabilities		
<u>Tax effect of items constituting deferred tax liabilities</u>		
Temporary differences on account of PPE & Other intangible assets	476.69	523.39
Temporary differences on account of Employee Benefits	-86.97	-60.56
Others	-36.70	-25.70
Provision for Expected Credit Loss on trade receivables	-0.46	-7.07
Deferred tax (assets)/liabilities (net)	352.57	430.06

	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
RECONCILIATION OF DEFERRED TAX ASSETS/(LIABILITIES) (NET)		
Deferred Tax Assets/(Liabilities)		
Deferred tax (liability) / assets at the beginning of the year	430.06	473.50
Temporary differences on account of Property, plant & equipment	-46.70	-57.54
Temporary differences on account of Employee Benefits	-26.42	-8.77
Other temporary differences	-10.99	-45.59
Reversal due to opting new tax regime	-	67.53
Provision for Expected Credit Loss on trade receivables	6.61	0.94
DEFERRED TAX (LIABILITIES) / ASSETS AT THE END OF THE YEAR	352.57	430.06

Note-15 Other liabilities

Advance from customers
Statutory Liabilities
Deferred capital subsidy

Non-Current		Current	
As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
-	-	93.57	21.53
-	-	213.58	105.06
60.50	67.83	7.33	7.33
60.50	67.83	314.48	133.92

Note: Deferred capital subsidy i.e. Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Note-16 Provisions

Provision for employee benefits
- Provision for Gratuity
- Provision for leave encashment

Long-term		Short-term	
As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
149.33	83.51	14.69	12.41
37.87	20.57	4.33	3.43
187.20	104.08	19.02	15.84

Note-17 Short Term Borrowings

Working capital facilities from banks repayable on demand (secured)
Current maturities of long term borrowings (refer note 13)

As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
42,659.67	28,538.85
1,138.58	1,026.03
43,798.25	29,564.88

Terms of borrowings:

Working Capital facilities from banks are repayable on demand and are secured as follows:

- Hypothecation of stock and receivables.
- Packing credit limits against hypothecation of stock meant for export.
- Pledge of Fixed Deposits (refer note 6 & 10).
- Second parri passu charge on Industrial land building, plant and machinery of Birkoni Plant of the company for credit facility from Banks.
- Personal Guarantee of Vinita Saraf, Ritu Saraf, Shrey Saraf, Gautam Pal and Ashish Saraf, promoters/directors of the company.

	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
Note-18 Trade payables		
- total outstanding dues of micro enterprises and small enterprises	64.39	0.42
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,366.37	4,013.17
	1,430.76	4,013.59

Trade payables ageing schedule for the year ended as on March 31, 2025 and March 31, 2024:

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2025				
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	64.39	-	-	-	64.39
(ii) Others	1,352.77	7.02	3.44	3.14	1,366.37
(ii) Disputed Dues- MSME	-	-	-	-	-
(ii) Disputed Dues- Others	-	-	-	-	-
Total					1,430.76

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2024				
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	0.42	-	-	-	0.42
(ii) Others	4,001.23	7.89	2.74	1.31	4,013.17
(ii) Disputed Dues- MSME	-	-	-	-	-
(ii) Disputed Dues- Others	-	-	-	-	-
Total					4,013.59

Details of outstanding due of micro enterprises and small enterprises

Particulars	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year is as follows:

- Principal	64.39	0.42
- Interest	-	-

The amount of interest paid by the Company along with the amount of the payment made to the supplier beyond the appointed day during the year.

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMEDA.

The amount of interest accrued and remaining unpaid at end of the year

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.

	As at 31 March 2025 ₹ in lacs	As at 31 March 2024 ₹ in lacs
Note-19 Other financial liabilities		
Interest accrued but not due	10.80	3.55
Payable to directors	161.68	2.49
Payable to related parties	18.47	9.72
Unpaid dividend	0.19	0.05
Unpaid CSR expenditure	-	4.88
Creditors for capital goods	178.55	83.73
Provision for expenses	643.48	456.87
	1,013.17	561.28

	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Note - 20 Revenue from operations		
Sale of products and by-products		
Domestic	20,776.56	19,453.37
Exports	55,932.74	26,122.46
	76,709.30	45,575.83
Other operating revenues		
Duty Draw Back	10.85	10.59
Exports Incentives	244.42	67.76
Sale of scrap	119.62	53.83
	374.89	132.18
Total	77,084.19	45,708.01

Ind AS 115 Revenue from Contracts with Customers

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has assessed and determined the following categories for disaggregation of revenue:

Particulars	2024-25	2023-24
Revenue from contracts with customer - Sale of products/goods	76,709.30	45,575.83
Other operating revenues	374.89	132.18
Total Revenue from operations	77,084.19	45,708.01
India	21,151.45	19,585.55
Outside India	55,932.74	26,122.46
Total Revenue from operations	77,084.19	45,708.01
Timing of revenue recognition		
At a point in time	77,084.19	45,708.01
Total Revenue from operations	77,084.19	45,708.01
Contract balances		
Trade Receivables (refer note 9)	10,173	4,182
Contract Liabilities		
Advance from customers (refer note 15)	94	22

Trade receivables are non-interest bearing and are generally on terms of advance or credit period ranges of 1 to 120 days. In March 2025, ₹26.26 lacs reversed and In March 2024: ₹ 0.59 lacs was recognised as provision for expected credit losses on trade receivables.

Contract liabilities include short-term advances received from customers to deliver manufacturing goods.

Amount of revenue recognised from amounts included in the contract liabilities at the beginning of the year ₹ 21.10 lacs (previous year ₹ 25.61 lacs) and performance obligations satisfied in previous years ₹ NIL (previous year ₹ NIL).

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025

	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Note-21 Other Income		
Interest Income		
- on fixed deposits	731.43	617.30
- on others	13.65	10.91
Unwinding interest on deposits	0.82	-
Foreign exchange gain	1,065.73	679.43
Profit on sale of property, plant and equipment	9.40	-
Amortization of deferred capital subsidy	7.33	7.33
Other miscellaneous income	27.98	0.35
	1,856.34	1,315.32
	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Note-22 Cost of Materials Consumed		
Seeds		
Opening Stock	22,401.45	7,402.06
Add:- Purchases	47,092.36	45,171.44
Less- Closing Stock	40,653.42	22,401.45
	28,840.39	30,172.05
Chemicals		
Opening Stock	203.98	264.03
Add:- Purchases	1,065.25	711.92
Less- Closing Stock	318.65	203.98
	950.58	771.97
Other raw materials		
Opening Stock	5.59	0.31
Add:- Purchases	7,558.78	2,140.93
Less- Closing Stock	3.14	5.59
	7,561.23	2,135.65
	37,352.20	33,079.67

	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Note-23 Changes in inventories of finished goods, by-product and stock-in-trade		
Opening Stock		
Finished Goods	15,607.05	7,605.81
By Product	225.28	167.91
	15,832.33	7,773.72
Closing Stock		
Finished Goods	12,341.86	15,607.05
By Product	1,075.11	225.28
	13,416.97	15,832.33
	2,415.36	-8,058.61
	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Note-24 Employee Benefits Expense		
Salary, wages and other benefits	3,091.66	1,744.91
Contribution to provident and other funds	79.12	59.52
Gratuity expense	54.54	33.25
Leave obligation expense	18.31	10.94
Employees compensation expense	1,535.13	100.29
Staff welfare expenses	13.37	3.63
	4,792.13	1,952.54
	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Note-25 Finance Costs		
Interest expenses		
- on working capital facilities	3,643.30	1,851.09
- on Lease liabilities	11.50	-
- on vehicle loans	38.31	11.35
- on others	1.27	0.69
Other borrowing cost	222.05	126.28
	3,916.43	1,989.41
	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Note-26 Depreciation and amortisation expense		
Depreciation on property, plant and equipment	2,186.21	1,360.82
Amortization of right-of-use assets	26.18	-
	2,212.39	1,360.82

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025**

	2024-25	2023-24
	₹ in lacs	₹ in lacs
Note-27 Other expenses		
Consumption of stores and spares	458.09	434.83
Power and fuel	2,960.93	1,988.72
Labour charges	649.08	538.73
Processing Charges	1,435.97	2,234.39
Insurance Expenses	369.72	289.97
Rent	329.74	294.25
Rates & Taxes	38.94	182.32
Research and development expenses	216.53	181.38
Repairs and maintenance		
-Plant and machinery	28.30	137.27
-Others	229.75	7.97
Lab expenses	215.09	133.38
Security charges	133.77	90.55
Travelling Expenses	1,291.01	939.73
Communication expenses	27.94	18.56
Printing and stationery	86.29	32.83
Legal and professional	583.92	650.43
Commission and brokerage	225.65	157.41
Sales promotion expenses	100.53	190.49
Freight outwards and other selling expenses	2,850.37	2,250.14
Packaging expenses	659.95	297.79
Provision for doubtful debts	-26.26	0.59
Auditor Remuneration	15.00	10.00
Corporate social responsibility	90.61	69.18
Bad debt written off	26.32	-
Miscellaneous Expenses	421.89	251.42
	13,419.17	11,382.35
Payment to Auditors:-		
For audit	15.00	10.00
	15.00	10.00

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025
Note 28 Earnings per share

	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Profit / (Loss) after tax	11,205.01	4,010.87
Weighted average number of equity shares used for calculating basic earnings per share	5,95,99,050	5,95,99,050
Weighted average number of equity shares used for calculating diluted earnings per share	5,98,15,550	5,96,53,800
Face value of Equity Shares (in ₹)	2.00	2.00
Earnings per share- Basic (in ₹)	18.80	6.73
Earnings per share- Diluted (in ₹)	18.73	6.72

Note-29 Related Party Disclosure
a) Related Parties

Manorama Earth Private Limited
Manorama Africa Limited
Manorama Benin SARL

Nature of relationship

Directors have a significant influence
Directors have a significant influence
Subsidiary of Manorama Africa Limited upto

Manorama Savanna Limited - Niregia

Wholly Owned Subsidiary Company from 25.07.2024

Manorama Mena Trading LLC

Wholly Owned Subsidiary Company from 22.07.2024

Manorama Africa Benin

Wholly Owned Subsidiary Company from 15.10.2024

Manorama Africa Savanna IVC

Wholly Owned Subsidiary Company from 10.10.2024

Manorama Burkina SARL

Wholly Owned Subsidiary Company from 18.10.2024

Manorama Savanna Ghana Limited

Wholly Owned Subsidiary Company from 06.11.2024

Manorama Latin America

Wholly Owned Subsidiary Company from 25.03.2025

Manorama Savanna Togo SARL

Wholly Owned Subsidiary Company from 18.09.2024

Ritu Saraf

Relatives of Key Managerial Personnel's

Agastya Saraf

Relatives of Key Managerial Personnel's

Aditya Saraf

Relatives of Key Managerial Personnel's

b) Key Managerial personnel

Vinita Ashish Saraf

Director

Ashish Saraf

President (upto 22.10.2024), Managing Director / Chairperson (w.e.f. 23.10.2024)

Deep Saraf

Vice-President

Shrey Ashish Saraf

Director

Gautam Kumar Pal

Managing Director (upto 22.10.2024), Director (w.e.f. 23.10.2024)

Ashish Bakliwal

Independent Director

Jose Vailappallil Joseph

Independent Director

Nipun Sumanlal Mehta

Independent Director

Mudit Kumar Singh

Independent Director

Veni Mocherla

Independent Director

Ashok Jain

CFO & Whole Time Director

Divya Bhootra

Company Secretary (upto 9 February, 2024)

Deepak Sharma

Company Secretary (w.e.f. 10 February, 2024)

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025****c) Details of transactions with related parties**

Name of Party	Nature of Transaction	2024-25 ₹ in lacs	2023-24 ₹ in lacs
Manorama Africa Limited	Purchases of Goods	22,969.93	19,585.83
Manorama Benin SARL	Purchases of Goods	1.97	0.58
Manorama Savanna Limited - Niregia	Purchases of Goods	1,339.95	-
Manorama Savanna Limited - Niregia	Share Application Money	49.89	-
Manorama Earth Private Limited	Car Hire Charges	24.00	24.00
Ashish Saraf	Remuneration	180.00	120.00
Vinita Saraf	Remuneration	96.77	-
Gautam Kumar Pal	Remuneration	51.00	51.00
Gautam Kumar Pal	Performance Bonus	24.00	10.00
Shrey Saraf	Remuneration	63.00	42.00
Ashok Jain	Remuneration	39.00	39.00
Ashish Bakliwal	Director Sitting Fees	1.50	1.20
Jose Vailappallil Joseph	Director Sitting Fees	1.80	1.70
Mudit Kumar Singh	Director Sitting Fees	1.80	1.60
Nipun Sumanlal Mehta	Director Sitting Fees	1.80	1.70
Veni Mocherla	Director Sitting Fees	1.80	1.50
Vinita Saraf	Director Sitting Fees	0.80	1.70
Vinita Saraf	Rent	30.00	30.00
Deep Saraf	Remuneration	63.00	42.00
Ritu Saraf	Remuneration	22.00	22.00
Deepak Sharma	Remuneration	17.40	2.23
Divya Bhootra	Remuneration	-	1.86
Agastya Saraf	Remuneration	2.97	-
Aditya Saraf	Remuneration	2.76	-
Ashish Saraf	Performance Bonus	139.00	-
Vinita Saraf	Performance Bonus	56.00	-
Deep Saraf	Performance Bonus	39.00	-
Shrey Saraf	Performance Bonus	17.00	-
Manorama Africa Limited	Advance for Purchase of Goods	624.23	248.90
Manorama Benin Sarl	Advance for Purchase of Goods	-	1.97
Manorama Savanna Limited - Niregia	Advance for Purchase of Goods	136.85	-
Manorama Mena Trading LLC	Advance for Purchase of Goods	19.10	-
Manorama Africa Benin	Advance for Purchase of Goods	87.12	-
Manorama Africa Savanna IVC	Advance for Purchase of Goods	87.12	-
Manorama Burkina SARL	Advance for Purchase of Goods	21.69	-
Manorama Savana Ghana Limited	Advance for Purchase of Goods	159.79	-
Manorama Latin America	Advance for Purchase of Goods	4.67	-
Ritu Saraf	Advance Salary	-	5.55
Deep Saraf	Advance Salary	-	47.79

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025****d) Balance (payable to)/receivable from related parties****Name of Party**

Manorama Africa Limited	624.23	248.90
Manorama Benin SARL	-	1.97
Manorama Savanna Limited - Niregia	136.85	-
Manorama Savanna Limited - Niregia	49.89	-
Manorama Mena Trading LLC	19.10	-
Manorama Africa Benin	87.12	-
Manorama Africa Savanna IVC	87.12	-
Manorama Burkina SARL	21.69	-
Manorama Savana Ghana Limited	159.79	-
Manorama Latin America	4.67	-
Manorama Earth Private Limited	-6.18	-12.36
Ashish Saraf	-100.10	-6.28
Vinita Saraf	-42.05	-1.44
Gautam Kumar Pal	-3.12	0.68
Shrey Saraf	-13.53	0.82
Ashok Jain	-2.43	-2.75
Ashish Bakliwal	-0.09	-
Jose Vailappallil Joseph	-0.09	-
Mudit Kumar Singh	-0.09	-
Nipun Sumanlal Mehta	-0.09	-
Veni Mocherla	-0.09	-
Deep Saraf	-16.39	47.79
Ritu Saraf	-1.14	5.55
Deepak Sharma	-1.20	-1.20
Divya Bhootra	-	-0.14
Agastya Saraf	-0.26	-
Aditya Saraf	-0.24	-

Terms and conditions of transactions with related parties

All related party transactions entered during the year were in ordinary course of business and on arm's length basis. Outstanding balances at the year-end are unsecured and will be settled in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note 30 Contingent liabilities and capital commitments:**(a) Contingent Liability:**

Claims against the companies not acknowledged as debts ₹ 80.84 Lacs (Previous Year ₹ 1.99 Lacs).

Disputed liability of ₹ 19.13 Lacs (Previous Year ₹ 19.13 Lacs) on account of Goods and Services Tax against which the company has preferred an appeal.

Disputed liability of ₹ 0.67 Lacs (Previous Year ₹ 18.70 lacs) on account of TDS default appearing in Traces Site for which rectification is being filed.

(b) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)

31-Mar-25 ₹ in lacs	31-Mar-24 ₹ in lacs
1,545.76	90.26
1,545.76	90.26

31. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 19 EMPLOYEE BENEFITS:**a. Defined Contribution Plan:**

The Company has certain defined contribution plans viz. provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

An amount of ₹ 79.12 lacs (P.Y. ₹ 59.52 lacs) is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 24).

b. Defined benefit plan:**Leave Obligations:**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number days of unutilised leave at each balance sheet date on the basis of year-end actuarial valuation using projected unit credit method. The scheme is unfunded.

Based on past experience and in keeping with Company's practice, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and accordingly the total year end provision determined on actuarial valuation, as aforesaid is classified between current and non current.

An amount of ₹ 18.31 lacs (P.Y. ₹ 10.94 lacs) is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 24).

Gratuity:

The Gratuity scheme is a final salary defined benefit plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. Benefits provided under this plan is as per the requirement of the Payment of Gratuity Act, 1972. The scheme is unfunded.

(₹ in lacs)		
Particulars	Gratuity	
	2024-25	2023-24
	(Non Funded)	(Non Funded)
I Change in Present value of defined benefit obligation during the year:		
Present value of defined benefit obligation at the beginning of the year	95.93	59.44
Interest Cost	6.48	4.22
Current Service Cost	48.06	29.03
Past Service Cost	-	-
Benefit paid directly by employer	(1.09)	-
Actuarial Changes arising from changes in financial assumption	7.45	3.25
Actuarial Changes arising from changes in experience assumption	7.20	(0.01)
Present value of defined benefit obligation at the end of the year	164.03	95.93
II Change in fair value of plan assets during the year:		
Fair value of plan assets at the beginning of the year	-	-
Contribution paid by the employer	1.09	-
Benefit paid	(1.09)	-
Fair value of plan assets at the end of the year	-	-

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025**

III	Net asset / (liability) recognised in the balance sheet:		
	Present Value of defined benefit obligation at the end of the year	164.03	95.93
	Fair value of plan assets at the end of the year	-	-
	Amount recognised in the balance sheet		
	Net asset / (liability) - Current	14.69	12.41
	Net asset / (liability) - Non Current	149.34	83.52
IV	Expenses recognized in the statement of profit and loss for the year:		
	Current Service Cost	48.06	29.03
	Interest Cost on benefit obligation (Net)	6.48	4.22
	Total expenses included in employee benefits expenses	54.54	33.25
V	Recognized in other comprehensive income for the year:		
	Actuarial Changes arising from changes in financial assumption	7.45	3.25
	Actuarial Changes arising from changes in experience assumption	7.20	(0.01)
	Recognized in other comprehensive income for the year:	14.65	3.24
VI	Maturity profile of defined benefit obligation:		
	Within the next 12 months (next annual reporting period)	14.69	12.41
	Between 2 and 5 years	25.90	15.70
	6 years to 10 years	64.39	29.07
VII	Quantitative Sensitivity analysis for significant assumption is as below:		
	1% point increase in discount rate	144.05	85.78
	1% point decrease in discount rate	188.48	108.26
	1% point increase rate of salary Increase	188.16	108.28
	1% point decrease rate of salary Increase	143.92	85.59
	1% point increase rate of employee turnover rate	163.51	97.14
	1% point decrease rate of employee turnover rate	164.61	94.53

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025****VIII Sensitivity Analysis Method:**

Sensitivity Analysis is determined based on the expected movement in liability if the assumption were not proved to be true on different count.

	Particulars	Gratuity	
		2024-25	2023-24
		Non Funded	Non Funded
IX Actuarial assumptions:			
1	Discount rate	6.75%	7.10%
2	Salary escalation	7.00%	6.00%
3	Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
4	Mortality post retirement rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
5	Rate of Employee Turnover	1% to 5%	1% to 5%

Notes:

- (i) The actuarial valuation of the defined obligation were carried out at 31st March, 2025. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the projected Unit Credit Method.

(ii) Risk Exposure

Through its defined benefit plans, the Company is exposed to some risks, the most significant of which are detailed below:

Interest rate risk :

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk :

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk :

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

32. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Company's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also enters into derivative contracts.

The Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk
- Currency risk
- Price risk

The Company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. This note presents information about the risks associated with its financial instruments, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

Credit Risk

The Company is exposed to credit risk as a result of the risk of counterparties non performance or default on their obligations. The Company's exposure to credit risk primarily relates to investments in fixed deposits with banks, accounts receivable and cash and cash equivalents. The Company monitors and limits its exposure to credit risk on a continuous basis. The Company's credit risk associated with accounts receivable is primarily related to party not able to settle their obligation as agreed. To manage this the Company periodically reviews the financial reliability of its customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivables.

Trade receivables

Trade receivables represent the most significant exposure to credit risk and are stated after an allowance for impairment and expected credit loss.

Bank, Cash and cash equivalents

Bank, Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to cash. These are subject to insignificant risk of change in value or credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	<i>₹ in Lacs</i>	
	31-Mar-25	31-Mar-24
Trade receivables	10,172.82	4,182.06
Bank, Cash and cash equivalents	9,617.93	8,754.04

Impairment losses

	31-Mar-25	31-Mar-24
Trade receivables (measured under life time excepted credit loss model)		
Opening balance	0.00 -	0.59
Provided during the year	(26.26)	0.59
Closing balance	- 26.26	0.00

Ageing analysis

	31-Mar-25	31-Mar-24
Upto 3 months	10,121.74	3,575.21
3-6 months	7.35	569.61
More than 6 months	45.55	37.24
	10,174.64	4,182.07

No significant changes in estimation techniques or assumptions were made during the reporting period

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025****Liquidity risk**

The Company is exposed to liquidity risk related to its ability to fund its obligations as they become due. The Company monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The Company has access to credit facilities and debt capital markets and monitors cash balances daily. In relation to the Company's liquidity risk, the Company's policy is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions as they fall due while minimizing finance costs, without incurring unacceptable losses or risking damage to the Company's reputation.

Financing arrangements

The Company has access to following undrawn borrowing facilities at the end of the reporting period:

	₹ in Lacs	
	31-Mar-25	31-Mar-24
Working capital facilities from banks	1,340.33	6,961.15

Further, the Company is having financial commitment in respect of capital contribution to subsidiaries companies as on 31 March, 2025 ₹ 2000.96 Lacs (Previous year Nil)

Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

As at 31 March 2025	Less than 1 year	<1-5 years	More than 5 years	Total
Borrowings	43,798.25	4,285.39	-	48,083.64
Lease liabilities	33.46	112.47	-	145.93
Trade payables	1,430.76	-	-	1,430.76
Other financial liabilities	1,013.17	-	-	1,013.17
	46,275.63	4,397.86	-	50,673.49
As at 31 March 2024	Less than 1 year	<1-5 years	More than 5 years	Total
Borrowings	29,564.88	4,375.30	698.22	34,638.41
Trade payables	4,013.59	-	-	4,013.59
Other financial liabilities	561.28	-	-	561.28
	34,139.75	4,375.30	698.22	39,213.28

Interest rate risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the company. The Company is exposed to long term and short-term borrowings, Commercial Paper Program. The Company manages interest rate risk by monitoring its mix of fixed and floating rate instruments, and taking action as necessary to maintain an appropriate balance.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

	31-Mar-25	31-Mar-24
a) Interest rate risk exposure		
Variable rate borrowings	47,889.34	34,356.40
Fixed rate borrowings	194.30	282.01

b) Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates.

	Impact on profit after tax	
	31-Mar-25	31-Mar-24
Interest rates - increase by 70 basis points	(335.23)	(240.49)
Interest rates - decrease by 70 basis points	335.23	240.49

FOREX EXPOSURE RISK

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through purchases from overseas suppliers in various foreign currencies.

Foreign currency exchange rate exposure is partly balanced by hedging of exposure by forward contract of purchasing of goods in the respective currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies to foreign currency risk.

		Currency in Lacs	
PARTICULARS	Currency	31-Mar-25	31-Mar-24
Trade Payables	USD	11.19	35.26
Trade Payables	EURO	2.85	0.92
Trade Payables	RUBLE	-	0.04
Receivable	USD	108.95	43.51
Receivable	EURO	-	0.44

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025**

Profit or loss estimate to higher/lower as a result of changes in foreign exchange rates-

₹ in Lacs

	Impact on profit after tax	
	31-Mar-25	31-Mar-24
Foreign exchange rates - increase by 1%	(56.72)	(4.51)
Foreign exchange rates - decrease by 1%	56.72	4.51

33. CAPITAL MANAGEMENT

The Company's main objectives when managing capital are to:

- ensure sufficient liquidity is available (either through cash and cash equivalents, investments or committed credit facilities) to meet the needs of the business;
- ensure compliance with covenants related to its credit facilities; and
- minimize finance costs while taking into consideration current and future industry, market and economic risks and conditions.
- safeguard its ability to continue as a going concern
- to maintain an efficient mix of debt and equity funding thus achieving an optimal capital structure and cost of capital.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic and international financial markets so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purpose of Company's capital management, capital includes issued capital and all other equity reserves. The Company manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Company manages its capital on the basis of net debt to equity ratio which is net debt (total borrowings including lease liabilities net of cash and cash equivalents) divided by total equity

	₹ in Lacs	
	31 March 2025	31 March 2024
Total debt including lease liabilities	48,229.57	34,638.41
Less : Bank, Cash and cash equivalent	9,617.93	8,754.04
Net debt	38,611.64	25,884.37
Total equity	46,191.59	33,700.79
Net debt to equity ratio	0.84	0.77

During the year the company has complied with major covenants of the terms of sanction of the loan facilities throughout the year.

34. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 : other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3 : techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

	Carrying amount			₹ in Lacs
	As at 31.03.2025	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Investments	49.89			
Trade receivables	10172.82	-	-	-
Other financial assets	557.59			
Bank, Cash and bank balances	9617.93	-	-	-
	20348.33	-	-	-
Financial liabilities at amortised cost:				
Long term borrowings	4285.39	-	-	-
Lease Liabilities	145.93			
Short term borrowings	43798.25	-	-	-
Trade payables	1366.37	-	-	-
Other financial liabilities	1013.17	-	-	-
Total	50609.10	-	-	-
	Carrying amount			₹ in Lacs
	As at 31.03.2024	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Trade receivables	4182.06	-	-	-
Other financial assets	581.61			
Bank, Cash and bank balances	8754.04	-	-	-
	13517.70	-	-	-
Financial liabilities at amortised cost:				
Long term borrowings	5073.52	-	-	-
Short term borrowings	29564.88	-	-	-
Trade payables	4013.17	-	-	-
Other financial liabilities	314.48	-	-	-
Total	38966.06	-	-	-

During the reporting period ending 31st March, 2025 and 31st March, 2024, there were no transfers between Level 1 and Level 2 fair value measurements.

35. Leases:**Company as a lessee**

The Company has lease contract for properties used for office purpose. Leases of properties have lease terms of 5 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

₹ in lacs	
Particulars	Amount
As at 1 April' 2024	-
Additions	165.32
Depreciation expense	26.18
As at 31 March' 2025	139.14

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	2025	2024
As at 1 April' 2024	-	-
Additions	165.32	-
Accretion of interest	11.50	-
Payments	29.93	-
As at 31 March' 2025	146.89	-
Current	33.46	-
Non-current	112.47	-

The effective interest rate for lease liabilities is 8.05%, with maturity of 5 years.

Short-term and leases of low value assets

The company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The following are the amounts recognised in the statement of profit & loss:

Particulars	2025	2024
Depreciation expense of right-of-use assets	26.18	-
Interest expense on lease liabilities	11.50	-
Expense relating to short-term and leases of low-value assets (included in other expenses)	329.74	294.25
Total amount recognised in profit or loss	367.42	294.25

The Company had total cash outflows for leases of ₹ 359.67 lacs in 31 March 2025 (₹ 294.25 in 31 March 2024). The Company also had non-cash additions to right-of-use assets and lease liabilities of ₹ 165.32 lacs in 31 March 2025 (₹ Nil in 31 March 2024).

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025
Note-36
Details of CSR Expenditure:

₹ in lacs

Particulars	2024-25	2023-24
Amount approved by the Board to be spent during the year	86.45	69.20
(i) Gross amount required to be spent by the company during the year (Two percent of average net profit of the company as per section 135(5))	86.45	69.20
(ii) Excess Amount Spent in Previous financial year	-	0.02
(iii) Net amount to be spent in the Financial Year (i)-(ii)	86.45	69.18
(iv) Total amount spent for the Financial Year	90.61	64.31
(v) Excess amount spent for the financial year (iv)-(iii)	4.17	-
(vi) Amount available for set off in succeeding financial years	4.17	-

Amount Spent during the year ended 31.03.2025	In Cash	Yet to be paid in cash	Total
Constructions/acquisition of any assets	-	-	-
On purpose other than above	90.61	-	90.61

Amount Spent during the year ended 31.03.2024	In Cash	Yet to be paid in cash	Total
Constructions/acquisition of any assets	-	-	-
On purpose other than above	64.31	-	64.31

Details related to spent/unspent obligations	2024-25	2023-24
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	46.45	28.95
iii) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	4.88

Note-37
Tax expense

₹ in lacs

i) Tax expense recognised in statement of profit or loss
a) Current tax

 Income Tax for the period
 Tax related to earlier years

2024-25	2023-24
3,701.67	1,351.21
-	-2.44
3,701.67	1,348.77

b) Deferred tax

Origination of temporary differences

-73.81	-42.49
-73.81	-42.49

Total Tax expense

3,627.86	1,306.28

ii) Tax recognised in Other Comprehensive Income

Remeasurements of defined benefit plans

3.69	0.94
3.69	0.94

iii) Reconciliation of tax expense and accounting profit

 Accounting profit before tax from continuing operations
 Expected Tax Rate
 Tax using the Company's domestic tax rate
 Adjustments in respect of current income tax of previous years
 Expense not allowed for tax purpose
 Deduction under chapter VIA
 Reversal due to opting new tax regime
 Other temporary differences
 Effective income tax rate
 Income tax reported in the statement of profit and loss

14,832.87	5,317.15
25.17%	25.17%
3,733.14	1,338.22
-	-2.44
27.45	42.76
-16.60	-8.62
-	-67.94
-116.13	4.30
24.46%	24.57%
3,627.86	1,306.28

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025
Note-38
Financial Ratios

Particulars	Numerator	Denominator	As at 31.03.2025	As at 31.03.2024	% Variance
1. Current Ratio The current ratio indicates a company's overall liquidity position. It is widely used by banks in making decisions regarding the advancing of working capital credit to their clients.	Current Assets	Current Liabilities	1.67	1.62	3.18
2. Debt-Equity Ratio Debt-to-equity ratio compares a Company's total debt including lease liabilities to shareholders equity. Both of these numbers can be found in a Company's balance sheet.	Total Debt including lease liabilities	Total Shareholders' Equity	1.04	1.03	1.59
3. Debt Service Coverage Ratio Debt Service coverage ratio is used to analyse the firm's ability to pay-off current interest and instalments.	Net Profit after taxes + depreciation and amortizations + Interest +loss/(profit) on sale of PPE etc.	Interest + Principal Repayments	3.43	2.44	40.39
4. Return on Equity Ratio It measures the profitability of equity funds invested in the Company. The ratio reveals how profitability of the equity-holders' funds have been utilized by the Company. It also measures the percentage return generated to equity-holders.	Net Profits after taxes	Average Shareholders' Equity	28.05%	12.63%	122.15
5. Inventory turnover ratio This ratio also known as stock turnover ratio and it establishes the relationship between the cost of goods sold during the period or sales during the period and average inventory held during the period. It measures the efficiency with which a Company utilizes or manages its inventory.	Sales	Average Inventory	5.25	3.86	35.84
6. Trade Receivables turnover ratio It measures the efficiency at which the company is managing the receivables.	Net Credit Sales	Average Trade Receivables	10.69	13.13	-18.63
7. Trade payables turnover ratio It indicates the number of times sundry creditors have been paid during a period. It is calculated to judge the requirements of cash for paying sundry creditors. It is calculated by dividing the net credit purchases by average creditors.	Net credit purchases	Average Trade payables	20.71	21.87	-5.27
8. Net capital turnover ratio It indicates a company's effectiveness in using its working capital.	Net Sales	Working Capital	2.41	2.14	12.64
9. Net profit ratio It measures the relationship between net profit and sales of the business.	Net Profit	Net Sales	14.54%	8.77%	65.65

MANORAMA INDUSTRIES LIMITED
Notes to Financial Statement for the year ended 31 March 2025

Particulars	Numerator	Denominator	As at 31.03.2025	As at 31.03.2024	% Variance
10. Return on Capital employed Return on capital employed indicates the ability of a company's management to generate returns for both the debt holders and the equity holders. Higher the ratio, more efficiently is the capital being employed by the company to generate returns.	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liabilities	19.81%	10.62%	86.49

Note : Reasons for variance in ratios for more than or less than 25% are as follows:

- Debt service coverage, Return on Capital employed, Net Profit ratio and Return on Equity ratio is increased mainly on account of increase in profitability as compared to previous year.
- Inventory turnover ratio was because of substantial increase in turnover during the year.

Note-39 Distribution made and proposed:
31 March 2025 31 March 2024
₹ in lacs
Final dividends on Equity shares:

Final dividend for the year ended on 31 March 2025: ₹ 0.40 per share (previous year ₹ 0.40 per share) 238.40 238.40

Proposed dividends on Equity shares:

Proposed dividend for the year ended on 31 March 2025: ₹ 0.60 per share (31 March 2024: ₹ 0.40 per share) 357.59 238.40

Proposed final dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at 31 March 2025.

Note-40 Segment Reporting

The Company's only identifiable reportable Business segment is Manufacturing of Exotic Seed based Fats and Butters including Cocoa Butter Equivalent (CBE). Further, the Company operates and controls its business activities within/from India, except export of goods. Hence disclosure of Segment wise information is not applicable under Indian Accounting Standard - 108 "Segment Information" (Ind AS-108).

Note 41

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 42

None of the banks, financial institutions or other lenders from whom the company has borrowed funds has declared the company as a wilful defaulter at any time during the current year or in previous year.

Note 43

The Company has working capital facilities from banks on the basis of security of current assets & submitting quarterly Financial Follow up Report as per the terms & conditions of sanction letters. There are no material discrepancies in the amount of current assets between Financial Follow Report and books of accounts.

Note 44

All the charges or satisfaction of which is required to be registered with Registrar of Companies(ROC) have been duly registered within the statutory time limit provided under the provisions of Companies Act 2013 and rules made thereunder.

Note 45

The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956 during the current year or in previous year.

Note 46

The Company has not made any loans or advances in the nature of loans to Promoters, Directors, KMP's and the related parties which are outstanding as at the end of the current year and previous year.

Note 47

All the transactions are recorded in the books of accounts and there was no income that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Also there was no previously unrecorded income and related assets which has been recorded in the books of account during the year.

MANORAMA INDUSTRIES LIMITED**Notes to Financial Statement for the year ended 31 March 2025**

Note 48

The company has complied with the number of layers of companies prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Note 49

No scheme of compromise or arrangement has been proposed between the company & its members or the company & its creditors under section 230 of the Companies Act 2013 ("The Act") and accordingly the disclosure as to whether the scheme of compromise or arrangement has been approved or not by the competent authority in terms of provisions of sections 230 to 237 of the Act is not applicable.

Note 50

The company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Further, the company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note-51

The company has neither traded nor invested in Crypto Currency or Virtual Currency during the financial year.

Note-52

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note-53

Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date.

For Singh & Co.

Chartered Accountants
(ICAI Firm Regn. No:302049E)

For and on behalf of the Board of Directors of Manorama Industries Limited**Sanjay Kumar Dewangan**

Partner
Membership No.: 409524

Ashish Ramesh Saraf

Managing Director
DIN-00183357

Ashok Jain

CFO & Whole time director
DIN-09791163

Shrey Ashish Saraf

Director
DIN-07907037

Deepak Sharma

Company Secretary

Raipur
26 April 2025

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF MANORAMA INDUSTRIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **MANORAMA INDUSTRIES LIMITED** (hereinafter referred to as the “Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as the “Group”), which comprise the consolidated Balance Sheet as at March 31, 2025, and the consolidated statement of Profit and Loss (including Other Comprehensive Income), the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of their consolidated state of affairs of the Holding Company as at March 31, 2025, of consolidated profit (including total comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Corporate Governance but does not include consolidated financial statements and our auditors report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore key audit matters in our audit report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs.166.71 lacs as at 31st March, 2025, total revenues of Rs. Nil and net cash flows of Rs.59.87 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

The consolidated financial statements also include six subsidiaries, whose financial statements reflect total assets of Rs.266.13 lacs as at 31st March, 2025, total revenues of Rs.1427.80 lacs and net cash flows of Rs.156.77 lacs for the year ended on that date, as considered in the consolidated financial statements, whose financial statements have not been audited by us. These unaudited Financial Statements have been furnished to us by the Board of Directors and our opinion on the consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries are based solely on

such unaudited Financial Statements. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and financial statements are certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group’s internal financial controls over financial reporting.
- (g) with respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of Section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in with accordance with the provisions of Section 197 of the Act.

- (h) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements.

- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
- iv. (a) The respective Managements of the company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective Managements of the company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (i) As stated in Note 37 to the consolidated financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Holding Company has not declared and paid any interim dividend during the year or before the date of audit report for the year ended 31st March, 2025, therefore reporting under this clause is not applicable.

- (c) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- (j) Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised) issued by the Institute of Chartered Accountants of India, which included test checks and that performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, we report that the company have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For *Singhi & Co.*

(Firm's Registration No.302049E)

Chartered Accountants

Sanjay Kumar Dewangan

(Partner)

Membership No. 409524

UDIN: 25409524BMJDJW4810

Place: Raipur

Date: 26.04.2025

Annexure - A to the Independent Auditors' Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2025, we have audited the internal financial controls over financial reporting of **MANORAMA INDUSTRIES LIMITED** (the "Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For *Singhi & Co.*

(Firm's Registration No.302049E)

Chartered Accountants

Sanjay Kumar Dewangan
(Partner)

Membership No. 409524

UDIN: 25409524BMJDJW4810

Place: Raipur

Date: 26.04.2025

MANORAMA INDUSTRIES LIMITED
Consolidated Balance Sheet as at 31 March 2025

	Notes	As at 31 March 2025 ₹ in lacs
ASSETS		
Non-Current Assets		
(a) Property, Plant and Equipment	3	17,476.32
(b) Capital work-in-progress	4.1	240.38
(c) Intangible assets under development	4.2	229.87
(d) Right-of-use assets	5	139.14
(e) Financial assets		
(i) Other financial assets	6	482.80
(f) Other non-current assets	7	745.32
		19,313.83
Current Assets		
(a) Inventories	8	55,048.08
(b) Financial assets		
(i) Trade Receivables	9	10,172.82
(ii) Cash and cash equivalents	10	265.21
(iii) Bank balances other than Cash and cash equivalents mentioned above	10	9,569.35
(iv) Other financial assets	6	75.16
(c) Other current assets	7	3,887.73
		79,018.36
Total Assets		98,332.19
EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	11	1,191.98
(b) Other equity	12	44,780.21
		45,972.19
Liabilities		
Non-Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	13	4,285.39
(ii) Lease liabilities	35	112.47
(b) Deferred tax liabilities (Net)	14	352.57
(c) Other non-current liabilities	15	60.50
(d) Provisions	16	187.20
		4,998.13
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	17	43,798.25
(ii) Lease liabilities	35	33.46
(iii) Trade payables	18	
- total outstanding dues of micro enterprises and small enterprises		64.39
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,384.32
(iv) Other Financial Liabilities	19	1,035.91
(b) Other current liabilities	15	323.17
(c) Provisions	16	19.02
(d) Current tax liabilities (Net)		703.36
		47,361.87
Total Equity and Liabilities		98,332.19
Summary of material accounting policies	2.1	

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singhi & Co.
Chartered Accountants
(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Kumar Dewangan
Partner
Membership No.: 409524

Ashish Ramesh Saraf
Managing Director
DIN-00183357

Ashok Jain
CFO & Whole time director
DIN-09791163

Raipur
26 April 2025

Shrey Ashish Saraf
Director
DIN-07907037

Deepak Sharma
Company Secretary

MANORAMA INDUSTRIES LIMITED
Consolidated Statement of Profit and Loss for the year ended 31 March 2025

Particulars	Note No.	2024-25 ₹ in lacs
INCOME		
Revenue from operations	20	77,084.19
Other income	21	2,100.42
Total Revenue		79,184.61
EXPENDITURE		
Cost of materials consumed	22	37,352.20
Changes in inventories of finished goods, by-product and stock-in-trade	23	2,415.36
Employee benefits expense	24	4,999.21
Finance costs	25	3,918.74
Depreciation and amortization expense	26	2,213.40
Other expenses	27	13,677.32
Total Expenses		64,576.22
Profit before tax		14,608.39
Tax expense:		
Current Tax		3,703.25
Deferred Tax		-73.81
Total income tax expense		3,629.44
Profit (Loss) for the period		10,978.96
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
Re-measurement gain/(loss) on defined benefit plans, Gross		-14.65
Income tax relating to items that will not be reclassified to profit or loss		3.69
Total Other Comprehensive Income (Net of Tax)		-10.96
Total Comprehensive Income for the Period		10,968.00
Net Profit/(loss) attributable to:		
a) Owners of the Company		10,978.96
b) Non Controlling Interest		-
		10,978.96
Total Comprehensive income attributable to:		
a) Owners of the Company		10,968.00
b) Non Controlling Interest		-
		10,968.00
Earnings per equity share [nominal value of share @ ₹ 2/-]	28	
Basic (in ₹)		18.42
Diluted (in ₹)		18.35
Summary of material accounting policies	2.1	

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singhi & Co.

Chartered Accountants
(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**
Sanjay Kumar Dewangan

Partner
Membership No.: 409524

Ashish Ramesh Saraf

Managing Director
DIN-00183357

Ashok Jain

CFO & Whole time director
DIN-09791163

Shrey Ashish Saraf

Director
DIN-07907037

Deepak Sharma
Company Secretary

Raipur
26 April 2025

MANORAMA INDUSTRIES LIMITED
Consolidated Statement of Cash Flows for the year ended 31 March 2025

Particulars	2024-25 ₹ in lacs
Cash Flow From Operating Activities	
Profit before tax and prior period items	14,608.39
Adjustments for :	
Depreciation	2,213.40
Finance cost	3,918.74
Provision for employee benefits	71.65
Provision/Allowances for credit loss on debtors	(26.26)
Provision for employee stock option	1,535.13
Profit on sale of property, plant and equipment	(9.40)
Exchange difference on translation of assets and liabilities, Net	6.66
Interest income	(745.08)
Operating Profit Before Working Capital Changes	21,573.24
Adjustments for :	
(Increase)/decrease in inventories	(16,125.01)
(Increase)/decrease in trade receivables	(5,964.50)
(Increase)/decrease in Other current assets	(402.94)
(Increase)/decrease in Other Non Current assets	(15.20)
(Increase)/decrease in Other financial assets	106.88
(Increase)/decrease in Trade payables	(2,564.88)
Increase/(decrease) in Other Financial Liabilities	453.17
Increase/(decrease) in other liabilities & provisions	195.97
Cash generated from operations	(2,743.29)
Taxes Paid	(2,946.46)
Net Cash Flow From/ (Used In) Operating Activities (A)	(5,689.74)
Cash Flow From / (Used In) Investing Activities	
Purchase of property, plant and equipment (including capital work in progress and capital	(3,182.39)
Proceeds from disposal of property, plant & equipment	14.70
Deposit with bank with maturity for more than three months	(940.04)
Interest received	744.12
Net Cash Flow From / (Used In) Investing Activities (B)	(3,363.60)
Cash Flow From / (Used In) Financing Activities	
Proceeds from Long term borrowings	364.12
Repayment of long-term borrowings	(1,161.76)
Proceeds/(Repayment) from/of Short term borrowings (net)	14,233.37
Dividends paid on equity shares	(238.40)
Finance Cost	(3,890.48)
Payment of principal portion of lease liabilities	(29.93)
Net Cash Flow From / (Used In) Financing Activities (C)	9,276.93
Net Increase / (Decrease) In Cash And Cash Equivalents (A + B + C)	223.58
Opening Cash And Cash Equivalents	41.63
Closing Cash And Cash Equivalents	265.21

MANORAMA INDUSTRIES LIMITED**Consolidated Statement of Cash Flows for the year ended 31 March 2025****Notes to the consolidated statement of cash flow**

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

	As at 31 March 2025 ₹ in lacs
Cash In Hand	36.34
Balance with Banks	
- in current accounts	228.88
	265.21

2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS - 7) - Statement of Cash Flow.

3. Reconciliation between opening & closing balances in the Balance Sheet for liabilities arising from financial activities due to cash flows and non-cash flow changes.

Particulars	As at 01.04.2024	Cash flow		Leases	Non Cash changes	As at 31.03.2025
		Proceeds	Repayments			
Long-Term Borrowings	5,073.52	364.12	(1,161.76)	-	9.50	4,285.39
Short-Term Borrowings	29,564.88	14,233.37	-	-	-	43,798.25
Lease liabilities	-	-	(29.93)	175.85	-	145.93
Total	34,638.41	14,597.49	(1,191.68)	175.85	9.50	48,229.57

4. Figures in the bracket represents cash outflow.

As per our report of even date.

For Singhi & Co.

Chartered Accountants
(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Kumar Dewangan

Partner
Membership No.: 409524

Ashish Ramesh Saraf

Managing Director
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CFO & Whole time director
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Shrey Ashish Saraf

Director
DIN-07907037

Deepak Sharma

Company Secretary

Raipur
26 April 2025

MANORAMA INDUSTRIES LIMITED
Consolidated Statement of changes in Equity

Equity Share Capital

₹ in lacs

Particulars	Balance as at 01.04.2024	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the respective reporting periods	Changes in the equity share capital during the year	Balance as at 31.03.2025
Equity Share Capital	1,191.98	-	-	-	1,191.98

Other Equity

Particulars	Other Equity				Total Other Equity
	Reserves and Surplus		Share Based Payment Reserve	Exchange difference on translating the financial statements of the foreign operations	
	Securities Premium	Retained Earnings			
Balance as of April 1, 2024	15,557.57	16,828.72	122.53	-	32,508.81
Actuarial Gain/Loss on employee benefit (Net of Tax)	-	(10.96)	-	-	(10.96)
Final Dividend Paid	-	(238.40)		-	(238.40)
For the period	-		1,535.13	6.66	1,541.79
Profit/(loss) for the period	-	10,978.96		-	10,978.96
Balance as on March 31, 2025	15,557.57	27,558.32	1,657.65	6.66	44,780.21

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singhi & Co.

Chartered Accountants

(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Kumar Dewangan

Partner

Membership No.: 409524

Ashish Ramesh Saraf

Managing Director

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CFO & Whole time director

DIN-09791163

Shrey Ashish Saraf

Director

DIN-07907037

Deepak Sharma

Company Secretary

Raipur

26 April 2025

Note-1 Corporate Information

During the year the Company has incorporated following wholly owned subsidiaries which are jointly referred to as the 'Group' herein under considered in the consolidated financial statements:

Name of the Subsidiary Group	Country of incorporation	Proportion (%) of equity interest
		As at 31.03.2025
i. Manorama Savanna Limited (w.e.f. 25.07.2024)	Nigeria	100%
ii. Manorama Mena Trading L.L.C. (w.e.f. 22.07.2024)	U.A.E.	100%
iii. Manorama Savanna-TOGO SARL (w.e.f. 18.09.2024)	Togo	100%
iv. Manorama Africa Savanna (w.e.f. 10.10.2024)	Ivory Coast	100%
v. Manorama Africa Benin (w.e.f. 15.10.2024)	Benin	100%
vi. Manorama Burkina SARL (w.e.f. 18.10.2024)	Burkina Faso	100%
vii. Manorama Savanna Ghana Limited (w.e.f. 06.11.2024)	Ghana	100%
viii. Manorama Latin America (w.e.f. 25.03.2025)	Brazil	100%

The consolidated financial statements were approved for issue in accordance with a resolution of the directors on 26th April 2025.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION AND PRESENTATION

- i) These Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).
- ii) The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:
 - Certain financial assets and liabilities and
 - Defined benefit plans
- iii) Subsidiaries are entities where the company exercise or controls more than one-half of its total share capital. The net assets results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the company obtains control. The results of disposed businesses are included in the consolidated financial statements upto their date of disposal, being the date of control ceases.
- iv) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The financial statements of the company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and the unrealised profits/losses, unless cost/revenue cannot be recovered.
- v) The assets and liabilities of foreign subsidiaries are translated at year end exchange rates and all other items in Statement of Profit and Loss are translated at average rate. The resultant gains and losses are shown separately as Foreign Currency Translation Reserve under the head Other Equity in the consolidated financial statements.
- vi) The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the company's share of equity in the subsidiaries, is recognised as 'Goodwill on Consolidation' being an asset in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus' in the consolidated financial statements.
- vii) Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity.
- viii) Non-controlling interests in the net assets of consolidated subsidiaries consists of:
 - a) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
 - b) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.
- ix) Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.
- x) Group's financial statements are presented in Indian Rupees (₹), which is also its functional currency.
- xi) Since, it is the first year of the consolidated financial statements, therefore no comparative information in respect of the previous period is applicable.

2.2 Summary of material accounting policies**a) Current–non-current classification**

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of manufacturing activity and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle for the purpose of current – non current classification of assets and liabilities as 12 months for its products.

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Normally at initial recognition, the transaction price is the best evidence of fair value.

However, when the Group determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. This categorisation is based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Financial assets and financial liabilities that are recognised at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re- assessing categorisation at the end of each reporting period.

c) Property, Plant and Equipment (PPE)

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2020, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

An item of PPE is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

The cost of an item of property, plant and equipment is measured at :

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation which is to be incurred either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
- Expenditure incurred on renovation and modernization of PPE on completion of the originally estimated useful life resulting in increased life and/or efficiency of an existing asset, is added to the cost of the related asset. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.
- After initial recognition, PPE is carried at cost less accumulated depreciation/amortization and accumulated impairment losses, if any.
- Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.
- If the cost of the replaced part or earlier inspection is not available, the estimated cost of similar new parts/ inspection is used as an indication of what the cost of the existing part/ inspection component was when the item was acquired or inspection carried out.
- An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

d) Capital work in progress

Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

Capital Expenditure incurred for creation of facilities, over which the Group does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

e) Leases

The Group assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a Lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

- Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Lease hold properties - 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

- Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

- Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

f) Revenue recognition

A. Sale of Goods

The Group recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Group recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer.

Revenue from sale of by products are included in revenue.

Contract Balances

Contract Assets:

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Trade Receivables:

A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

Contract Liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract including Advance received from Customer.

Refund Liabilities:

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer including volume rebates and discounts. The Group updates its estimates of refund liabilities at the end of each reporting period.

B. Exports Benefits:

Benefits arises on exports of goods like export incentives are recognized on accrual basis when exports sales are recognized.

C. Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

g) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is provided on Written Down Value Method based on estimated useful life of the assets which is same as envisaged in schedule II of the Companies Act, 2013.

Depreciation on additions to /deductions from Property, Plant & Equipment during the year is charged on pro-rata basis from / up to the date on which the asset is available for use / disposal.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Where the life and / or efficiency of an asset is increased due to renovation and modernization, the expenditure thereon along with its unamortized depreciable amount is charged prospectively over the revised / remaining useful life determined by technical assessment.

Spares parts procured along with the Plant & Machinery or subsequently which are capitalized and added in the carrying amount of such item are depreciated over the residual useful life of the related plant and machinery or their useful life whichever is lower.

h) Inventories

Inventories are valued at lower of cost and net realizable value, after providing for obsolesces, if any.

Cost of stores & consumables and chemicals are computed on FIFO basis and cost of Raw Materials, Finished Goods & Goods in Process are computed on Weighted average basis.

Cost of Work in Progress and Finished Goods includes direct materials, labour, conversion and proportion of manufacturing overheads incurred in bringing the inventories to their present location and condition.

The cost is determined using weighted average cost formula and net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

The by-products are valued at net realizable value.

i) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j) Income Taxes

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In which case the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

k) Foreign Currency Transactions

Transactions in foreign currency are initially recorded at exchange rate prevailing on the date of transaction. At each Balance Sheet date, monetary items denominated in foreign currency are translated at the exchange rates prevailing on that date.

Exchange differences arising on translation or settlement of monetary items are recognised as income or expenses in the period in which they arise in the Statement of Profit and loss.

l) Employee Benefits Expense

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund and Contributory Pension Fund. The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefits Plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Group has recognized the gratuity payable to the employees as per the Payment of Gratuity Act, 1972 and Leave Encashment Benefits as defined benefit plans. The liability in respect of these benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

m) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

n) Impairment of non-financial assets - property, plant and equipment

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

o) Share capital and share premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

p) Financial Instruments**Financial Assets****Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Subsequent measurementFinancial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through OCI.

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

q) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

r) Government Grant

Government grants are recognised initially as deferred income when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant. Grants that compensate the Group for expenses incurred are recognised over the period in which the related costs are incurred and are deducted from the related expenses. Grants that compensate the Group for the cost of an asset are recognised in profit or loss on a systematic basis over the useful life of the related asset.

s) Dividend Distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Group's shareholders.

t) Statement of Cash Flows

Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. However for Balance Sheet presentation, Bank overdrafts are classified within borrowings in current liabilities.

Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting Standard.

u) Research and Development Costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- i) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- ii) Its intention to complete and its ability and intention to use or sell the asset.
- iii) How the asset will generate future economic benefits.
- iv) The availability of resources to complete the asset.
- v) The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

v) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 11(g).

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.3 KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the acGrouping disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

i) Depreciation and useful lives of property plant and equipment

Property, plant and equipment are depreciated over their estimated useful lives, after taking into account estimated residual value. The estimated useful lives and residual values of the assets are reviewed annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes and other related matters. The depreciation for future periods is revised if there are significant changes from previous estimates.

ii) Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has only one lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The Group included the renewal period as part of the lease term for leases of properties with longer non-cancellable periods (i.e., 5 years) are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

iii) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

iv) Amortization of leasehold land

The Group's lease asset classes primarily consist of leases for industrial land. The lease premium is the fair value of land paid by the Group to the state government at the time of acquisition and there is no liability at the end of lease term. The lease premium paid by the Group has been amortized over the lease period on a systematic basis and classified under Ind AS 16 and therefore, the requirements of both Ind AS 116 and Ind AS 17 as to the period over which, and the manner in which, the right of use asset (under Ind AS 116) or the asset arising from the finance lease (under Ind AS 17) amortized are similar.

v) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the period of overdues, the amount and timing of anticipated future payments and the probability of default.

vi) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of resources resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

vii) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

viii) Measurement of defined benefit obligations

The measurement of defined benefit and other post-employment benefits obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

2.3 New and amended standards

The Group has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statement for the year ended 31 March 2025
Note 3 : Property, plant and equipment

	₹ in lacs								
	Freehold Land	Leasehold land	Factory shed and building	Plant and Equipment	Office equipment	Furnitures and Fixtures	Computers	Vehicles	Total
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Carrying Value									
As on 1 April 2024	780.23	11.23	1,165.04	13,669.98	173.75	221.02	106.58	810.96	16,938.78
Addition	123.95	-	61.96	5,698.21	59.59	25.69	43.24	723.45	6,736.09
Deletions	-	-	-	-	-	-	-	63.05	63.05
As at 31 March 2025	904.18	11.23	1,227.01	19,368.19	233.34	246.71	149.82	1,471.35	23,611.82
Accumulated Depreciation									
As on 1 April 2024	-	0.23	281.11	3,150.53	97.73	99.13	82.71	294.59	4,006.04
For the year	-	0.06	111.03	1,716.19	46.69	35.28	27.12	250.84	2,187.21
Deletions	-	-	-	-	-	-	-	57.75	57.75
As at 31 March 2025	-	0.29	392.15	4,866.72	144.42	134.42	109.83	487.68	6,135.50
Net block									
As at 31 March 2025	904.18	10.94	834.86	14,501.47	88.91	112.29	39.99	983.67	17,476.32

Note:

Details of property, plant and equipment pledged against borrowings is presented in note 13 and 17.

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company itself. Further, the company has not carried out revaluation of items of Property, Plant & Equipment during the year and accordingly the disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statement for the year ended 31 March 2025

4.1 : Capital Work in progress (CWIP)	₹ in lacs			
	As on 1 April 2024	Addition	Deduction	As at 31 March 2025
Capital work in progress	4,120.56	237.80	4,117.98	240.38
Total	4,120.56	237.80	4,117.98	240.38

Details of Capital Work in Progress	Amount in CWIP for a period of 31.03.2025				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	240.38	-	-	-	240.38

Note: As at the balance sheet date, the assets/projects forming part of capital work in progress are neither exceeded its estimated cost nor its estimated completion time line.

4.2 : Intangible Assets under construction (IAUC)				
	As on 1 April 2024	Addition	Deduction	As at 31 March 2025
Intangible assets under construction	70.71	159.16	-	229.87
Total	70.71	159.16	-	229.87

Details of Intangible Assets under construction	Amount in IAUC for a period of 31.03.2025				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	159.16	-	70.71	-	229.87

Note: As at the balance sheet date, the intangible assets under construction are neither exceeded its estimated cost nor its estimated completion time line.

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statement for the year ended 31 March 2025

	Lease hold properties ₹ in lacs	Total ₹ in lacs
Note 5 : Right of use assets		
Carrying Value		
As on 1 April 2024	-	-
Addition	165.32	165.32
Deletions	-	-
As at 31 March 2025	165.32	165.32
Accumulated amortisation		
As on 1 April 2024	-	-
For the year	26.18	26.18
Deletions		
As at 31 March 2025	26.18	26.18
Net block		
As at 31 March 2025	139.14	139.14

Details note for Right of use assets are disclosed in Note-35.

	Non-current As at 31 March 2025 ₹	Current As at 31 March 2025 ₹
Note 6 Other financial assets		
(Unsecured, considered good)		
Security deposits	13.65	0.37
Balance with banks in deposit accounts (maturity more than 12 months)	464.99	-
Interest accrued on deposits	-	14.23
Unwinding Interest on security deposits	3.89	-
Interest accrued on fixed deposits	0.27	60.56
	482.80	75.16

Note: Deposits with banks in deposit accounts (maturity more than 12 months) aggregating to ₹ 11.25 lacs has been pledged with banks against margin money towards working capital facilities.

	Non-current As at 31 March 2025 ₹	Current As at 31 March 2025 ₹
Note 7 Other assets		
(Unsecured, considered good)		
Capital Advances	488.04	-
Security deposit with govt. & others	235.15	-
Advances other than capital advances		
Advance to Vendor	-	951.13
Advance to employees	-	19.46
Prepaid expenses	22.13	275.45
Balance with revenue authorities & others	-	2,641.69
	745.32	3,887.73

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statement for the year ended 31 March 2025
Note 8 Inventories
(valued at lower of cost or net realisable value)

	As at 31 March 2025 ₹
Raw Materials [including in transit stock of ₹ 1899.39 lacs]	40,800.37
Chemicals	318.65
Finished goods [including in transit stock of ₹ 1022.40 lacs]	12,341.86
By product [including in transit stock of ₹ 44.84 lacs]	1,075.11
Stores and consumables	512.08
	55,048.08

Note: Details of inventories pledged against borrowings is presented in note 13 and 17.

Note 9 Trade Receivables

	As at 31 March 2025 ₹
Trade receivables, considered good - unsecured	10,172.82
Trade receivables which have significant increase in credit risk	1.82
Less: Provision for expected credit loss	1.82
	10,172.82

Note: Details of trade receivables pledged against borrowings is presented in note 13 and 17.

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables ageing schedule for the year ended as on March 31, 2025:

Particulars	Outstanding for following periods from Due Date of Payment as on 31.03.2025					Total
	< 6 Months	6 Months-1 Years	1-2 Years	2-3 Years	> 3 Years	
(i) Undisputed trade Receivables- Considered goods	10,129.09	10.69	32.79	0.25	-	10,172.82
(ii) Undisputed trade Receivables- Which have significant increase in Credit Risk	-	-	-	0.09	1.73	1.82
(iii) Undisputed trade Receivables- Credit Impaired						-
(iv) disputed trade Receivables- considered goods						-
(v) disputed trade Receivables- Which have significant increase in Credit Risk						-
(vi) disputed trade Receivables- Credit Impaired						-

Note 10 Cash and bank balances
Cash and cash equivalents

	As at 31 March 2025 ₹
Balance with Banks	
- in current accounts	228.88
Cash In hand	36.34
	265.21

Other bank balances

Balance with Banks	
- in deposit accounts	9,569.16
- in unpaid dividend account	0.19
	9,569.35
	9,834.57

Note: Deposits with banks aggregating to ₹ 49.26 lacs has been pledged with banks against margin money towards working capital facilities.

	As at 31 March 2025 ₹ in lacs
Note-11 Share Capital	
Authorized Capital	
15,00,00,000 Equity Shares of ₹2 each	3,000.00
	3,000.00
Issued , Subscribed & Paid Up Capital	
5,95,99,050 Equity Shares of ₹2 each	1,191.98
	1,191.98

(a) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period.

At the beginning of the reporting period
Issued during the period
At the end of the reporting period.

In Value	In Numbers
As at 31 March 2025 ₹ in lacs	As at 31 March 2025 Nos.
1,191.98	5,95,99,050
-	-
1,191.98	5,95,99,050

(b) Terms & Right attached to equity shares

The company has only one class of equity shares having a par value of ₹2 per share. Each Holder of equity share is entitled to one vote per share. In the event of liquidation, shareholder will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion to the member of equity share held by the share holder.

c) The company has not allotted any equity shares as fully paid up pursuant to contracts without payment being received in cash/allotted as fully paid up by way of bonus shares issued/buy-back of shares in the last 5 years.**d) There are no contracts or commitments for the sale of shares or disinvestments.****e) Details of shareholders holding more than 5% shares in the Company**

Equity shares of ₹ 2/-each fully paid

Ashish Ramesh Saraf
Smt. Vinita Saraf
Shri Agastya Saraf
Smt. Ritu Saraf
Shri Shrey Saraf

As at 31 March 2025	
Number	% of holding
2,51,84,158	42.26%
45,67,292	7.66%
13,40,978	2.25%
42,36,395	7.11%
13,40,978	2.25%
3,66,69,801	61.53%

f) Details of shares held by promoters at 31 March 2025.

Promoter Name	No. of Shares	% of total shares
Ashish Ramesh Saraf	2,51,84,158	42.26%
Smt. Vinita Saraf	45,67,292	7.66%
Shri Agastya Saraf	13,40,978	2.25%
Shri Shrey Saraf	13,40,978	2.25%

g) Details of Employee Stock Option Plan:

Manorama Industries Limited Employees Stock Option Plan 2021 (MILESOP 2021) was approved by the shareholders of the Company on 29th September, 2021. The plan is designed to provide incentives to all the employees to deliver long term returns. Under the plan the employees would be granted stock options which would carry the right to apply for equivalent number of ordinary shares of the Company of the face value of ₹ 2 each at a price to be determined by the Nomination and Remuneration Committee of the Company. The total number of options to be granted under the Scheme would be 1191980 no. of equity shares @ ₹ 2 each of equity shares @ ₹ 2 each). The grant of options has to be accepted by the employees within one month from the date of the grant and would vest after one year from such date in 4 annual tranches of 25% of the options granted. The options once vested have to be exercised within 3 months. In accordance with the plan the Nomination and Remuneration Committee of the Company on 8/2/2022 has granted 98000 options to certain eligible employees. Such options will vest in 4 tranches starting from 2023. Further, the Nomination and Remuneration Committee of the Company on 12/05/2024 has granted 180000 options to certain eligible employees and such options will vest in 1 tranche starting from 2025, the options have to be exercised within a period of 3 months. The exercise price for 1st grant is at a 10% discount on the market price of the shares as on grant date i.e. ₹ 236.20 and for 2nd grant ₹251.00.

The Share options outstanding at the end of the year have the following expiry dates.

Vesting Schedule spread over 4 years	Option vested			Exercise schedule within 3 months from date of vesting	Lapse If not exercise within the exercise period the shares will be added back to ESOP pool
	Date	Percentage	No. of shares		
On completion of 12 months from the date of grant 08-02-2022	08-02-2023	25%	24500	07-05-2023	08-05-2023
On completion of 24 months from the date of grant 08-02-2022	08-02-2024	25%	24500	07-05-2024	08-05-2024
On completion of 36 months from the date of grant 08-02-2022	08-02-2025	25%	24500	07-05-2025	08-05-2025
On completion of 48 months from the date of grant 08-02-2022	08-02-2026	25%	24500	07-05-2026	08-05-2026
On completion of 12 months from the date of grant 12-05-2024	11-05-2025	100%	180000	11-08-2025	12-08-2025

The fair value of the options, calculated by actuarial valuer was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:

Particulars	Assumptions
Risk free interest rate (in %)	6.58%
Volatility (in %)	59.09%
Dividend yield (in %)	0.04%
Attrition rate	1% to 5%

The volatility of the options is based on the historical volatility of the share price for the last one year as on the date of grant.

Details of weighted average exercise price and fair value of the stock options granted at price below market price (on the date of grant):

Total options granted	2,58,000
Weighted average exercise price (in Rs.)	248.50
Weighted average fair value (in Rs.)	817.72

The movement in the scheme is set out as under:

Particulars	Manorama Industries Limited Employees Stock Option Plan 2021 – Year Ended 31st March 2025	
	Options	Weighted Average exercise price
	Number	Amount (in Rs.)
Outstanding at the beginning of year	54750	236.20
Granted during the year	180000	251.00
Exercised during the year	NIL	NIL
Forfeited during the year	0	0
Expired during the year	18250	236.20
Outstanding at the end of the year	216500	248.5
Exercisable at the end of the year (Options which have vested)	216500	248.5
Number of Equity Shares of Rs.2/- each fully paid up to be issued on exercise of option	0	0

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

	As at 31 March 2025 ₹ in lacs
Note-12 Other Equity	
Securities Premium	
Balance as at the beginning of the year	15,557.57
	<u>15,557.57</u>
Share Based Payment Reserve	
Balance as at the beginning of the year	122.53
Add- As per actuarial valuation	1,535.13
Net surplus in the statement of profit and loss	<u>1,657.65</u>
Exchange differences on translating the financial statements of the foreign operations	
Balance as at the beginning of the year	-
Add- For the period	6.66
	<u>6.66</u>
Retained Earnings	
Balance as at the beginning of the year	16,828.72
Add- Net Profit for the year	10,978.96
Add/(less) - Other Comprehensive Income for the year	(10.96)
Add/(less) - Final Dividend Paid	(238.40)
Net surplus in the statement of profit and loss	<u>27,558.32</u>
	<u><u>44,780.21</u></u>

Notes:

(i) Securities Premium

Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of Companies Act, 2013.

(ii) Share Based Payment Reserve

The share options-based payment reserve is used to recognise the grant date fair value of option issued to employees under Employee stock option plan.

(iii) Retained Earnings

Retained earnings are the profits and gains that the Company has earned till date less any transfer to General Reserve, dividends or other distributions made to shareholders.

(iv) Exchange differences on translating the financial statements of the foreign operations

Exchange differences on translating the financial statements of the foreign operations are recognised in other equity as described in the accounting policy and accumulated in a separate reserve within equity. The accumulated amount is reclassified to profit and loss when the net investment is disposed off.

As at
31 March 2025
₹ in lacs

Note-13 Long Term Borrowings

From banks (secured)

4,760.32

Other Loans from banks (secured)

663.65

5,423.97

Less- Current Maturities of long term borrowings (refer note 17)

1,138.58

4,285.39

Nature of security and terms of repayment for secured borrowings: -

Borrowings	Rate of interest	Security	Terms of repayment (EMI) From
State Bank of India	9.15%	Term loan of ₹ 4000 lacs is secured by hypothecation of entire plant & machinery installed from bank finance and 1st exclusive charge on the entire moveable/immovable fixed assets related to term loan from bank. The loan is further secured by personal guarantee of promoters and directors of the company.	15-Oct-23
State Bank of India	9.25%	Working capital term loan (GECL) of ₹ 458 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	26-Mar-22
State Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 659 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	25-Dec-24
Bank of India	9.25%	Working capital term loan (GECL 2.0) of ₹ 162.10 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	30-Mar-22
Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 340 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	09-Feb-23
Bank of Maharashtra	9.25%	Working capital term loan (ECLGS 2.0 Extn) of ₹ 393 lacs is secured by 2nd parri passu charge with the existing credit facilities in terms of cash flows (including repayment) and security, with charged on assets financed under the scheme. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	04-Feb-24
Axis Bank Ltd.	9.25%	Working capital term loan of ₹ 1260 lacs is secured by Second Pari Passu Charge on the existing Security with the bank (Except PG), both primary and collateral as captured under the cash credit facilities, presently secured to the bank for its existing credit facilities (along with ECLGS lenders).	01-Sep-22
Federal Bank Ltd.	9.15% - 10.70%	Hypothecation of Vehicle	01-Apr-18

As at
31 March 2025
₹ in lacs

Note-14 Deferred tax (assets)/liabilitiesTax effect of items constituting deferred tax liabilities

Temporary differences on account of PPE & Other intangible assets

476.69

Temporary differences on account of Employee Benefits

(86.97)

Others

(36.70)

Provision for Expected Credit Loss on trade receivables

(0.46)

Deferred tax (assets)/liabilities (net)**352.57**

Note-15 Other liabilities

Advance from customers
Statutory Liabilities
Deferred capital subsidy

Non-Current	Current
As at	As at
31 March 2025	31 March 2025
₹ in lacs	₹ in lacs
-	93.57
-	222.26
60.50	7.33
60.50	323.17

Note: Deferred capital subsidy i.e. Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Note-16 Provisions

Provision for employee benefits
- Provision for Gratuity
- Provision for leave encashment

Long-term	Short-term
As at	As at
31 March 2025	31 March 2025
₹ in lacs	₹ in lacs
149.33	14.69
37.86	4.33
187.20	19.02

Note-17 Short Term Borrowings

Working capital facilities from banks repayable on demand (secured)
Current maturities of long term borrowings (refer note 13)

As at
31 March 2025
₹ in lacs
42,659.67
1,138.58
43,798.25

Terms of borrowings:

Working Capital facilities from banks are repayable on demand and are secured as follows:

- Hypothecation of stock and receivables.
- Packing credit limits against hypothecation of stock meant for export.
- Pledge of Fixed Deposits (refer note 6 & 10).
- Second parri passu charge on Industrial land building, plant and machinery of Birkoni Plant of the company for credit facility from Banks.
- Personal Guarantee of Vinita Saraf, Ritu Saraf, Shrey Saraf, Gautam Pal and Ashish Saraf, promoters/directors of the company.

Note-18 Trade payables

- total outstanding dues of micro enterprises and small enterprises
- total outstanding dues of creditors other than micro enterprises and small enterprises

As at
31 March 2025
₹ in lacs
64.39
1,384.32
1,448.71

Trade payables ageing schedule for the year ended as on March 31, 2025:

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2025				
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	64.39	-	-	-	64.39
(ii) Others	1,370.72	7.02	3.44	3.14	1,384.32
(ii) Disputed Dues- MSME	-	-	-	-	-
(ii) Disputed Dues- Others	-	-	-	-	-
Total					1,448.71

Note-19 Other financial liabilities

Interest accrued but not due
Payable to directors
Payable to related parties
Unpaid dividend
Creditors for capital goods & others
Provision for expenses

As at
31 March 2025
₹ in lacs
10.80
161.68
18.47
0.19
178.55
666.22
1,035.91

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statement for the year ended 31 March 2025

	2024-25 ₹ in lacs
Note - 20 Revenue from operations	
Sale of products and by-products	
Domestic	20,776.56
Exports	55,932.75
	76,709.30
Other operating revenues	
Duty Draw Back	10.85
Exports Incentives	244.42
Sale of scrap	119.62
	374.89
	77,084.19

Ind AS 115 Revenue from Contracts with Customers

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has assessed and determined the following categories for disaggregation of revenue:

Particulars	2024-25
Revenue from contracts with customer - Sale of products/goods	76,709.30
Other operating revenues	374.89
Total Revenue from operations	77,084.19
India	21,151.45
Outside India	55,932.75
Total Revenue from operations	77,084.19
Timing of revenue recognition	
At a point in time	77,084.19
Total Revenue from operations	77,084.19
Contract balances	
Trade Receivables (refer note 9)	10,172.82
Contract Liabilities	
Advance from customers (refer note 15)	93.57

Trade receivables are non-interest bearing and are generally on terms of advance or credit period ranges of 1 to 120 days. In March 2025, ₹26.26 lacs reversed from provision for expected credit losses on trade receivables.

Contract liabilities include short-term advances received from customers to deliver manufacturing goods.

Amount of revenue recognised from amounts included in the contract liabilities at the beginning of the year ₹ 21.15 lacs and performance obligations satisfied in current years ₹ NIL.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025**

	2024-25
	₹ in lacs
Note-21 Other Income	
Interest Income	
- on fixed deposits	731.43
- on others	13.65
- on unwinding interest on deposits	0.82
Foreign exchange gain	1,065.73
Profit on sale of property, plant and equipment	9.40
Amortization of deferred capital subsidy	7.33
Other miscellaneous income	272.06
	2,100.42
	2024-25
	₹ in lacs
Note-22 Cost of Materials Consumed	
Seeds	
Opening Stock	22,401.45
Add:- Purchases	47,236.17
Less- Closing Stock	40,797.23
	28,840.39
Chemicals	
Opening Stock	203.98
Add:- Purchases	1,065.24
Less- Closing Stock	318.65
	950.58
Other raw materials	
Opening Stock	5.59
Add:- Purchases	7,558.78
Less- Closing Stock	3.14
	7,561.23
	37,352.20

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025**

	2024-25 ₹ in lacs
Note-23 Changes in inventories of finished goods, by-product and stock-in-trade	
Opening Stock	
Finished Goods	15,607.05
By Product	225.28
	15,832.33
Closing Stock	
Finished Goods	12,341.86
By Product	1,075.11
	13,416.98
	2,415.36
	2024-25 ₹ in lacs
Note-24 Employee Benefits Expense	
Salary, wages and other benefits	3,297.35
Contribution to provident and other funds	79.12
Gratuity expense	54.54
Leave obligation expense	18.31
Employees compensation expense	1,535.13
Staff welfare expenses	14.77
	4,999.21
	2024-25 ₹ in lacs
Note-25 Finance Costs	
Interest expenses	
- on working capital facilities	3,643.30
- on Lease liabilities	11.50
- on vehicle loans	38.30
- on others	1.27
Other borrowing cost	224.36
	3,918.74
	2024-25 ₹ in lacs
Note-26 Depreciation and amortisation expense	
Depreciation on property, plant and equipment	2,187.21
Amortization on right-of-use assets	26.18
	2,213.40

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025**

	2024-25
	₹ in lacs
Note-27 Other expenses	
Consumption of stores and spares	458.14
Power and fuel	2,963.57
Labour charges	649.08
Processing Charges	1,435.97
Insurance Expenses	374.05
Rent	354.67
Rates & Taxes	76.97
Research and development expenses	216.53
Repairs and maintenance	
-Plant and machinery	28.30
-Others	232.37
Lab expenses	215.09
Security charges	133.77
Travelling Expenses	1,328.48
Communication expenses	28.61
Printing and stationery	91.68
Legal and professional	621.97
Commission and brokerage	225.65
Sales promotion expenses	104.27
Freight outwards and other selling expenses	2,927.00
Packaging expenses	661.90
Provision for doubtful debts	-26.26
Auditor Remuneration	15.00
Corporate social responsibility	90.61
Bad debt written off	26.32
Miscellaneous Expenses	443.55
	13,677.32

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025****Note 28 Earnings per share****2024-25**
₹ in lacs

Profit / (Loss) after tax	10,979
Weighted average number of equity shares used for calculating basic earnings per share	5,95,99,050
Weighted average number of equity shares used for calculating diluted earnings per share	5,98,15,550
Face value of Equity Shares (in ₹)	2
Earnings per share- Basic (in ₹)	18.42
Earnings per share- Diluted (in ₹)	18.35

Note-29 Related Party Disclosure**a) Related Parties**

Manorama Earth Private Limited
Manorama Africa Limited
Manorama Benin SARL
Ritu Saraf
Agastya Saraf
Aditya Saraf

Nature of relationship

Directors have a significant influence
Directors have a significant influence
Subsidiary of Manorama Africa Limited
Relatives of Key Managerial Personnel's
Relatives of Key Managerial Personnel's
Relatives of Key Managerial Personnel's

b) Key Managerial personnel

Vinita Ashish Saraf
Ashish Saraf

Director (from 30.07.2024)
President (upto 23.10.2024), Managing Director /
Chairperson (w.e.f. 23.10.2024)
Vice-President
Director
Managing Director (upto 23.10.2024)
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director
CFO & Whole Time Director
Company Secretary

Deep Saraf
Shrey Ashish Saraf
Gautam Kumar Pal
Ashish Bakliwal
Jose Vailappallil Joseph
Nipun Sumanlal Mehta
Mudit Kumar Singh
Veni Mocherla
Ashok Jain
Deepak Sharma

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025****c) Details of transactions with related parties**

Name of Party	Nature of Transaction	2024-25
		₹ in lacs
Manorama Africa Limited	Purchases of Goods	22,969.93
Manorama Benin SARL	Purchases of Goods	-1.97
Manorama Earth Private Limited	Car Hire Charges	24.00
Ashish Saraf	Remuneration	180.00
Vinita Saraf	Remuneration	96.77
Gautam Kumar Pal	Remuneration	51.00
Gautam Kumar Pal	Performance Bonus	24.00
Shrey Saraf	Remuneration	63.00
Ashok Jain	Remuneration	39.00
Ashish Bakliwal	Director Sitting Fees	1.50
Jose Vailappallil Joseph	Director Sitting Fees	1.80
Mudit Kumar Singh	Director Sitting Fees	1.80
Nipun Sumanlal Mehta	Director Sitting Fees	1.80
Veni Mocherla	Director Sitting Fees	1.80
Vinita Saraf	Director Sitting Fees	0.80
Vinita Saraf	Rent	30.00
Deep Saraf	Remuneration	63.00
Ritu Saraf	Remuneration	22.00
Deepak Sharma	Remuneration	17.40
Agastya Saraf	Remuneration	2.97
Aditya Saraf	Remuneration	2.76
Ashish Saraf	Performance Bonus	139.00
Vinita Saraf	Performance Bonus	56.00
Deep Saraf	Performance Bonus	39.00
Shrey Saraf	Performance Bonus	17.00
Manorama Africa Limited	Advance for Purchase of Goods	624.23

d) Balance (payable to)/receivable from related parties

Name of Party	
Manorama Africa Limited	624.23
Manorama Earth Private Limited	-6.18
Ashish Saraf	-100.10
Vinita Saraf	-42.05
Gautam Kumar Pal	-3.12
Shrey Saraf	-13.53
Ashok Jain	-2.43
Ashish Bakliwal	-0.09
Jose Vailappallil Joseph	-0.09
Mudit Kumar Singh	-0.09
Nipun Sumanlal Mehta	-0.09
Veni Mocherla	-0.09
Deep Saraf	-16.39
Ritu Saraf	-1.14
Deepak Sharma	-1.20
Agastya Saraf	-0.26
Aditya Saraf	-0.24

Terms and conditions of transactions with related parties

All related party transactions entered during the year were in ordinary course of business and on arm's length basis. Outstanding balances at the year-end are unsecured and will be settled in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Transactions and balances with subsidiaries are eliminated on consolidation.

Note 30 Contingent liabilities and capital commitments:**(a) Contingent Liability:**

Claims against the companies not acknowledged as debts ₹ 80.84 lacs.

Disputed liability of ₹ 19.13 lacs on account of Goods and Services Tax against which the company has preferred an appeal.

Disputed liability of ₹ 0.67 lacs on account of TDS default appearing in Traces Site for which rectification is being filed.

(b) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)

31-Mar-25**₹ in lacs**

1,545.76

1,545.76

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statement for the year ended 31 March 2025

31. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 19 EMPLOYEE BENEFITS:

a. Defined Contribution Plan:

The Group has certain defined contribution plans viz. provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

An amount of ₹ 79.12 lacs is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 24).

b. Defined benefit plan:

Leave Obligations:

The Group provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number days of unutilised leave at each balance sheet date on the basis of year-end actuarial valuation using projected unit credit method. The scheme is unfunded.

Based on past experience and in keeping with Group's practice, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and accordingly the total year end provision determined on actuarial valuation, as aforesaid is classified between current and non current.

An amount of ₹ 18.31 lacs is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 24).

Gratuity:

The Gratuity scheme is a final salary defined benefit plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. Benefits provided under this plan is as per the requirement of the Payment of Gratuity Act, 1972. The scheme is unfunded.

		(₹ in lacs)
Particulars		Gratuity
		2024-25
		(Non Funded)
I	Change in Present value of defined benefit obligation during the year:	
	Present value of defined benefit obligation at the beginning of the year	95.93
	Interest Cost	6.48
	Current Service Cost	48.06
	Past Service Cost	-
	Benefit paid directly by employer	(1.09)
	Actuarial Changes arising from changes in financial assumption	7.45
	Actuarial Changes arising from changes in experience assumption	7.20
	Present value of defined benefit obligation at the end of the year	164.03
II	Change in fair value of plan assets during the year:	
	Fair value of plan assets at the beginning of the year	-
	Contribution paid by the employer	1.09
	Benefit paid	(1.09)
	Fair value of plan assets at the end of the year	-

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025**

(₹ in lacs)

III	Net asset / (liability) recognised in the balance sheet:	
	Present Value of defined benefit obligation at the end of the year	164.03
	Fair value of plan assets at the end of the year	-
	Amount recognised in the balance sheet	
	Net asset / (liability) - Current	14.69
	Net asset / (liability) - Non Current	149.34
IV	Expenses recognized in the statement of profit and loss for the year:	
	Current Service Cost	48.06
	Interest Cost on benefit obligation (Net)	6.48
	Total expenses included in employee benefits expenses	54.54
V	Recognized in other comprehensive income for the year:	
	Actuarial Changes arising from changes in financial assumption	7.45
	Actuarial Changes arising from changes in experience assumption	7.20
	Recognized in other comprehensive income for the year:	14.65
VI	Maturity profile of defined benefit obligation:	
	Within the next 12 months (next annual reporting period)	14.69
	Between 2 and 5 years	25.90
	6 years to 10 years	64.39
VII	Quantitative Sensitivity analysis for significant assumption is as below:	
	1% point increase in discount rate	144.05
	1% point decrease in discount rate	188.48
	1% point increase rate of salary Increase	188.16
	1% point decrease rate of salary Increase	143.92
	1% point increase rate of employee turnover rate	163.51
	1% point decrease rate of employee turnover rate	164.61

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025****VIII Sensitivity Analysis Method:**

Sensitivity Analysis is determined based on the expected movement in liability if the assumption were not proved to be true on different count.

	Particulars	Gratuity
		2024-25
		Non Funded
IX	Actuarial assumptions:	
1	Discount rate	6.75%
2	Salary escalation	7.00%
3	Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Ult.
4	Mortality post retirement rate	Indian Assured Lives Mortality (2012-14) Ult.
5	Rate of Employee Turnover	1% to 5%

Notes:

(i) The actuarial valuation of the defined obligation were carried out at 31st March, 2025. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the projected Unit Credit Method.

(ii) Risk Exposure

Through its defined benefit plans, the Group is exposed to some risks, the most significant of which are detailed below:

Interest rate risk :

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk :

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk :

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

32. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Group is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk
- Currency risk
- Price risk

The Group's board of directors has overall responsibility for the establishment and oversight of the group's risk management framework. This note presents information about the risks associated with its financial instruments, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Credit Risk

The Group is exposed to credit risk as a result of the risk of counterparties non performance or default on their obligations. The Group's exposure to credit risk primarily relates to investments in fixed deposits with banks, accounts receivable and cash and cash equivalents. The Group monitors and limits its exposure to credit risk on a continuous basis. The Group's credit risk associated with accounts receivable is primarily related to party not able to settle their obligation as agreed. To manage this the Group periodically reviews the financial reliability of its customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivables.

Trade receivables

Trade receivables represent the most significant exposure to credit risk and are stated after an allowance for impairment and expected credit loss.

Bank, Cash and cash equivalents

Bank, Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to cash. These are subject to insignificant risk of change in value or credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	<i>₹ in Lacs</i>
	31-Mar-25
Trade receivables	10,172.82
Bank, Cash and cash equivalents	10,317.36

Impairment losses

	31-Mar-25
Trade receivables (measured under life time excepted credit loss model)	
Opening balance	28.08
Provided during the year	(26.26)
Closing balance	1.82

Ageing analysis

	31-Mar-25
Upto 3 months	9,540.51
3-6 months	562.12
More than 6 months	72.01
	10,174.64

No significant changes in estimation techniques or assumptions were made during the reporting period

Liquidity risk

The Group is exposed to liquidity risk related to its ability to fund its obligations as they become due. The Group monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The Group has access to credit facilities and debt capital markets and monitors cash balances daily. In relation to the Group's liquidity risk, the Group's policy is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions as they fall due while minimizing finance costs, without incurring unacceptable losses or risking damage to the Group's reputation.

Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting period:

	₹ in Lacs
	31-Mar-25
Working capital facilities from banks	1,340.33

Further, the Group is having financial commitment in respect of capital contribution to subsidiaries companies as on 31 March 2025 Rs.2000.96 Lacs.

Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

As at 31 March 2025	Less than 1 year	<1-5 years	More than 5 years	Total
Borrowings	43,798.25	4,285.39	-	48,083.64
Lease liabilities	33.46	112.47	-	145.93
Trade payables	1,448.71	-	-	1,448.71
Other financial liabilities	1,035.91	-	-	1,035.91
	46,316.33	4,397.86	-	50,714.19

Interest rate risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the Group. The Group is exposed to long term and short-term borrowings, Commercial Paper Program. The Group manages interest rate risk by monitoring its mix of fixed and floating rate instruments, and taking action as necessary to maintain an appropriate balance.

The exposure of the Group's borrowings to interest rate changes at the end of the reporting period are as follows:

a) Interest rate risk exposure	31-Mar-25
Variable rate borrowings	47,889.34
Fixed rate borrowings	194.30

b) Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates.

	Impact on profit after tax
	31-Mar-25
Interest rates - increase by 70 basis points	(335.23)
Interest rates - decrease by 70 basis points	335.23

FOREX EXPOSURE RISK

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through purchases from overseas suppliers in various foreign currencies.

Foreign currency exchange rate exposure is partly balanced by hedging of exposure by forward contract of purchasing of goods in the respective currencies.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies to foreign currency risk.

PARTICULARS	Currency	Currency in Lacs
		31-Mar-25
Trade Payables	USD	11.19
Trade Payables	EURO	2.85
Receivable	USD	108.95

Profit or loss estimate to higher/lower as a result of changes in foreign exchange rates-

	₹ in Lacs
	Impact on profit after tax
	31-Mar-25
Foreign exchange rates - increase by 1%	(56.72)
Foreign exchange rates - decrease by 1%	56.72

33. CAPITAL MANAGEMENT

The Group's main objectives when managing capital are to:

- ensure sufficient liquidity is available (either through cash and cash equivalents, investments or committed credit facilities) to meet the needs of the business;
- ensure compliance with covenants related to its credit facilities; and
- minimize finance costs while taking into consideration current and future industry, market and economic risks and conditions.
- safeguard its ability to continue as a going concern
- to maintain an efficient mix of debt and equity funding thus achieving an optimal capital structure and cost of capital.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic and international financial markets so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purpose of Group's capital management, capital includes issued capital and all other equity reserves. The Group manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Group manages its capital on the basis of net debt to equity ratio which is net debt (total borrowings net of cash and cash equivalents) divided by total equity

	₹ in Lacs
	31 March 2025
Total debt	48,083.64
Less : Bank, Cash and cash equivalent	10,317.36
Net debt	37,766.28
Total equity	45,972.19
Net debt to equity ratio	0.82

During the year the group has complied with major covenants of the terms of sanction of the loan facilities throughout the year.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025****34. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS**

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 : other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3 : techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

	Carrying amount			₹ in Lacs
	As at 31.03.2025	Level 1	Level 2	Level 3
Financial assets at amortised cost:				
Trade receivables	10172.82	-	-	-
Other financial assets	557.96			
Bank, Cash and bank balances	9834.57	-	-	-
	20565.34	-	-	-
Financial liabilities at amortised cost:				
Long term borrowings	4285.39	-	-	-
Lease Liabilities	145.93			
Short term borrowings	43798.25	-	-	-
Trade payables	1384.32	-	-	-
Other financial liabilities	1035.91	-	-	-
Total	50649.80	-	-	-

During the reporting period ending 31st March, 2025, there were no transfers between Level 1 and Level 2 fair value measurements.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025****35. Leases:****Company as a lessee**

The Group has lease contract for properties used for office purpose. Leases of properties have lease terms of 5 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

₹ in Lacs	
Particulars	Properties Leases
As at 1 April' 2024	-
Additions	165.32
Depreciation expense	26.18
As at 31 March' 2025	139.14

Set out below are the carrying amounts of lease liabilities and the movements during the period:

₹ in Lacs	
Particulars	Properties Leases
As at 1 April' 2024	-
Additions	165.32
Accretion of interest	11.50
Payments	29.93
As at 31 March' 2025	146.89
Current	33.46
Non-current	112.47

The effective interest rate for lease liabilities is 8.05%, with maturity of 5 years.

Short-term and leases of low value assets

The group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The following are the amounts recognised in the statement of profit & loss:

₹ in Lacs

Particulars	2025
Depreciation expense of right-of-use assets	26.18
Interest expense on lease liabilities	11.50
Expense relating to short-term and leases of low-value assets (included in other expenses)	354.67
Total amount recognised in profit or loss	392.34

The Group had total cash outflows for leases of ₹ 384.60 lacs in 31 March 2025. The Group also had non-cash additions to right-of-use assets and lease liabilities of ₹ 165.32 lacs in 31 March 2025.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025****Note-36****Tax expense****2024-25****i) Tax expense recognised in statement of profit or loss****(₹ in lacs)****a) Current tax**

Income Tax for the period

3,703.26

3,703.26**b) Deferred tax**

Origination of temporary differences

(73.81)

(73.81)**Total Tax expense****3,629.45****ii) Tax recognised in Other Comprehensive Income**

Remeasurements of defined benefit plans

3.69

3.69**iii) Reconciliation of tax expense and accounting profit**

Accounting profit before tax from continuing operations

14,608.41

Expected Tax Rate

25.17%

Tax using the Company's domestic tax rate

3,676.64

Expense not allowed for tax purpose

85.53

Deduction under chapter VIA

(16.60)

Other temporary differences

(116.13)

Effective income tax rate

24.84%

Income tax reported in the statement of profit and loss

3,629.45

Note-37 Distribution made and proposed:**31 March 2025****(₹ in lacs)****Final dividends on Equity shares:**

Final dividend for the year ended on 31 March 2025: ₹ 0.40 per share

238

Proposed dividends on Equity shares:

Proposed dividend for the year ended on 31 March 2025: ₹ 0.60 per share

358

Proposed final dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at 31 March 2025.

Note-38 Segment Reporting

The Group's only identifiable reportable Business segment is Manufacturing of Exotic Seed based Fats and Butters including Cocoa Butter Equivalent (CBE). Further, the Group operates and controls its business activities within/from India, except export of goods. Hence disclosure of Segment wise information is not applicable under Indian Accounting Standard - 108 "Segment Information" (Ind AS-108).

Note 39

No proceedings have been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 40

None of the banks, financial institutions or other lenders from whom the Group has borrowed funds has declared the company as a wilful defaulter at any time during the current year or in previous year.

Note 41

The Group has working capital facilities from banks on the basis of security of current assets & submitting quarterly Financial Follow up Report as per the terms & conditions of sanction letters. There are no material discrepancies in the amount of current assets between Financial Follow Report and books of accounts.

Note 42

All the charges or satisfaction of which is required to be registered with Registrar of Companies(ROC) have been duly registered within the statutory time limit provided under the provisions of Companies Act 2013 and rules made thereunder.

Note 43

The Group has not undertaken any transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956 during the current year or in previous year.

Note 44

The Group has not made any loans or advances in the nature of loans to Promoters, Directors, KMP's and the related parties which are outstanding as at the end of the current year.

Note 45

All the transactions are recorded in the books of accounts and there was no income that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Also there was no previously unrecorded income and related assets which has been recorded in the books of account during the year.

Note 46

The Group has complied with the number of layers of companies prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statement for the year ended 31 March 2025**

Note 47

No scheme of compromise or arrangement has been proposed between the Group & its members or the Group & its creditors under section 230 of the Companies Act 2013 ("The Act") and accordingly the disclosure as to whether the scheme of compromise or arrangement has been approved or not by the competent authority in terms of provisions of sections 230 to 237 of the Act is not applicable.

Note 48

The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Further, the Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding, whether recorded in writing or otherwise, that the Group shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate

Note-49

The Group has neither traded nor invested in Crypto Currency or Virtual Currency during the financial year.

Note-50

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

As per our report of even date.

For Singhi & Co.

Chartered Accountants
(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited****Sanjay Kumar Dewangan**

Partner
Membership No.: 409524

Ashish Ramesh Saraf

Managing Director
DIN-00183357

Ashok Jain

CFO & Whole time direct
DIN-09791163

Shrey Ashish Saraf

Director
DIN-07907037

Deepak Sharma

Company Secretary

Raipur
26 April 2025

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF MANORAMA INDUSTRIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **MANORAMA INDUSTRIES LIMITED** (hereinafter referred to as the “Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as the “Group”), which comprise the consolidated Balance Sheet as at March 31, 2026, and the consolidated statement of Profit and Loss (including Other Comprehensive Income), the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of their consolidated state of affairs of the Holding Company as at March 31, 2026, of consolidated profit (including total comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Corporate Governance but does not include consolidated financial statements and our auditors report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore key audit matters in our audit report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of seven subsidiaries, whose financial statements reflect total assets of Rs.1960.20 lacs as at 31st March, 2026, total revenues of Rs.1548.70 lacs and net cash flows of Rs.119.13 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

The consolidated financial statements also include two subsidiaries, whose financial statements reflect total assets of Rs.1515.75 lacs as at 31st March, 2026, total revenues of Rs. 16016.98 lacs and net cash flows of Rs.153.46 lacs for the year ended on that date, as considered in the consolidated financial statements, whose financial statements have not been audited by us. These unaudited Financial Statements have been furnished to us by the Board of Directors and our opinion on the consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries

are based solely on such unaudited Financial Statements. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and financial statements are certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group’s internal financial controls over financial reporting.
- (g) with respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of Section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in with accordance with the provisions of Section 197 of the Act.

- (h) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements.
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
- iv. (a) The respective Managements of the company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective Managements of the company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (i) As stated in Note 37 to the consolidated financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Holding Company has not declared and paid any interim dividend during the year or before the date of audit report for the year ended 31st March, 2026, therefore reporting under this clause is not applicable.

- (c) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- (j) Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised) issued by the Institute of Chartered Accountants of India, which included test checks and that performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, we report that the company have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For *Singhi & Co.*

(Firm's Registration No.302049E)

Chartered Accountants

Sanjay Kumar Dewangan

(Partner)

Membership No. 409524

UDIN: 26409524RQWZNB8637

Place: Raipur

Date: 11.05.2026

Annexure - A to the Independent Auditors' Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2026, we have audited the internal financial controls over financial reporting of **MANORAMA INDUSTRIES LIMITED** (the "Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For *Singhi & Co.*

(Firm's Registration No.302049E)

Chartered Accountants

Sanjay Kumar Dewangan

(Partner)

Membership No. 409524

UDIN: 26409524RQWZNB8637

Place: Raipur

Date: 11.05.2026

MANORAMA INDUSTRIES LIMITED

Consolidated Balance Sheet as at 31st March, 2026

Particulars	Notes	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	19,315.76	17,476.32
(b) Capital work-in-progress	4.1	1,821.68	240.38
(c) Other intangible assets	4.2	185.78	-
(d) Intangible assets under development	4.3	-	229.87
(e) Right-of-use assets	5	106.08	139.14
(f) Financial assets			
(i) Other financial assets	6	4,810.36	482.80
(g) Other non-current assets	7	348.73	745.32
		26,588.39	19,313.83
Current Assets			
(a) Inventories	8	72,777.66	55,048.08
(b) Financial assets			
(i) Trade Receivables	9	6,249.13	10,172.82
(ii) Cash and cash equivalents	10	994.05	265.21
(iii) Bank balances other than Cash and cash equivalents mentioned above	10	8,393.39	9,569.35
(iv) Other financial assets	6	66.46	75.16
(c) Other current assets	7	4,881.65	3,887.73
		93,362.34	79,018.36
Total Assets		1,19,950.73	98,332.19
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	1,194.17	1,191.98
(b) Other equity	12	67,018.72	44,780.21
		68,212.89	45,972.19
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	3,281.24	4,285.39
(ii) Lease liabilities	35	86.65	112.47
(b) Deferred tax liabilities (Net)	14	283.58	352.57
(c) Other non-current liabilities	15	53.17	60.50
(d) Provisions	16	709.94	187.20
		4,414.59	4,998.13
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	32,176.33	43,798.25
(ii) Lease liabilities	35	31.73	33.46
(iii) Trade payables	18		
'- total outstanding dues of micro enterprises and small enterprises		8.96	64.39
'- total outstanding dues of creditors other than micro enterprises and small enterprises		9,072.91	1,384.32
(iv) Other Financial Liabilities	19	3,552.24	1,035.91
(b) Other current liabilities	15	1,572.64	323.17
(c) Provisions	16	42.39	19.02
(d) Current tax liabilities (Net)		866.04	703.35
		47,323.25	47,361.87
Total Equity and Liabilities		1,19,950.73	98,332.19

Summary of material accounting policies 2.2

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singhi & Co.Chartered Accountants
(ICAI Firm Regn. No:302049E)**For and on behalf of the Board of Directors of
Manorama Industries Limited****Sanjay Kumar Dewangan**
Partner
Membership No.: 409524**Ashish Ramesh Saraf**
Managing Director
DIN-00183357**Ashok Jain**
CFO & Whole time director
DIN-09791163Raipur
11th May, 2026**Shrey Ashish Saraf**
Director
DIN-07907037**Deepak Sharma**
Company Secretary
ACS 48707

MANORAMA INDUSTRIES LIMITED**Consolidated Statement of Profit and Loss for the year ended 31st March, 2026**

Particulars	Note No.	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
INCOME			
Revenue from operations	20	1,36,673.89	77,084.19
Other income	21	1,035.32	2,100.42
Total Revenue		1,37,709.21	79,184.62
EXPENDITURE			
Cost of materials consumed	22	87,633.72	37,352.20
Changes in inventories of finished goods, by-product and stock-in-trade	23	(14298.87)	2,415.36
Employee benefits expense	24	7,230.93	4,999.21
Finance costs	25	3,787.24	3,918.74
Depreciation and amortization expense	26	2,565.15	2,213.39
Other expenses	27	19,974.84	13,677.33
Total Expenses		1,06,893.02	64,576.22
Profit before tax		30,816.19	14,608.40
Tax expense:			
Current Tax		8,333.66	3,703.26
Deferred Tax		(9.26)	(73.81)
Total income tax expense		8,324.39	3,629.45
Profit (Loss) for the period		22,491.80	10,978.95
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gain/(loss) on defined benefit plans, Gross		(237.28)	(14.65)
Income tax relating to items that will not be reclassified to profit or loss		59.72	3.69
Total Other Comprehensive Income (Net of Tax)		(177.56)	(10.96)
Total Comprehensive Income for the Period		22,314.23	10,967.99
Net Profit/(loss) attributable to:			
a) Owners of the Company		22,491.80	10,978.95
b) Non Controlling Interest		-	-
		22,491.80	10,978.95
Total Comprehensive income attributable to:			
a) Owners of the Company		22,314.23	10,967.99
b) Non Controlling Interest		-	-
		22,314.23	10,967.99
Earnings per equity share [nominal value of share @₹ 2/- (31st March, 2025 ₹ 2/-)]	28		
Basic (in ₹)		37.67	18.42
Diluted (in ₹)		37.66	18.35
Summary of material accounting policies	2.2		

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singhi & Co.

Chartered Accountants

(ICAI Firm Regn. No:302049E)

For and on behalf of the Board of Directors of

Manorama Industries Limited

Sanjay Kumar Dewangan

Partner

Membership No.: 409524

Ashish Ramesh Saraf

Managing Director

DIN-00183357

Ashok Jain

CFO & Whole time director

DIN-09791163

Raipur

11th May, 2026

Shrey Ashish Saraf

Director

DIN-07907037

Deepak Sharma

Company Secretary

ACS 48707

MANORAMA INDUSTRIES LIMITED**Consolidated Statement of Cash Flows for the year ended 31st March, 2026**

Particulars	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Cash Flow From Operating Activities		
Profit before tax and prior period items	30,816.19	14,608.40
Adjustments for :		
Depreciation	2,565.15	2,213.39
Finance cost	3,787.24	3,918.74
Provision for employee benefits	308.84	71.65
Exchange difference on translation of assets and liabilities, Net	(223.66)	6.66
Provision/Allowances for credit loss on debtors	12.46	(26.26)
Provision for employee stock option	235.24	1,535.13
Profit on sale of property, plant and equipment	(33.80)	(9.40)
Interest income	(756.58)	(745.08)
Operating Profit Before Working Capital Changes	36,711.09	21,573.23
Adjustments for :		
(Increase)/decrease in inventories	(17729.58)	(16125.01)
(Increase)/decrease in trade receivables	3,911.23	-5,964.50
(Increase)/decrease in Other current assets	(993.92)	(402.94)
(Increase)/decrease in Other Non Current assets	(37.75)	(15.20)
(Increase)/decrease in Other financial assets	(4.28)	106.88
(Increase)/decrease in Trade payables	7,633.17	(2564.88)
Increase/(decrease) in Other Financial Liabilities	2,480.65	453.17
Increase/(decrease) in other liabilities & provisions	1,242.14	195.97
Cash generated from operations	33,212.73	(2743.29)
Taxes Paid (net of refund)	(8170.96)	(2946.46)
Net Cash Flow From/ (Used In) Operating Activities (A)	25,041.77	(5689.74)
Cash Flow From / (Used In) Investing Activities		
Purchase of property, plant and equipment (including capital work in progress and capital	(5484.09)	(3182.39)
Proceeds from disposal of property, plant & equipment	43.48	14.70
Deposit with bank with maturity for more than three months	(3137.43)	(940.04)
Interest received	755.49	744.12
Net Cash Flow From / (Used In) Investing Activities (B)	(7822.56)	(3363.60)
Cash Flow From / (Used In) Financing Activities		
Proceeds from issue of share capital including premium (net)	272.57	-
Proceeds from Long term borrowings	250.00	364.12
Repayment of long-term borrowings	(1254.15)	(1161.76)
Proceeds/(Repayment) from/of Short term borrowings (net)	(11621.92)	14,233.37
Dividends paid on equity shares	(357.68)	(238.40)
Finance Cost	(3739.90)	(3890.48)
Payment of principal portion of lease liabilities	(39.30)	(29.93)
Net Cash Flow From / (Used In) Financing Activities (C)	(16490.38)	9,276.92
Net Increase / (Decrease) In Cash And Cash Equivalents (A + B + C)	728.84	223.58
Opening Cash And Cash Equivalents	265.21	41.63
Closing Cash And Cash Equivalents	994.05	265.21

MANORAMA INDUSTRIES LIMITED**Consolidated Statement of Cash Flows for the year ended 31st March, 2026 (Cont'd)****Notes to the cash flow statement**

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Cash In Hand	36.71	36.34
Balance with Banks		
- in current accounts	291.28	228.87
- in cash credit/OD accounts	638.55	-
- in deposit (liquid)	27.51	-
	994.05	265.21

2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS - 7) - Statement of Cash Flow.

3. Reconciliation between opening & closing balances in the Balance Sheet for liabilities arising from financial activities due to cash flows and non-cash flow changes.

Particulars	As at 01.04.2025	Cash flow		Non Cash changes	As at 31.03.2026
		Proceeds	Repayments		
Long-Term Borrowings	4,285.39	250.00	(1254.15)	-	3,281.24
Short-Term Borrowings	43,798.25	(11621.92)	-	-	32,176.33
Lease Liabilities	145.93	-	(39.30)	11.75	118.38
Total	48,229.57	(11371.92)	(1293.45)	11.75	35,575.96

4. Figures in the bracket represents cash outflow.

As per our report of even date.

For Singhi & Co.

Chartered Accountants

(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Kumar Dewangan

Partner

Membership No.: 409524

Ashish Ramesh Saraf

Managing Director

DIN-00183357

Ashok Jain

CFO & Whole time director

DIN-09791163

Shrey Ashish Saraf

Director

DIN-07907037

Deepak Sharma

Company Secretary

ACS 48707

Raipur

11th May, 2026

MANORAMA INDUSTRIES LIMITED
Consolidated Statement of changes in Equity

Equity Share Capital

₹ in lacs

Particulars	Balance as at 01.04.2024		Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the respective reporting periods	Changes in the equity share capital during the year	Balance as at 31.03.2025
Equity Share Capital	1,191.98		-	-	-	1,191.98

Particulars	Balance as at 01.04.2025		Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the respective reporting periods	Changes in the equity share capital during the year	Balance as at 31.03.2026
Equity Share Capital	1,191.98		-	-	2.19	1,194.17

Other Equity

Particulars	Other Equity					₹ in lacs
	Reserves and Surplus			Share Based Payment Reserve	Exchange difference on translating the financial statements of the foreign operations	Total Other Equity
	Securities Premium	General Reserve	Retained Earnings			
Balance as of April 1, 2024	15,557.57	-	16,828.72	122.53		32,508.82
Actuarial Gain/Loss on employee benefit (Net of Tax)	-	-	(10.96)			(10.96)
Final Dividend Paid	-	-	(238.40)		-	(238.40)
For the period	-	-		1,535.13	6.66	1,541.79
Profit/(loss) for the period	-	-	10,978.95		-	10,978.95
Balance as on March 31, 2025	15,557.57	-	27,558.32	1,657.66	6.66	44,780.21

Particulars	Other Equity					
	Reserves and Surplus			Share Based Payment Reserve	Exchange difference on translating the financial statements of the foreign operations	Total Other Equity
	Securities Premium	General Reserve	Retained Earnings			
Balance as of April 1, 2025	15,557.57	-	27,558.32	1,657.66	6.66	44,780.21
Actuarial Gain/Loss on employee benefit (Net of Tax)	-		(177.56)	-		(177.56)
On account of exercise of ESOP	270.39			-		270.39
Final Dividend Paid	-		(357.68)	-	-	(357.68)
For the period	-			235.24	(223.66)	11.58
Transfer from Share based payment reserve		1,739.41		(1,739.41)		-
Profit/(loss) for the period	-		22,491.80		-	22,491.80
Balance as on March 31, 2026	15,827.96	1,739.41	49,514.87	153.48	(217.00)	67,018.72

The accompanying notes are integral part of the financial statements.

As per our report of even date.

For Singhi & Co.

Chartered Accountants
(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited**

Sanjay Kumar Dewangan
Partner
Membership No.: 409524

Ashish Ramesh Saraf
Managing Director
DIN-00183357

Ashok Jain
CFO & Whole time director
DIN-09791163

Shrey Ashish Saraf
Director
DIN-07907037

Deepak Sharma
Company Secretary
ACS 48707

Raipur
11th May, 2026

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****Note-1 Corporate Information**

During the year the Company has incorporated following wholly owned subsidiaries which are jointly referred to as the 'Group' herein under considered in the consolidated financial statements:

Name of the Subsidiary Group	Country of incorporation	Proportion (%) of equity interest	
		As at 31.03.2026	As at 31.03.2025
i. Manorama Savanna Limited	Nigeria	100%	100%
ii. Manorama Mena Trading L.L.C.	U.A.E.	100%	100%
iii. Manorama Savanna-TOGO SARL	Togo	100%	100%
iv. Manorama Africa Savanna	Ivory Coast	100%	100%
v. Manorama Africa Benin	Benin	100%	100%
vi. Manorama Burkina SARL	Burkina Faso	100%	100%
vii. Manorama Savanna Ghana Limited	Ghana	100%	100%
viii. Manorama Latin America	Brazil	100%	100%
ix. Taang Kaam Industries SA (w.e.f. 16.01.2026)	Burkina Faso	100%	-

The consolidated financial statements were approved for issue in accordance with a resolution of the directors on 11th May 2026.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES**2.1 BASIS OF PREPARATION AND PRESENTATION**

- i) These Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).
- ii) The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:
 - Certain financial assets and liabilities and
 - Defined benefit plans
- iii) Subsidiaries are entities where the company exercise or controls more than one-half of its total share capital. The net assets results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the company obtains control. The results of disposed businesses are included in the consolidated financial statements upto their date of disposal, being the date of control ceases.
- iv) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The financial statements of the company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and the unrealised profits/losses, unless cost/revenue cannot be recovered.
- v) The assets and liabilities of foreign subsidiaries are translated at year end exchange rates and all other items in Statement of Profit and Loss are translated at average rate. The resultant gains and losses are shown separately as Foreign Currency Translation Reserve under the head Other Equity in the consolidated financial statements.
- vi) The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the company's share of equity in the subsidiaries, is recognised as 'Goodwill on Consolidation' being an asset in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus' in the consolidated financial statements.
- vii) Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity.
- viii) Non-controlling interests in the net assets of consolidated subsidiaries consists of:
 - a) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
 - b) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.
- ix) Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.
- x) Group's financial statements are presented in Indian Rupees (₹), which is also its functional currency.
- xi) The consolidated financial statements provide comparative information in respect of the previous period.

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

2.2 Summary of material accounting policies

a) Current–non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of manufacturing activity and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle for the purpose of current – non current classification of assets and liabilities as 12 months for its products.

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

b) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Normally at initial recognition, the transaction price is the best evidence of fair value.

However, when the Group determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. This categorisation is based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Financial assets and financial liabilities that are recognised at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re- assessing categorisation at the end of each reporting period.

c) Property, Plant and Equipment (PPE)

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2020, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

An item of PPE is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

The cost of an item of property, plant and equipment is measured at :

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation which is to be incurred either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
- Expenditure incurred on renovation and modernization of PPE on completion of the originally estimated useful life resulting in increased life and/or efficiency of an existing asset, is added to the cost of the related asset. In the carrying amount of an item of PPE, the cost of replacing the part of such an item is recognized when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition principles.
- After initial recognition, PPE is carried at cost less accumulated depreciation/amortization and accumulated impairment losses, if any.
- Spare parts procured along with the Plant & Machinery or subsequently which meet the recognition criteria are capitalized and added in the carrying amount of such item. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as "stores & spares" forming part of the inventory.
- If the cost of the replaced part or earlier inspection is not available, the estimated cost of similar new parts/ inspection is used as an indication of what the cost of the existing part/ inspection component was when the item was acquired or inspection carried out.
- An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

d) Capital work in progress

Expenditure incurred on assets under construction (including a project) is carried at cost under Capital Work in Progress. Such costs comprises purchase price of asset including import duties and non-refundable taxes after deducting trade discounts and rebates and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Cost directly attributable to projects under construction include costs of employee benefits, expenditure in relation to survey and investigation activities of the projects, cost of site preparation, initial delivery and handling charges, installation and assembly costs, professional fees, expenditure on maintenance and up-gradation etc. of common public facilities, depreciation on assets used in construction of project, interest during construction and other costs if attributable to construction of projects. Such costs are accumulated under "Capital works in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects.

Capital Expenditure incurred for creation of facilities, over which the Group does not have control but the creation of which is essential principally for construction of the project is capitalized and carried under "Capital work in progress" and subsequently allocated on systematic basis over major assets, other than land and infrastructure facilities, on commissioning of projects, keeping in view the "attributability" and the "Unit of Measure" concepts in Ind AS 16- "Property, Plant & Equipment". Expenditure of such nature incurred after completion of the project, is charged to Statement of Profit and Loss.

e) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use, is stated at cost of acquisition less accumulated amortisation and impairment losses, if any.

An item of Intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

f) Leases

The Group assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a Lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

- Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Lease hold properties - 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

- Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

- Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

g) Revenue recognition**A. Sale of Goods**

The Group recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Group recognises revenue generally at the point in time when the products are delivered to customer or when it is delivered to a carrier for export sale, which is when the control over product is transferred to the customer.

Revenue from sale of by products are included in revenue.

Contract Balances**Contract Assets:**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Trade Receivables:

A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

Contract Liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract including Advance received from Customer.

Refund Liabilities:

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer including volume rebates and discounts. The Group updates its estimates of refund liabilities at the end of each reporting period.

B. Exports Benefits:

Benefits arises on exports of goods like export incentives are recognized on accrual basis when exports sales are recognized.

C. Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

h) Depreciation on Property, Plant & Equipment and Amortization of Intangible Assets

Depreciation on Property, Plant & Equipment is provided on Written Down Value Method based on estimated useful life of the assets which is same as envisaged in schedule II of the Companies Act, 2013.

Depreciation on additions to /deductions from Property, Plant & Equipment during the year is charged on pro-rata basis from / up to the date on which the asset is available for use / disposal.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Where the life and / or efficiency of an asset is increased due to renovation and modernization, the expenditure thereon along with its unamortized depreciable amount is charged prospectively over the revised / remaining useful life determined by technical assessment.

Spares parts procured along with the Plant & Machinery or subsequently which are capitalized and added in the carrying amount of such item are depreciated over the residual useful life of the related plant and machinery or their useful life whichever is lower.

Other Intangible assets i.e. Computer Softwares are amortized on a straight line basis over technically useful life i.e. 5 years.

i) Inventories

Inventories are valued at lower of cost and net realizable value, after providing for obsolescences, if any.

Cost of stores & consumables and chemicals are computed on FIFO basis and cost of Raw Materials, Finished Goods & Goods in Process are computed on Weighted average basis.

Cost of Work in Progress and Finished Goods includes direct materials, labour, conversion and proportion of manufacturing overheads incurred in bringing the inventories to their present location and condition.

The cost is determined using weighted average cost formula and net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

The by-products are valued at net realizable value.

j) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k) Income Taxes

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In which case the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

l) Foreign Currency Transactions

Transactions in foreign currency are initially recorded at exchange rate prevailing on the date of transaction. At each Balance Sheet date, monetary items denominated in foreign currency are translated at the exchange rates prevailing on that date.

Exchange differences arising on translation or settlement of monetary items are recognised as income or expenses in the period in which they arise in the Statement of Profit and loss.

m) Employee Benefits Expense**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment**Defined Contribution**

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund and Contributory Pension Fund. The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefits Plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Group has recognized the gratuity payable to the employees as per the Payment of Gratuity Act, 1972 and Leave Encashment Benefits as defined benefit plans. The liability in respect of these benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are not recognized but are disclosed in the financial statements when inflow of economic benefits is probable.

o) Impairment of non-financial assets - property, plant and equipment

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

p) Share capital and share premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

q) Financial Instruments**Financial Assets****Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Subsequent measurement**Financial assets carried at amortised cost**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through OCI.

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

Financial Liabilities**Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

r) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a right issue to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

s) Government Grant

Government grants are recognised initially as deferred income when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant. Grants that compensate the Group for expenses incurred are recognised over the period in which the related costs are incurred and are deducted from the related expenses. Grants that compensate the Group for the cost of an asset are recognised in profit or loss on a systematic basis over the useful life of the related asset.

t) Dividend Distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Group's shareholders.

u) Statement of Cash Flows

Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. However for Balance Sheet presentation, Bank overdrafts are classified within borrowings in current liabilities.

Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting Standard.

v) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 11(g).

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.3 KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the acGrouping disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

i) Depreciation / amortisation and useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. The estimated useful lives and residual values of the assets are reviewed annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes and other related matters. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

ii) Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has only one lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The Group included the renewal period as part of the lease term for leases of properties with longer non-cancellable periods (i.e., 5 years) are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

iii) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

iv) Amortization of leasehold land

The Group's lease asset classes primarily consist of leases for industrial land. The lease premium is the fair value of land paid by the Group to the state government at the time of acquisition and there is no liability at the end of lease term. The lease premium paid by the Group has been amortized over the lease period on a systematic basis and classified under Ind AS 16 and therefore, the requirements of both Ind AS 116 and Ind AS 17 as to the period over which, and the manner in which, the right of use asset (under Ind AS 116) or the asset arising from the finance lease (under Ind AS 17) amortized are similar.

v) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the period of overdues, the amount and timing of anticipated future payments and the probability of default.

vi) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of resources resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

vii) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

viii) Measurement of defined benefit obligations

The measurement of defined benefit and other post-employment benefits obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

2.4 New and amended standards

The Group has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Note 3 : Property, plant and equipment

₹ in lacs

	Freehold Land	Leasehold land	Factory shed and building	Plant and Equipment	Office equipment	Furnitures and Fixtures	Computers	Vehicles	Total
Carrying Value									
As on 1 April 2024	780.23	11.23	1,165.04	13,669.98	173.75	221.02	106.58	810.96	16,938.78
Addition	123.95		61.96	5,698.21	59.59	25.69	43.24	723.45	6,736.09
Deletions		-	-	-	-	-	-	63.05	63.05
As on 31 March 2025	904.18	11.23	1,227.01	19,368.19	233.34	246.71	149.82	1,471.35	23,611.82
Addition	1,960.50		248.56	1,365.63	95.02	30.99	36.95	548.56	4,286.21
Deletions		-	-	-	-	-	-	133.41	133.41
As at 31 March 2026	2,864.68	11.23	1,475.56	20,733.82	328.36	277.70	186.77	1,886.51	27,764.62
Accumulated Depreciation									
As on 1 April 2024	-	0.23	281.11	3,150.53	97.73	99.13	82.71	294.59	4,006.04
For the year	-	0.06	111.03	1,716.19	46.69	35.28	27.12	250.84	2,187.21
Deletions	-	-						57.75	57.75
As on 31 March 2025	-	0.29	392.15	4,866.72	144.42	134.42	109.83	487.68	6,135.50
For the year		0.46	103.41	1,832.93	59.06	29.91	30.10	381.23	2,437.10
Deletions	-	-						123.73	123.73
As at 31 March 2026	-	0.74	495.55	6,699.64	203.49	164.33	139.93	745.18	8,448.86
Net block									
As on 31 March 2025	904.18	10.94	834.86	14,501.47	88.91	112.29	39.99	983.67	17,476.32
As at 31 March 2026	2,864.68	10.49	980.01	14,034.17	124.87	113.37	46.85	1,141.33	19,315.76

Note:

Details of property, plant and equipment pledged against borrowings is presented in note 13 and 17.

The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company itself. Further, the company has not carried out revaluation of items of Property, Plant & Equipment during the year and accordingly the disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

4.1 : Capital Work in progress (CWIP)	As on 1 April 2024	Addition	Deduction	As on 31 March 2025	Addition	Deduction	₹ in lacs As at 31 March 2026
Project in progress	4,120.56	1,696.87	5,577.06	240.38	2,588.06	1,006.76	1,821.68
Total	4,120.56	1,696.87	5,577.06	240.38	2,588.06	1,006.76	1,821.68

Details of Capital Work in Progress	Amount in CWIP for a period of 31.03.2026				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	1,781.25	40.44	-	-	1,821.68

Note:

As at the balance sheet date, the assets/projects forming part of capital work in progress are neither exceeded its estimated cost nor its estimated completion time line.

Details of Capital Work in Progress	Amount in CWIP for a period of 31.03.2025				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	240.38	-	-	-	240.38

4.2 : Intangible assets

Gross Block	Software	Total
Carrying Value		
As on 1 April 2024	-	-
Additions	-	-
Disposals	-	-
As on 31 March 2025	-	-
Additions	280.77	280.77
Disposals	-	-
As at 31 March 2026	280.77	280.77
Depreciation		
As on 1 April 2024	-	-
Charge for the year	-	-
Disposals/Adjustment	-	-
As on 31 March 2025	-	-
Charge for the year	95.00	95.00
Disposals/Adjustment	-	-
As at 31 March 2026	95.00	95.00
Net Block		
As on 31 March 2025	-	-
As at 31 March 2026	185.78	185.78

Note: The title deeds of all the intangible assets are held in the name of the company itself.

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

₹ in lacs

4.3 : Intangible Assets under construction (IAUC)	As on 1 April 2024	Addition	Deduction	As on 31 March 2025	Addition	Deduction	As at 31 March 2026
Project in progress	70.71	159.16	-	229.87	50.91	280.77	-
Total	70.71	159.16	-	229.87	50.91	280.77	-

Details of Intangible Assets under construction	Amount in IAUC for a period of 31.03.2026				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	-	-	-	-	-

Details of Intangible Assets under construction	Amount in IAUC for a period of 31.03.2025				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Project in progress	159.16	-	70.71	-	229.87

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Note 5 : Right of use assets	Leasehold properties ₹ in lacs	Total ₹ in lacs
Carrying Value		
As on 1 April 2024	-	-
Addition	165.32	165.32
Deletions	-	-
As on 31 March 2025	165.32	165.32
Addition	-	-
Deletions	-	-
As at 31 March 2026	165.32	165.32
Accumulated amortisation		
As on 1 April 2024	-	-
For the year	26.18	26.18
Deletions	-	-
As on 31 March 2025	26.18	26.18
For the year	33.06	33.06
Deletions	-	-
As at 31 March 2026	59.24	59.24
Net block		
As on 31 March 2025	139.14	139.14
As at 31 March 2026	106.08	106.08

Note 6 Other financial assets
(Unsecured, considered good)

	Non-current		Current	
	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
Security deposits	28.62	13.65	2.79	0.37
Balance with banks in deposit accounts (maturity more than 12 months)	4,771.21	464.99	-	-
Interest accrued on deposits	-	-	16.16	14.23
Interest on security deposits	3.01	3.89	-	-
Interest accrued on fixed deposits	7.51	0.27	47.51	60.56
	4,810.36	482.80	66.46	75.16

Note 7 Other assets
(Unsecured, considered good)

	Non-current		Current	
	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
Capital Advances	53.70	488.04		
Security deposit with govt. & others	269.46	235.15		
Advances other than capital advances				
Advance to Vendor	-	-	2,139.89	951.13
Advance to employees	-	-	158.68	19.46
Prepaid expenses	25.57	22.13	387.09	275.45
Balance with revenue authorities & others	-	-	2,195.98	2,641.69
	348.73	745.32	4,881.65	3,887.73

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2026
Note 8 Inventories
(valued at lower of cost or net realisable value)

Raw Materials [including in transit stock of ₹ 11486.51 lacs (2025: ₹1899.39 lacs)]	43,905.77	40,800.37
Finished goods [including in transit stock of ₹ 6927.98 lacs (2025: ₹ 1022.40 lacs)]	25,886.20	12,341.86
By product [including in transit stock of ₹ 34.07 lacs (2025: ₹ 44.84 lacs)]	1,829.65	1,075.11
Chemicals	405.01	318.65
Stores and consumables	751.04	512.08
	72,777.66	55,048.08

As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs

Note: Details of inventories pledged against borrowings is presented in note 13 and 17.

Note 9 Trade Receivables

Trade receivables, considered good - unsecured	6,249.13	10,172.82
Trade receivables which have significant increase in credit risk	14.28	1.82
Less: Provision for expected credit loss	14.28	1.82
	6,249.13	10,172.82

As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs

Note: Details of trade receivables pledged against borrowings is presented in note 13 and 17.

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member except disclosed in note 29.

Trade receivables ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	Outstanding for following periods from Due Date of Payment as on 31.03.2026					
	< 6 Months	6 Months-1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) Undisputed trade Receivables- Considered goods	6,240.08	0.38	0.02	8.64	-	6,249.13
(ii) Undisputed trade Receivables- Which have significant increase in Credit Risk		0.01	0.00	14.13	0.14	14.28
(iii) Undisputed trade Receivables- Credit Impaired						-
(iv) disputed trade Receivables- considered goods						-
(v) disputed trade Receivables- Which have significant increase in Credit Risk						-
(vi) disputed trade Receivables- Credit Impaired						-

Particulars	Outstanding for following periods from Due Date of Payment as on 31.03.2025					
	< 6 Months	6 Months-1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) Undisputed trade Receivables- Considered goods	10,129.09	10.69	32.79	0.25	-	10,172.82
(ii) Undisputed trade Receivables- Which have significant increase in Credit Risk				0.09	1.73	1.82
(iii) Undisputed trade Receivables- Credit Impaired						-
(iv) disputed trade Receivables- considered goods						-
(v) disputed trade Receivables- Which have significant increase in Credit Risk						-
(vi) disputed trade Receivables- Credit Impaired						-

Note 10 Cash and bank balances
Cash and cash equivalents

Balance with Banks	291.28	228.87
- in current accounts	638.55	-
- in cash credit/OD accounts (debit balance)	27.51	-
- in deposits liquid	36.71	36.34
Cash In hand	994.05	265.21

As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs

Other bank balances

Balance with Banks	8,393.12	9,569.16
- in deposit accounts	0.27	0.19
- in unpaid dividend account	8,393.39	9,569.35
	9,387.44	9,834.56

As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs

Note: Deposits with banks aggregating to ₹ 982.46 lacs (2025: ₹ 49.26 lacs) has been pledged with banks against margin money towards working capital facilities.

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Note-11 Equity Share Capital**Authorized Capital**

15,00,00,000 (P.Y. 15,00,00,000) Equity Shares of ₹2 each

As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs

3,000.00	3,000.00

3,000.00	3,000.00

Issued , Subscribed & Paid Up Capital

5,97,08,530 (P.Y. 5,95,99,050) Equity Shares of ₹2 each

1,194.17	1,191.98

1,194.17	1,191.98

(a) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period.

	In Value		In Numbers	
	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs	As at 31 March 2026 Nos.	As at 31 March 2025 Nos.
At the beginning of the reporting period	1,191.98	1,191.98	5,95,99,050	5,95,99,050
Issued during the period	2.19	-	1,09,480	-
At the end of the reporting period.	1,194.17	1,191.98	5,97,08,530	5,95,99,050

(b) Terms & Right attached to equity shares

The company has only one class of equity shares having a par value of ₹ 2 per share. Each Holder of equity share is entitled to one vote per share. In the event of liquidation, shareholder will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion to the member of equity share held by the share holder.

c) The company has not allotted any equity shares as fully paid up pursuant to contracts without payment being received in cash/allotted as fully paid up by way of bonus shares issued/buy-back of shares in the last 5 years.

d) There are no contracts or commitments for the sale of shares or disinvestments.

e) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹ 2/- each fully paid	As at 31 March 2026		As at 31 March 2025	
	Number	% of holding	Number	% of holding
Ashish Ramesh Saraf	2,75,68,720	46.17%	2,51,84,158	42.26%
Smt. Vinita Saraf	45,67,292	7.65%	45,67,292	7.66%
Smt. Ritu Saraf	42,36,895	7.10%	42,36,395	7.11%
	3,63,72,907	60.92%	3,39,87,845	57.03%

f) Details of shares held by promoters at 31st March, 2026.

Promoter Name	No. of Shares as at 31.03.2025	No. of Shares as at 31.03.2026	% of total shares	% Change during the year
Ashish Ramesh Saraf	2,51,84,158	2,75,68,720	46.17%	3.92%
Smt. Vinita Saraf	45,67,292	45,67,292	7.65%	-0.01%
Shri Agastya Saraf	13,40,978	1,48,697	0.25%	-2.00%
Shri Shrey Saraf	13,40,978	1,48,697	0.25%	-2.00%

g) Details of Employee Stock Option Plan:

Manorama Industries Limited Employees Stock Option Plan 2021 (MILESOP 2021) was approved by the shareholders of the Company on 29th September, 2021. The plan is designed to provide incentives to all the employees to deliver long term returns. Under the plan the employees would be granted stock options which would carry the right to apply for equivalent number of ordinary shares of the Company of the face value of ₹ 2 each at a price to be determined by the Nomination and Remuneration Committee of the Company. The total number of options to be granted under the Scheme would be 1191980 no. of equity shares @ ₹ 2 each. The grant of options has to be accepted by the employees within one month from the date of the grant and would vest after one year from such date in 4 annual tranches of 25% of the options granted. The options once vested have to be exercised within 3 months. In accordance with the plan the Nomination and Remuneration Committee of the Company on 8/2/2022 has granted 98000 options to certain eligible employees. Such options will vest in 4 tranches starting from 2023. Further, the Nomination and Remuneration Committee of the Company on 12/05/2024 has also granted 180000 options to certain eligible employees and such options will vest in 1 trench starting from 2025, the options have to be exercised within a period of 3 months. The exercise price for 1st grant is at a 10% discount on the market price of the shares as on grant date i.e. ₹ 236.20 and for 2nd grant is ₹ 251.00.

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2026

The Share options outstanding at the end of the year have the following expiry dates.

Vesting Schedule spread over 4 years	Option vested			Exercise schedule within 3 months from date of vesting	Lapse If not exercise within the exercise period the shares will be added back to ESOP pool
	Date	Percentage	No. of shares		
On completion of 12 months from the date of grant 08-02-2022	08-02-2023	25%	24500	07-05-2023	08-05-2023
On completion of 24 months from the date of grant 08-02-2022	08-02-2024	25%	24500	07-05-2024	08-05-2024
On completion of 36 months from the date of grant 08-02-2022	08-02-2025	25%	24500	07-05-2025	08-05-2025
On completion of 48 months from the date of grant 08-02-2022	08-02-2026	25%	24500	07-05-2026	08-05-2026
On completion of 12 months from the date of grant 12-05-2024	11-05-2025	100%	180000	11-08-2025	12-08-2025

The fair value of the options, calculated by actuarial valuer was estimated on the date of grant using the Black-Scholes model with the following significant assumptions:

Particulars	Assumptions
Risk free interest rate (in %)	6.58%
Volatility (in %)	59.09%
Dividend yield (in %)	0.04%
Attrition rate	1% to 5%

The volatility of the options is based on the historical volatility of the share price for the last one year as on the date of grant.

Details of weighted average exercise price and fair value of the stock options granted at price below market price (on the date of grant):

Total options granted	2,58,000
Weighted average exercise price (in ₹)	248.50
Weighted average fair value (in ₹)	817.72

The movement in the scheme is set out as under:

Particulars	Manorama Industries Limited Employees Stock Option Plan 2021 – Year Ended			
	31st March 2026		31st March 2025	
	Options	Weighted Average exercise price	Options	Weighted Average exercise price
	Number	Amount	Number	Amount
		(in ₹)		(in ₹)
Outstanding at the beginning of year	216500	248.50	54750	236.20
Granted during the year	0	0.00	180000	251.00
Exercised during the year	109480	248.97	0	0
Forfeited during the year	0	0.00	18250	236.20
Expired during the year	88770	250.46	0	0.00
Outstanding at the end of the year	18250	236.20	216500	248.50
Exercisable at the end of the year (Options which have vested)	18250	236.20	216500	248.50
Number of Equity Shares of Rs.2/- each fully paid up to be issued on exercise of option	18250	236.20	216500	248.50

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
Note-12 Other Equity		
Securities Premium		
Balance as at the beginning of the year	15,557.57	15,557.57
Add: On account of issue of equity shares ESOP	270.39	-
	<u>15,827.96</u>	<u>15,557.57</u>
General Reserve		
Balance as at the beginning of the year	-	-
Add: transfer from Share based payment reserve	1,739.41	-
	<u>1,739.41</u>	<u>-</u>
Share Based Payment Reserve		
Balance as at the beginning of the year	1,657.66	122.53
Less- Transfer to general reserve	(1739.41)	-
Add- As per actuarial valuation	235.24	1,535.13
	<u>153.48</u>	<u>1,657.66</u>
Exchange differences on translating the financial statements of the foreign operations		
Balance as at the beginning of the year	6.66	-
Add/(less)- For the period	(223.66)	6.66
	<u>(217.00)</u>	<u>6.66</u>
Retained Earnings		
Balance as at the beginning of the year	27,558.32	16,828.72
Add- Net Profit for the year	22,491.80	10,978.95
Add/(less) - Other Comprehensive Income for the year	(177.56)	(10.96)
Add/(less) - Final Dividend Paid	(357.68)	(238.40)
Net surplus in the statement of profit and loss	<u>49,514.87</u>	<u>27,558.32</u>
	<u>67,018.72</u>	<u>44,780.21</u>

Notes:**(i) Securities Premium**

Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of Companies Act, 2013.

(ii) General Reserve

General Reserve is available for payment of dividend and buy back of equity shares as per the provisions of Companies Act, 2013.

(iii) Share Based Payment Reserve

The share options-based payment reserve is used to recognise the grant date fair value of option issued to employees under Employee stock option plan.

(iv) Retained Earnings

Retained earnings are the profits and gains that the Company has earned till date less any transfer to General Reserve, dividends or other distributions made to shareholders.

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Note-13 Long Term Borrowings	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
From banks (secured)	3,335.14	4,760.32
Other Loans from banks (secured)	748.11	663.65
	4,083.26	5,423.97
Less- Current Maturities of long term borrowings (refer note 17)	802.02	1,138.58
	3,281.24	4,285.39

Nature of security and terms of repayment for secured borrowings: -

Borrowings	Rate of interest	Security	Terms of repayment (EMI)	
			From	To
State Bank of India	9.15%	Term loan of ₹ 4000 lacs is secured by hypothecation of entire plant & machinery installed from bank finance and 1st exclusive charge on the entire moveable/immovable fixed assets related to term loan from bank. The loan is further secured by personal guarantee of promoters and directors of the company.	15-Oct-23	15-Mar-30
State Bank of India	9.25%	Working capital term loan (GECL) of ₹ 458 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	26-Mar-22	26-Mar-26
State Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 659 lacs is secured by 2nd charge on the entire current assets purchased/ built up from bank finance and margin amount. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	25-Dec-24	25-Nov-28
Bank of India	9.25%	Working capital term loan (GECL 2.0) of ₹ 162.10 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	30-Mar-22	30-Mar-26
Bank of India	9.25%	Working capital term loan (GECL 2.0 Extn) of ₹ 340 lacs is secured by 1st parri passu charge on entire current assets including stock & receivables excluding FDRs held by peer banks as exclusive collateral security and also secured by 1st parri passu charge on equitable mortgage of land and budling of the company alongwith plant & machinery and other fixed assets both present and future. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	09-Feb-23	09-Feb-27
Bank of Maharashtra	9.25%	Working capital term loan (ECLGS 2.0 Extn) of ₹ 393 lacs is secured by 2nd parri passu charge with the existing credit facilities in terms of cash flows (including repayment) and security, with charged on assets financed under the scheme. The loan is further covered under Emergency Credit Line Guarantee Scheme (ECLGS).	04-Feb-24	04-Feb-28
Axis Bank Ltd.	9.25%	Working capital term loan of ₹ 1260 lacs is secured by Second Pari Passu Charge on the existing Security with the bank (Except PG), both primary and collateral as captured under the cash credit facilities, presently secured to the bank for its existing credit facilities (along with ECLGS lenders).	01-Sep-22	01-Jul-26
Federal Bank Ltd., Axis Bank Ltd., Bank of Baroda & Bank of India	9.00% - 10.70%	Hypothecation of Vehicle	01-Apr-19	20-Feb-33

Note-14 Deferred tax (assets)/liabilities	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
Temporary differences on account of PPE & Other intangible assets	533.03	476.69
Temporary differences on account of ROU	(26.70)	(35.02)
Temporary differences on account of Employee Benefits	(224.22)	(88.68)
Other temporary differences	(24.73)	(36.70)
Temporary differences on account of Lease Liabilities	29.79	36.73
Provision for Expected Credit Loss on trade receivables	(3.59)	(0.46)
Deferred tax (assets)/liabilities (net)	283.58	352.57

MANORAMA INDUSTRIES LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2026

	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
RECONCILIATION OF DEFERRED TAX (ASSETS)/LIABILITIES (NET)		
Deferred Tax (Assets)/Liabilities		
Deferred tax liability / (assets) at the beginning of the year	352.57	430.06
Temporary differences on account of Property, plant & equipment	56.34	(46.70)
Temporary differences on account of ROU	8.32	(35.02)
Temporary differences on account of Employee Benefits	(135.54)	(28.12)
Temporary differences on account of Lease Liabilities	(6.93)	36.73
Other temporary differences	11.97	(10.99)
Provision for Expected Credit Loss on trade receivables	(3.14)	6.61
DEFERRED TAX LIABILITIES / (ASSETS) AT THE END OF THE YEAR	283.58	352.57

Note-15 Other liabilities

Advance from customers
Statutory Liabilities
Deferred capital subsidy

	Non-Current		Current	
	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
Advance from customers	-	-	978.20	93.57
Statutory Liabilities	-	-	587.11	222.26
Deferred capital subsidy	53.17	60.50	7.33	7.33
	53.17	60.50	1,572.64	323.17

Note: Deferred capital subsidy i.e. Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Note-16 Provisions

Provision for employee benefits
- Provision for Gratuity
- Provision for leave encashment

	Long-term		Short-term	
	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
Provision for employee benefits				
- Provision for Gratuity	553.26	149.33	31.37	14.69
- Provision for leave encashment	156.68	37.86	11.02	4.33
	709.94	187.20	42.39	19.02

Note-17 Short Term Borrowings

Working capital facilities from banks repayable on demand (secured)
Loan from directors (at subsidiary company) repayable on demand (unsecured)
Current maturities of long term borrowings (refer note 13)

	As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
Working capital facilities from banks repayable on demand (secured)	31,345.35	42,659.67
Loan from directors (at subsidiary company) repayable on demand (unsecured)	28.96	-
Current maturities of long term borrowings (refer note 13)	802.02	1,138.58
	32,176.33	43,798.25

Terms of borrowings:

Working Capital facilities from banks are repayable on demand and are secured as follows:

- Hypothecation of stock and receivables.
- Packing credit limits against hypothecation of stock meant for export.
- Second parri passu charge on Industrial land building, plant and machinery of Birkoni Plant of the company for credit facility from Banks.
- Personal Guarantee of Vinita Saraf, Shrey Saraf, Gautam Pal and Ashish Saraf, promoters/directors of the company.

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Note-18 Trade payables

- total outstanding dues of micro enterprises and small enterprises
- total outstanding dues of creditors other than micro enterprises and small enterprises

As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
8.96	64.39
9,072.91	1,384.32
9,081.87	1,448.71

Trade payables ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2026				
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	8.96	-	-	-	8.96
(ii) Others	9,042.79	15.06	4.76	10.30	9,072.91
(iii) Disputed Dues- MSME	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-
Total					9,081.87

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2025				
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	Total
(i) MSME	64.39	-	-	-	64.39
(ii) Others	1,370.72	7.02	3.44	3.14	1,384.32
(iii) Disputed Dues- MSME	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-
Total					1,448.71

Note-19 Other financial liabilities

- Interest accrued but not due
- Payable to directors
- Payable to related parties
- Unpaid dividend
- Forward premium payable
- Creditors for capital goods
- Provision for expenses

As at 31 March 2026 ₹ in lacs	As at 31 March 2025 ₹ in lacs
46.39	10.80
686.61	161.68
8.37	18.47
0.27	0.19
2,330.83	-
-	178.55
479.76	666.22
3,552.24	1,035.91

MANORAMA INDUSTRIES LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Note - 20 Revenue from operations

	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Sale of products and by-products		
Domestic	58,945.50	20,776.56
Exports	77,289.93	55,932.74
	1,36,235.43	76,709.30
Other operating revenues		
Duty Draw Back	15.32	10.85
Exports Incentives	360.46	244.42
Sale of scrap	62.67	119.62
	438.46	374.89
Total	1,36,673.89	77,084.19

Ind AS 115 Revenue from Contracts with Customers

The Group recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group has assessed and determined the following categories for disaggregation of revenue:

Particulars	31.03.2026	31.03.2025
Revenue from contracts with customer - Sale of products/goods	1,36,235.43	76,709.30
Other operating revenues	438.46	374.89
Total Revenue from operations	1,36,673.89	77,084.19
India	59,383.96	21,151.45
Outside India	77,289.93	55,932.74
Total Revenue from operations	1,36,673.89	77,084.19
Timing of revenue recognition		
At a point in time	1,36,673.89	77,084.19
Total Revenue from operations	1,36,673.89	77,084.19
Contract balances		
Trade Receivables (refer note 9)	6,249.13	10,172.82
Contract Liabilities		
Advance from customers (refer note 15)	978.20	93.57

Trade receivables are non-interest bearing and are generally on terms of advance or credit period ranges of 1 to 120 days. In March 2026, ₹12.46 lacs was recognised and In March 2025: ₹ 26.26 lacs was reversal towards provision for expected credit losses on trade receivables.

Contract liabilities include short-term advances received from customers to deliver manufacturing goods.

Amount of revenue recognised from amounts included in the contract liabilities at the beginning of the year ₹ 93.52 lacs (previous year ₹ 21.10 lacs) and performance obligations satisfied in previous years ₹ NIL (previous year ₹ NIL).

In accordance with paragraph 34 of Ind AS 108 – Operating Segments, the Company had revenues from the following external customers amounting to 10% or more of its total revenue during the year only:

Customer	2025-26	% of Total Revenue
Customer A	28,573.91	20.91
Customer B	26,467.80	19.37

The revenues from the above customers were generated from the Company's total revenue from operations. The identity of the customers has not been disclosed in accordance with Ind AS 108.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

Note-21 Other Income	31.03.2026	31.03.2025
	₹ in lacs	₹ in lacs
Interest Income		
- on fixed deposits	740.24	731.43
- on others	15.25	13.65
Unwinding interest on deposits	1.10	0.82
Foreign exchange gain	223.22	1,065.73
Profit on sale of property, plant and equipment	33.80	9.40
Amortization of deferred capital subsidy	7.33	7.33
Other miscellaneous income	14.38	272.06
	1,035.32	2,100.42
Note-22 Cost of Materials Consumed	31.03.2026	31.03.2025
	₹ in lacs	₹ in lacs
Seeds		
Opening Stock	40,797.23	22,401.45
Add:- Purchases	55,846.82	47,236.17
Less- Closing Stock	42,898.82	40,797.23
	53,745.23	28,840.39
Chemicals		
Opening Stock	318.65	203.98
Add:- Purchases	1,481.79	1,065.24
Less- Closing Stock	405.01	318.65
	1,395.43	950.58
Other raw materials		
Opening Stock	3.14	5.59
Add:- Purchases	33,496.87	7,558.78
Less- Closing Stock	1,006.95	3.14
	32,493.06	7,561.23
	87,633.72	37,352.20

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

Note-23 Changes in inventories of finished goods, by-product and stock-in-trade	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Opening Stock		
Finished Goods	12,341.86	15,607.05
By Product	1,075.11	225.28
	13,416.98	15,832.33
Closing Stock		
Finished Goods	25,886.20	12,341.86
By Product	1,829.65	1,075.11
	27,715.85	13,416.98
	-14,298.87	2,415.36
Note-24 Employee Benefits Expense	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Salary, wages and other benefits	6,489.62	3,297.35
Contribution to provident and other funds	88.45	79.12
Gratuity expense	192.51	54.54
Leave obligation expense	129.96	18.31
Employees compensation expense	235.24	1,535.13
Staff welfare expenses	95.15	14.77
	7,230.93	4,999.21
Note-25 Finance Costs	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Interest expenses		
- on working capital facilities	3,528.88	3,643.30
- on Lease liabilities	11.75	11.50
- on vehicle loans	60.29	38.30
- on others	1.81	1.27
Other borrowing cost	184.51	224.36
	3,787.24	3,918.74
Note-26 Depreciation and amortisation expense	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Depreciation on property, plant and equipment	2,437.10	2,187.21
Amortization of intangible assets	95.00	-
Amortization of right-of-use assets	33.06	26.18
	2,565.15	2,213.39

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

Note-27 Other expenses	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Consumption of stores and spares	796.91	458.14
Power and fuel	3,678.54	2,963.57
Labour charges	827.02	649.08
Processing Charges	3,967.86	1,435.97
Insurance Expenses	348.03	374.05
Rent	558.31	354.67
Rates & Taxes	130.17	76.97
Repairs and maintenance		
-Plant and machinery	21.83	28.30
-Others	173.40	232.37
Lab expenses	216.18	215.09
Security charges	185.11	133.77
Travelling Expenses	1,909.48	1,328.48
Communication expenses	50.64	28.61
Printing and stationery	104.90	91.68
Legal and professional	822.54	621.97
Commission and brokerage	80.16	225.65
Sales promotion expenses	217.01	104.27
Freight outwards and other selling expenses	3,772.78	2,927.00
Packaging expenses	1,094.83	661.90
Provision for doubtful debts	12.46	(26.26)
Auditor Remuneration	49.82	15.00
Corporate social responsibility	166.15	90.61
Bad debt written off	1.59	26.32
Miscellaneous Expenses	789.13	443.55
	19,974.84	13,677.33

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****Note 28 Earnings per share**

	31.03.2026	31.03.2025
	₹ in lacs	₹ in lacs
Profit / (Loss) after tax	22,491.80	10,978.95
Weighted average number of equity shares used for calculating basic earnings per share	5,97,08,530	5,95,99,050
Weighted average number of equity shares used for calculating diluted earnings per share	5,97,26,780	5,98,15,550
Face value of Equity Shares (in ₹)	2.00	2.00
Earnings per share- Basic (in ₹)	37.67	18.42
Earnings per share- Diluted (in ₹)	37.66	18.35

Note-29 Related Party Disclosure**a) Related Parties**

Manorama Earth Private Limited
Manorama Africa Limited

Nature of relationship

Directors have a significant influence
Directors have a significant influence

Manorama Savanna Limited - Nigeria

Wholly Owned Subsidiary Company from 25.07.2024

Manorama Mena Trading LLC

Wholly Owned Subsidiary Company from 22.07.2024

Manorama Africa Benin

Wholly Owned Subsidiary Company from 15.10.2024

Manorama Africa Savanna IVC

Wholly Owned Subsidiary Company from 10.10.2024

Manorama Burkina SARL

Wholly Owned Subsidiary Company from 18.10.2024

Manorama Savanna Ghana Limited

Wholly Owned Subsidiary Company from 06.11.2024

Manorama Latin America

Wholly Owned Subsidiary Company from 25.03.2025

Manorama Savanna Togo SARL

Wholly Owned Subsidiary Company from 18.09.2024

Taang Kaam Industries SA, Burkina Faso

Wholly Owned Subsidiary Company from 16.01.2026

Ritu Saraf

Relatives of Key Managerial Personnel's

Agastya Saraf

Relatives of Key Managerial Personnel's

Aditya Saraf

Relatives of Key Managerial Personnel's

b) Key Managerial personnel

Vinita Ashish Saraf

Director

Ashish Saraf

President (upto 22.10.2024), Managing Director / Chairperson (w.e.f. 23.10.2024)

Deep Saraf

Vice-President

Shrey Ashish Saraf

Director

Gautam Kumar Pal

Managing Director (upto 22.10.2024), Director (w.e.f. 23.10.2024)

Ashish Bakliwal

Independent Director (upto 30.04.2025)

Jose Vailappallil Joseph

Independent Director

Nipun Sumanlal Mehta

Independent Director

Mudit Kumar Singh

Independent Director

Veni Mocherla

Independent Director

Subhaprada Nishtala

Independent Director w.e.f. 26.04.2025

Ashok Jain

CFO & Whole Time Director

Deepak Sharma

Company Secretary

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****c) Details of transactions with related parties**

Name of Party	Nature of Transaction	31.03.2026 ₹ in lacs	31.03.2025 ₹ in lacs
Manorama Africa Limited	Purchases of Goods	19,175.15	22,969.93
Damini Pal	Purchases of Goods	2.96	-
Manorama Earth Private Limited	Car Hire Charges	22.00	24.00
Ashish Saraf	Remuneration	285.00	180.00
Vinita Saraf	Remuneration	154.80	96.77
Gautam Kumar Pal	Remuneration	54.75	51.00
Gautam Kumar Pal	Performance Bonus	41.25	24.00
Gautam Kumar Pal	ESOP Perquisites	113.71	-
Shrey Saraf	Remuneration	67.73	63.00
Ashok Jain	Remuneration	42.38	39.00
Ashok Jain	Performance Bonus	23.00	-
Ashok Jain	ESOP Perquisites	214.75	-
Ashish Bakliwal	Director Sitting Fees	0.20	1.50
Jose Vailappallil Joseph	Director Sitting Fees	3.10	1.80
Mudit Kumar Singh	Director Sitting Fees	3.40	1.80
Nipun Sumanlal Mehta	Director Sitting Fees	3.40	1.80
Veni Mocherla	Director Sitting Fees	3.30	1.80
Subhaprada Nishtala	Director Sitting Fees	2.90	-
Vinita Saraf	Director Sitting Fees	-	0.80
Vinita Saraf	Rent	30.00	30.00
Deep Saraf	Remuneration	67.73	63.00
Ritu Saraf	Remuneration	23.65	22.00
Deepak Sharma	Remuneration	21.10	17.40
Deepak Sharma	Performance Bonus	5.00	-
Deepak Sharma	ESOP Perquisites	87.18	-
Agastya Saraf	Remuneration	8.75	2.97
Aditya Saraf	Remuneration	5.87	2.76
Ashish Saraf	Performance Bonus	700.00	139.00
Vinita Saraf	Performance Bonus	233.00	56.00
Deep Saraf	Performance Bonus	163.00	39.00
Shrey Saraf	Performance Bonus	70.00	17.00

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****d) Balance (payable to)/receivable from related parties****Name of Party**

Manorama Africa Limited	Advance for Purchases of Goods	662.80	624.23
Manorama Earth Private Limited	Car Hire Charges Payable	(4.12)	(6.18)
Ashish Saraf	Remuneration Payable	(385.88)	(100.10)
Vinita Saraf	Remuneration Payable	(148.60)	(42.05)
Gautam Kumar Pal	Remuneration Payable/Advance salary	5.04	(3.12)
Shrey Saraf	Remuneration Payable	(45.82)	(13.53)
Ashok Jain	Remuneration Payable	(15.35)	(2.43)
Ashish Bakliwal	Director Sitting Fees Payable	-	(0.09)
Jose Vailappallil Joseph	Director Sitting Fees Payable	-	(0.09)
Mudit Kumar Singh	Director Sitting Fees Payable	-	(0.09)
Nipun Sumanlal Mehta	Director Sitting Fees Payable	-	(0.09)
Veni Mocherla	Director Sitting Fees Payable	-	(0.09)
Deep Saraf	Remuneration Payable	(20.32)	(16.39)
Ritu Saraf	Remuneration Payable/Advance salary	0.43	(1.14)
Deepak Sharma	Remuneration Payable	-	(1.20)
Agastya Saraf	Remuneration Payable/Advance salary	1.22	(0.26)
Aditya Saraf	Remuneration Payable	-	(0.24)

During the previous year, the group granted stock options to the Key Management Personnel under its ESOP Scheme at 'Market Price' [with in the meaning of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014]. Since such options are not tradeable, no perquisites or benefits is immediately conferred upon the employee by such grant options and accordingly, the said grant has not been considered as remuneration. However, the group has recorded employee benefits expense by way of Share Based Payment obligation, in accordance with Ind AS - 112 at ₹ 235.24 lacs for the year ended 31st March, 2026 (2025: ₹ 1535.13 lacs), out of which ₹ 33.97 lacs (2025: ₹ 319.82 lacs) is attributable to Key Management Personnel.

Terms and conditions of transactions with related parties

All related party transactions entered during the year were in ordinary course of business and on arm's length basis. Outstanding balances at the year-end are unsecured and will be settled in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2026, the group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2025: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Transactions and balances with subsidiaries are eliminated on consolidation.

Note 30 Contingent liabilities and capital commitments:**(a) Contingent Liability:**

Claims against the group not acknowledged as debts ₹ 80.84 Lacs (Previous Year ₹ 80.84 Lacs).

Disputed liability of ₹ 19.13 Lacs (Previous Year ₹ 19.13 Lacs) on account of Goods and Services Tax against which the group has preferred an appeal.

Disputed liability of ₹ 34.51 Lacs (Previous Year ₹ Nil) on account of Income Tax against which the group is going to file rectification application.

Disputed liability of ₹ 0.51 Lacs (Previous Year ₹ 0.67 lacs) on account of TDS default appearing in Traces Site for which rectification is being filed.

(b) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)

31-Mar-26	31-Mar-25
₹ in lacs	₹ in lacs
31.95	1,545.76
31.95	1,545.76

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****31. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 19 EMPLOYEE BENEFITS:****a. Defined Contribution Plan:**

The Group has certain defined contribution plans viz. provident fund . Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

An amount of ₹ 88.45 lacs (P.Y. ₹ 79.12 lacs) is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 24).

b. Defined benefit plan:**Leave Obligations:**

The Group provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number days of unutilised leave at each balance sheet date on the basis of year-end actuarial valuation using projected unit credit method. The scheme is unfunded.

Based on past experience and in keeping with Group's practice, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months and accordingly the total year end provision determined on actuarial valuation, as aforesaid is classified between current and non current.

An amount of ₹ 129.96 lacs (P.Y. ₹ 18.31 lacs) is recognised as an expenses and included in employee benefit expense as under the following defined contribution plans (Refer Note no 24).

Gratuity:

The Gratuity scheme is a final salary defined benefit plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. Benefits provided under this plan is as per the requirement of the Payment of Gratuity Act, 1972. The scheme is unfunded.

(₹ in lacs)		
Particulars	Gratuity	
	2025-26	2024-25
	(Non Funded)	(Non Funded)
I Change in Present value of defined benefit obligation during the year:		
Present value of defined benefit obligation at the beginning of the year	164.02	95.93
Interest Cost	12.30	6.48
Current Service Cost	180.21	48.06
Past Service Cost	-	-
Benefit paid directly by employer	(9.18)	(1.09)
Actuarial Changes arising from changes in financial assumption	362.06	7.45
Actuarial Changes arising from changes in experience assumption	(124.78)	7.20
Present value of defined benefit obligation at the end of the year	584.63	164.02
II Change in fair value of plan assets during the year:		
Fair value of plan assets at the beginning of the year	-	-
Contribution paid by the employer	9.18	1.09
Benefit paid	-9.18	-1.09
Fair value of plan assets at the end of the year	-	-

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

III	Net asset / (liability) recognised in the balance sheet:		
	Present Value of defined benefit obligation at the end of the year	584.63	164.02
	Fair value of plan assets at the end of the year	-	-
	Amount recognised in the balance sheet		
	Net asset / (liability) - Current	31.37	14.69
	Net asset / (liability) - Non Current	553.26	149.33
IV	Expenses recognized in the statement of profit and loss for the year:		
	Current Service Cost	180.21	48.06
	Interest Cost on benefit obligation (Net)	12.30	6.48
	Total expenses included in employee benefits expenses	192.51	54.54
V	Recognized in other comprehensive income for the year:		
	Actuarial Changes arising from changes in financial assumption	362.06	7.45
	Actuarial Changes arising from changes in experience assumption	(124.78)	7.20
	Recognized in other comprehensive income for the year:	237.28	14.65
VI	Maturity profile of defined benefit obligation:		
	Within the next 12 months (next annual reporting period)	31.37	14.69
	Between 2 and 5 years	44.72	25.90
	6 years to 10 years	80.49	64.39
VII	Quantitative Sensitivity analysis for significant assumption is as below:		
	1% point increase in discount rate	495.10	144.05
	1% point decrease in discount rate	696.82	188.48
	1% point increase rate of salary Increase	687.69	188.16
	1% point decrease rate of salary Increase	499.70	143.92
	1% point increase rate of employee turnover rate	537.28	163.51
	1% point decrease rate of employee turnover rate	641.50	164.61

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****VIII Sensitivity Analysis Method:**

Sensitivity Analysis is determined based on the expected movement in liability if the assumption were not proved to be true on different count.

	Particulars	Gratuity	
		2025-26	2024-25
		Non Funded	Non Funded
IX Actuarial assumptions:			
1	Discount rate	7.50%	6.75%
2	Salary escalation	7.00%	7.00%
3	Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
4	Mortality post retirement rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
5	Rate of Employee Turnover	1% to 5%	1% to 5%

Notes:

- (i) The actuarial valuation of the defined obligation were carried out at 31st March, 2026. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the projected Unit Credit Method.

(ii) Risk Exposure

Through its defined benefit plans, the Group is exposed to some risks, the most significant of which are detailed below:

Interest rate risk :

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk :

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk :

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****32. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES**

The Group's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Group also enters into derivative contracts.

The Group is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk
- Currency risk
- Price risk

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note presents information about the risks associated with its financial instruments, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Credit Risk

The Group is exposed to credit risk as a result of the risk of counterparties non performance or default on their obligations. The Group's exposure to credit risk primarily relates to investments in fixed deposits with banks, accounts receivable and cash and cash equivalents. The Group monitors and limits its exposure to credit risk on a continuous basis. The Group's credit risk associated with accounts receivable is primarily related to party not able to settle their obligation as agreed. To manage this the Group periodically reviews the financial reliability of its customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivables.

Trade receivables

Trade receivables represent the most significant exposure to credit risk and are stated after an allowance for impairment and expected credit loss.

Bank, Cash and cash equivalents

Bank, Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to cash. These are subject to insignificant risk of change in value or credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	<i>₹ in Lacs</i>	
	31-Mar-26	31-Mar-25
Trade receivables	6,249.13	10,172.82
Bank, Cash and cash equivalents	9,387.44	9,834.57

Impairment losses

	31-Mar-26	31-Mar-25
Trade receivables (measured under life time excepted credit loss model)		
Opening balance	1.82	28.08
Provided during the year	12.46	-26.26
Closing balance	14.28	1.82

Ageing analysis

	31-Mar-26	31-Mar-25
Upto 3 months	6,236.43	9,540.51
3-6 months	3.66	562.12
More than 6 months	23.33	72.01
	6,263.41	10,174.64

No significant changes in estimation techniques or assumptions were made during the reporting period

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****Liquidity risk**

The Group is exposed to liquidity risk related to its ability to fund its obligations as they become due. The Group monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The Group has access to credit facilities and debt capital markets and monitors cash balances daily. In relation to the Group's liquidity risk, the Group's policy is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions as they fall due while minimizing finance costs, without incurring unacceptable losses or risking damage to the Group's reputation.

Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting period:

	31-Mar-26	31-Mar-25
Working capital facilities from banks	28,654.65	1,340.33

Further, the Company is having financial commitment in respect of capital contribution to subsidiaries companies as on 31 March, 2026 Rs.785.61 Lacs (Previous year Rs. 2000.96 Lacs).

Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

	₹ in Lacs			
As at 31 March 2026	Less than 1 year	<1-5 years	More than 5 years	Total
Borrowings	32,176.33	3,248.29	32.95	35,457.56
Lease liabilities	31.73	86.65	-	118.38
Trade payables	9,081.87	-	-	9,081.87
Other financial liabilities	3,552.24	-	-	3,552.24
	44,842.17	3,334.93	32.95	48,210.05
As at 31 March 2025	Less than 1 year	<1-5 years	More than 5 years	Total
Borrowings	43,798.25	4,285.39	-	48,083.64
Lease liabilities	33.46	112.47	-	145.93
Trade payables	1,448.71	-	-	1,448.71
Other financial liabilities	1,035.91	-	-	1,035.91
	46,316.33	4,397.86	-	50,714.19

Interest rate risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the Group. The Group is exposed to long term and short-term borrowings, Commercial Paper Program. The Group manages interest rate risk by monitoring its mix of fixed and floating rate instruments, and taking action as necessary to maintain an appropriate balance.

The exposure of the Group's borrowings to interest rate changes at the end of the reporting period are as follows:

	31-Mar-26	31-Mar-25
a) Interest rate risk exposure		
Variable rate borrowings	35,312.32	47,889.34
Fixed rate borrowings	145.25	194.30

b) Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates.

	Impact on profit after tax	
	31-Mar-26	31-Mar-25
Interest rates - increase by 70 basis points	-247.19	-335.23
Interest rates - decrease by 70 basis points	247.19	335.23

FOREX EXPOSURE RISK

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through purchases from overseas suppliers in various foreign currencies.

Foreign currency exchange rate exposure is partly balanced by hedging of exposure by forward contract of purchasing of goods in the respective currencies.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies to foreign currency risk.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

PARTICULARS	Currency	Currency in Lacs	
		31-Mar-26	31-Mar-25
Trade Payables	USD	22.23	11.19
Trade Payables	EURO	37.54	2.85
Receivable	USD	30.74	108.95
Receivable	EURO	0.83	-

Profit or loss estimate to higher/lower as a result of changes in foreign exchange rates-

₹ in Lacs

	Impact on profit after tax	
	31-Mar-26	31-Mar-25
Foreign exchange rates - increase by 1%	23.96	-56.72
Foreign exchange rates - decrease by 1%	-23.96	56.72

33. CAPITAL MANAGEMENT

The Group's main objectives when managing capital are to:

- ensure sufficient liquidity is available (either through cash and cash equivalents, investments or committed credit facilities) to meet the needs of the business;
- ensure compliance with covenants related to its credit facilities; and
- minimize finance costs while taking into consideration current and future industry, market and economic risks and conditions.
- safeguard its ability to continue as a going concern
- to maintain an efficient mix of debt and equity funding thus achieving an optimal capital structure and cost of capital.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic and international financial markets so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purpose of Group's capital management, capital includes issued capital and all other equity reserves. The Group manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Group manages its capital on the basis of net debt to equity ratio which is net debt (total borrowings including lease liabilities net of cash and cash equivalents) divided by total equity

	₹ in Lacs	
	31 March 2026	31 March 2025
Total debt including lease liabilities	35,575.95	48,229.57
Less : Bank, Cash and cash equivalent	9,387.44	9,834.57
Net debt	26,188.51	38,395.00
Total equity	68,212.89	45,972.19
Net debt to equity ratio	0.38	0.84

During the year the Group has complied with major covenants of the terms of sanction of the loan facilities throughout the year.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****34. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS**

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 : other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3 : techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

		Carrying amount			₹ in Lacs
		As at 31.03.2026	Level 1	Level 2	Level 3
Financial assets at amortised cost:					
Trade receivables		6249.13	-	-	-
Other financial assets		4,876.81			
Bank, Cash and bank balances		9387.44	-	-	-
		20513.38	-	-	-
Financial liabilities at amortised cost:					
Long term borrowings		3281.24	-	-	-
Lease Liabilities		118.38			
Short term borrowings		32176.33	-	-	-
Trade payables		9081.87	-	-	-
Other financial liabilities		3552.24	-	-	-
Total		48210.05	-	-	-
		Carrying amount			₹ in Lacs
		As at 31.03.2025	Level 1	Level 2	Level 3
Financial assets at amortised cost:					
Trade receivables		10172.82	-	-	-
Other financial assets		557.96			
Bank, Cash and bank balances		9834.57	-	-	-
		20565.34	-	-	-
Financial liabilities at amortised cost:					
Long term borrowings		4285.39	-	-	-
Short term borrowings		43798.25	-	-	-
Lease Liabilities		145.93			
Trade payables		1448.71	-	-	-
Other financial liabilities		1035.91	-	-	-
Total		50714.19	-	-	-

During the reporting period ending 31st March, 2026 and 31st March, 2025, there were no transfers between Level 1 and Level 2 fair value measurements.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****35. Leases:****Group as a lessee**

The Group has lease contract for properties used for office purpose. Leases of properties have lease terms of 5 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	(₹ in lacs)
As at 1 April' 2025	139.14
Additions	-
Depreciation expense	33.06
As at 31 March' 2026	106.08

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	2026	2025
As at 1 April' 2025	145.93	-
Additions	-	164.36
Accretion of interest	11.75	11.50
Payments	39.30	29.93
As at 31 March' 2026	118.38	145.93

Current	31.73	33.46
Non-current	86.65	112.47

The effective interest rate for lease liabilities is 8.05%, with maturity of 5 years.

Short-term and leases of low value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The following are the amounts recognised in the statement of profit & loss:

Particulars	2026	2025
Depreciation expense of right-of-use assets	33.06	26.18
Interest expense on lease liabilities	11.75	11.50
Expense relating to short-term and leases of low-value assets (included in other expenses)	558.31	354.67
Total amount recognised in profit or loss	603.12	392.35

The Group had total cash outflows for leases of ₹ 597.60 lacs in 31 March 2026 (₹ 384.60 lacs in 31 March 2025). The Group also had non-cash additions to right-of-use assets and lease liabilities of ₹ Nil in 31 March 2026 (₹ 164.36 lacs in 31 March 2025).

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026****Note-36****Tax expense****i) Tax expense recognised in statement of profit or loss****a) Current tax**

Income Tax for the period

Tax related to earlier years

b) Deferred tax

Origination of temporary differences

Total Tax expense**ii) Tax recognised in Other Comprehensive Income**

Remeasurements of defined benefit plans

iii) Reconciliation of tax expense and accounting profit

Accounting profit before tax from continuing operations

Expected Tax Rate

Tax using the Group's domestic tax rate

Adjustments in respect of current income tax of previous years

Expense not allowed for tax purpose

Deduction under chapter VIA

Other temporary differences

Effective income tax rate

Income tax reported in the statement of profit and loss

₹ in Lacs

31.03.2026**31.03.2025**

8,248.02

3,703.26

85.64

-

8,333.66**3,703.26**

(9.26)

(73.81)

(9.26)**(73.81)****8,324.39****3,629.45**

59.72

3.69

59.72**3.69**

30,816.19

14,608.40

25.17%

25.17%

7,755.82

3,676.64

85.64

-

43.08

85.53

(22.69)

(16.60)

462.55

(116.13)

27.01%

24.84%

8,324.39

3,629.45

Note-37 Distribution made and proposed:**Final dividends on Equity shares:**Final dividend for the year ended on 31 March 2026: ₹ 0.60 per share
(previous year ₹ 0.40 per share)

357.68

238.40

Proposed dividends on Equity shares:Proposed dividend for the year ended on 31 March 2026: ₹ 0.80 per
share (31 March 2025: ₹ 0.60 per share)

477.67

357.59

Proposed final dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at 31 March 2026.

31 March 2026**31 March 2025**

Note-38 Segment Reporting

The Group's only identifiable reportable Business segment is Manufacturing of Exotic Seed based Fats and Butters including Cocoa Butter Equivalent (CBE). Further , the Group operates and controls its business activities within/from India, except export of goods. Hence disclosure of Segment wise information is not applicable under Indian Accounting Standard - 108 "Segment Information" (Ind AS-108) .

Note 39

No proceedings have been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 40

None of the banks, financial institutions or other lenders from whom the Group has borrowed funds has declared the Group as a wilful defaulter at any time during the current year or in previous year.

Note 41

The Group has working capital facilities from banks on the basis of security of current assets & submitting quarterly Financial Follow up Report as per the terms & conditions of sanction letters. There are no material discrepancies in the amount of current assets between Financial Follow Report and books of accounts.

Note 42

All the charges or satisfaction of which is required to be registered with Registrar of Companies(ROC) have been duly registered within the statutory time limit provided under the provisions of Companies Act 2013 and rules made thereunder.

Note 43

The Group has not undertaken any transactions with companies struck off under section 248 of the Companies Act 2013 or section 560 of Companies Act 1956 during the current year or in previous year.

Note 44

The Group has not made any loans or advances in the nature of loans to Promoters, Directors, KMP's and the related parties which are outstanding as at the end of the current year and previous year.

Note 45

All the transactions are recorded in the books of accounts and there was no income that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Also there was no previously unrecorded income and related assets which has been recorded in the books of account during the year.

Note 46

The Group has complied with the number of layers of companies prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

MANORAMA INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2026**

Note 47

No scheme of compromise or arrangement has been proposed between the Company & its members or the Company & its creditors under section 230 of the Companies Act 2013 ("The Act") and accordingly the disclosure as to whether the scheme of compromise or arrangement has been approved or not by the competent authority in terms of provisions of sections 230 to 237 of the Act is not applicable.

Note 48

The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. Further, the Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note-49

The Group has neither traded nor invested in Crypto Currency or Virtual Currency during the financial year.

Note-50

The Government of India had announced the implementation of the four Labour Codes - The Code on Wages, 2019, The Industrial Relations Code, 2020, The Code on Social Security, 2020 and The Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as 'the New Labour Codes') with effect from 21 November 2025, The Ministry of Labour & Employment had issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from these regulatory changes. On the basis of information available and actuarial valuation, the Group has assessed and accounted the impact of these changes, which is not significant.

Note-51

Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date.

For Singhi & Co.

Chartered Accountants

(ICAI Firm Regn. No:302049E)

**For and on behalf of the Board of Directors of
Manorama Industries Limited****Sanjay Kumar Dewangan**

Partner

Membership No.: 409524

Ashish Ramesh Saraf

Managing Director

DIN-00183357

Ashok Jain

CFO & Whole time director

DIN-09791163

Shrey Ashish Saraf

Director

DIN-07907037

Deepak Sharma

Company Secretary

ACS 48707

Raipur

11th May, 2026

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 16 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors” and “Financial Information” beginning on pages 33 and 73, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

We publish our financial statements in Indian Rupees. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year. Unless otherwise stated or unless the context requires otherwise, the financial information contained in this Preliminary Placement Document, as at and for the year ended March 31, 2026 is derived from the Fiscal 2026 Audited Consolidated Financial Statements, financial information as at and for the year ended March 31, 2025 is derived from the comparative financial information included for Fiscal 2025 in Fiscal 2026 Audited Consolidated Financial Statements, financial information as at and for the year ended March 31, 2024 is derived from the comparative financial information included for Fiscal 2024 in the audited standalone financial statements for Fiscal 2025. Additionally, please note that unless otherwise stated the financial information for Fiscals 2026 and 2025 are on a consolidated basis, while the financial information for Fiscal 2024 is on a standalone basis. For further information, see “Financial Information” and “Presentation of Financial and Other Information” on pages 73 and 12, respectively.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Industry Report on Tree-Borne Specialty Fats & Butter” issued on June 24, 2026 (“D&B Report”) prepared and issued by Dun & Bradstreet, appointed by us exclusively commissioned and paid for by us in connection with the Issue. Dun & Bradstreet has used various primary and secondary sources including government sources as well as reports published by various international agencies to prepare the report. The data included herein includes excerpts from the Dun & Bradstreet Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Dun & Bradstreet Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

References to “we”, “us” or “our” in this section refer to our Company and, where applicable, its subsidiaries.

OVERVIEW

We manufacture specialty fats derived from tree-borne oilseeds used across food and personal care applications, converting naturally occurring forest-derived raw materials into value-added specialty fat ingredients through our integrated capabilities in sourcing, processing and formulation. Our product portfolio spans refined specialty butters and intermediate stearin and olein fractions to formulated cocoa butter equivalents, enabling us to deliver multiple specialty fat solutions through a single integrated platform.

Our participation in global specialty fats supply chains is reflected in our market presence. We are estimated to be the largest tree-borne specialty fats & butters player in India and accounted for approximately 94.26% of the Indian tree-borne specialty fats & butters market in FY 2026 (*Source: D&B Report*). We have also emerged as the largest exporter of tree-born specialty fat, sal fat and CBE during FY 2025 both by value and volume (*Source: D&B Report*).

Supporting this business is an integrated value chain spanning the procurement of tree-borne oilseeds from forest ecosystems in India and West Africa and their conversion into specialty fats and related ingredients. Through this approach, naturally occurring and under-utilised forest-derived oilseeds are processed into higher-value specialty fat ingredients supplied across food and personal care applications, reflecting our “waste to wealth” approach.

Raw material sourcing is supported by community-based collection networks located in proximity to forest ecosystems where these tree-borne oilseeds naturally occur. Oilseeds such as sal seeds, mango kernels, kokum seeds, mowrah seeds and shea nuts are collected by local communities and channelled through collection agents and aggregators before being supplied to our procurement and processing operations.

Through this sourcing framework, raw materials move through multiple stages of aggregation prior to reaching our facilities, enabling procurement across a broad network of collection regions in India and Africa. The collected oilseeds are consolidated through defined collection and aggregation channels before being transported for further processing and conversion into specialty fats and related products.

These oilseeds form the foundation of our specialty fats portfolio, from which we derive a range of value-added products used across food, confectionery, bakery, dairy and personal care applications. Through successive stages of processing, our manufacturing platform converts tree-borne oilseeds such as sal, mango and shea into multiple specialty fat products, with each stage of the processing chain generating commercially usable outputs. These outputs range from refined

specialty butters to stearin and olein fractions and higher-value specialty fat systems, which may be supplied directly to industrial customers or utilised as inputs for further value-added formulations.



The key revenue-generating product categories are described below.

A) Refined oils and specialty butters:

These include sal butter, mango butter, shea butter and kokum butter, which are produced through the refining of oils extracted from tree-borne oilseeds. These specialty butters may be supplied directly to industrial customers across food, confectionery and personal care applications, and also serve as important inputs for the manufacture of higher-value specialty fat ingredients.

B) Stearin and olein fractions:

A key stage in the value chain is the fractionation of refined fats, through which fats are separated into stearin and olein fractions with distinct functional properties. Stearin represents the more solid, higher-melting fraction and is an important specialty fat ingredient used across chocolate and confectionery, bakery and dairy applications, as well as skincare and personal care formulations. Derived from oilseeds such as sal, mango and shea, stearin fractions may be supplied directly to customers or utilised internally as key building blocks for higher-value specialty fat systems, including cocoa butter equivalents.

Olein represents the more liquid, lower-melting fraction produced during the fractionation process and is valued for its versatility across edible oil and industrial applications. Depending on the intended application, olein may be supplied directly to customers or utilised for further processing, enabling value realisation across multiple end-use markets.

c) Cocoa butter equivalents (“CBE”):

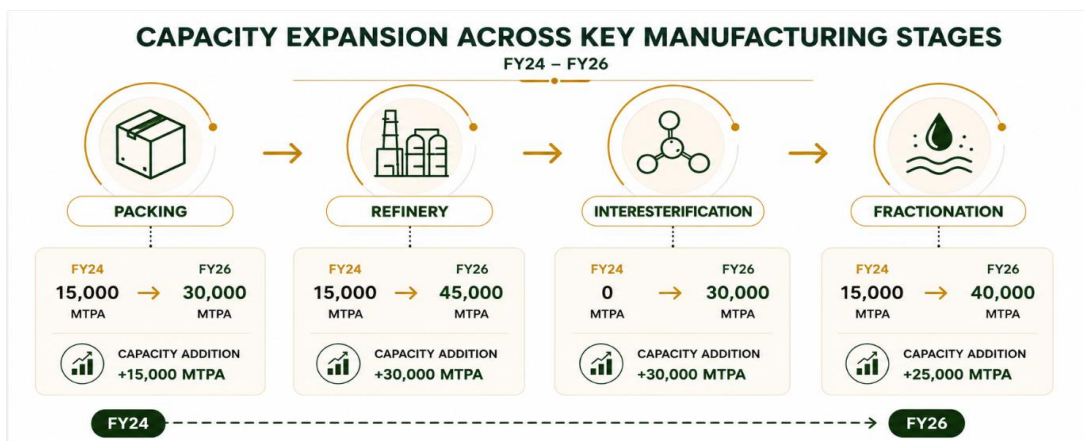
Building on these intermediate fractions, we formulate higher-value specialty fat systems including cocoa butter equivalents (“CBE”), which are engineered specialty fats designed to replicate the functional characteristics of cocoa butter used in chocolate and confectionery products. Our CBE formulations are produced using refined specialty butters and stearin fractions derived from tree-borne oilseeds and are used by chocolate and confectionery manufacturers seeking consistent functionality, formulation flexibility and reliable product performance. A central component of this portfolio is our MILCOA platform, which comprises cocoa butter equivalent formulations designed to support a range of chocolate and confectionery applications.

Our revenue from operations reflects the commercial importance of the specialty fat products derived across our processing chain. Stearin and cocoa butter equivalents constitute our principal revenue-generating product categories and, collectively, contributed 71.41%, 71.67% and 50.72% of our revenue from operations in Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. These products represent the higher-value end of our specialty fats portfolio and reflect our strategic focus on value-added specialty fat ingredients and cocoa butter equivalent formulation.

Our specialty fats platform is anchored by our manufacturing facility located at Birkoni in the state of Chhattisgarh. The facility houses an integrated processing platform spanning seed milling, extraction, refining, fractionation, interesterification and blending, enabling the conversion of tree-borne oilseeds into refined and fractionated specialty fats and cocoa butter equivalents within a single unified ecosystem.

Our sourcing operations across India and West Africa operate in coordination with our Birkoni manufacturing facility, enabling the procurement of key oilseeds, including shea nuts, for processing into specialty fats and butters. The proximity of our Birkoni manufacturing facility to the Visakhapatnam port facilitates efficient import of shea seeds sourced from Africa and supports the efficient movement of raw materials within our integrated supply chain.

As part of our efforts to scale our specialty fats platform and support growing demand for cocoa butter equivalents and related specialty fat products, we have progressively expanded capacity across key stages of our processing platform. Over Fiscal 2024 to Fiscal 2026, we expanded capacity across key stages of our specialty fats platform, including increasing packing capacity to 30,000 MTPA, refinery capacity to 45,000 MTPA, interesterification capacity to 30,000 MTPA and fractionation capacity to 40,000 MTPA, strengthening our ability to manufacture and supply higher-value specialty fat ingredients and cocoa butter equivalents.



Note: As certified by the Independent Chartered Engineer vide their certificate dated June 18, 2026.

Product formulation and application testing are further supported by the MILCOA Research and Development Centre located in our Birkoni Manufacturing Facility, which is recognised by the Department of Scientific and Industrial Research (DSIR), Government of India, and undertakes product development, crystallisation studies and application testing across multiple specialty fat categories.

Our operations are supported by multiple domestic and international certifications relating to food safety, quality management, sustainability and product compliance, including FSSC 22000 and ISO certifications for quality, environmental and occupational health management systems, as well as certifications and standards relating to Kosher and Halal product compliance. These certifications support our ability to supply products across regulated international markets and to customers operating in premium food, confectionery and personal care segments. In addition, we have been recognised as a Three Star Export House, reflecting our position as an established exporter of specialty fat products.

Our market position and export performance have also been recognised through several industry awards and export recognitions, including the following:

Category	Award / Recognition	Awarding Body	Year(s)
Export Leadership – Tree-Borne Oils & Specialty Fats	Highest Processor & Exporter of Sal Seeds & Mango Kernel	Solvent Extractors Association of India (SEA)	2013–2017
	Highest Export of Sal Oil and Mango Oil	Indian Oilseeds and Produce Export Promotion Council (IOPEPC)	2013–2017
	Highest Exports of Shea Oil	IOPEPC Global Oilseeds Conference	2024–2025
Export Performance Recognition	Export Excellence Award – Highest Foreign Exchange Earner	Federation of Indian Export Organisations (FIEO)	2018–2019; 2019–2020
	Highest Exporter – Fixed Vegetable Oil, Cake & Others	SHEFEXIL	2009, 2010, 2013
Sustainability & Responsible Sourcing	Globoil India Sustainability Award	Globoil India	2016
	CSR & Sustainable Fair Trade Sourcing Award	Globoil India	2017

Through our operations, we supply our products to a diversified base of domestic and international manufacturers across the food and personal care industries. We work with customers operating in premium confectionery, chocolate and cosmetics segments, including multinational companies, and develop customer-centric solutions tailored to their application requirements. Our business is supported by customer relationships across diverse industries. These relationships are further reinforced by the high client stickiness characteristic of the specialty fats industry, where

stringent supplier approval and qualification processes support long-term customer retention once products are incorporated into existing formulations. (Source: D&B Report).

Our products are supplied across multiple international markets including the United States, Europe, the Middle East, Russia, Turkey and Brazil. As part of our efforts to strengthen our global commercial and manufacturing footprint and enhance proximity to key customer markets, we have established international platforms including Manorama MENA Trading LLC to support our presence in the Middle East. In addition, through our subsidiary Manorama Latin America LTDA and a strategic partnership with Dekel Agroindustria in Brazil, we have established manufacturing operations for cocoa butter equivalents and specialty fats in Brazil, becoming the first global CBE producer to manufacture in Brazil, with production commencing in the year 2025. (Source: D&B Report). This expansion strengthens our presence in Latin America and enhances our ability to serve customers across key international markets.

Supporting these customer relationships is a management team that has played a central role in building our Company's operations and developing relationships with customers across international markets. We are led by an experienced team of professionals with deep expertise in specialty fats, global sourcing of tree-borne oilseeds and ingredient manufacturing. Under the leadership of our Chairman and Managing Director, Ashish Ramesh Saraf, we have built the business with a focus on specialty fats and butters derived from exotic tree-borne oilseeds. Our senior management team brings functional expertise across procurement, manufacturing operations, quality systems, research and development, finance and international sales, and oversees our sourcing, processing and customer engagement functions across key markets.

The following table presents certain key financial and operational parameters reflecting our performance for the periods indicated:

Metric	FY 2026 (Consolidated)	FY 2025 (Consolidated)	FY 2024 (Standalone)
Revenue from operations (INR Lakhs)	1,36,673.89	77,084.19	45,708.01
Profit after tax (PAT) (INR Lakhs)	22,491.80	10,978.95	4,010.87
PAT Margin ⁽¹⁾ (%)	16.46%	14.24%	8.77%
EBITDA ⁽²⁾ (INR Lakhs)	36,133.26	18,640.10	73,52.06
EBITDA Margin ⁽³⁾ (%)	26.44%	24.18%	16.08%
ROCE ⁽⁴⁾ (%)	33.29%	19.62%	10.62%
ROE ⁽⁵⁾ (%)	32.97%	23.88%	11.90%
Revenue Y-o-Y growth ⁽⁶⁾ (%)	77.31%	68.65%	30.30%
PAT Y-o-Y growth ⁽⁷⁾ (%)	104.86%	173.73%	34.70%
Asset Turnover (times) ⁽⁸⁾	7.08	4.41	3.53
Fixed Assets (INR Lakhs) ⁽⁹⁾	19,315.76	17,476.32	12,932.74

*As the consolidated financial statement has been prepared for the first time as on March 31, 2025 therefore for the purpose of calculating growth ratios the figures has been taken from standalone financial statement of March 31, 2024.

Notes- 1. PAT Margin (%) has been calculated as PAT divided by Revenue from Operations.

2. EBITDA has been calculated as profit before tax, adjusted for finance costs and depreciation and amortization expense less other income.

3. EBITDA Margin (%) has been calculated as EBITDA divided by revenue from operations.

4. Return on Capital Employed ("ROCE") (%) has been calculated as EBIT ÷ (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)

5. Return on Equity ("ROE") (%) has been calculated as net profit after tax less preference dividend (if any), divided by closing shareholders' equity.

6. Revenue Y-o-Y growth (%) = (Revenue from Operation of current year – Revenue from Operation of previous year) / Revenue from Operation of Previous Year

7. PAT Y-o-Y growth (%) = (PAT of current year – PAT of previous year) / PAT of Previous Year

8. Asset Turnover (times) = Revenue from operations / Fixed Asset

9. Fixed Asset = Net block of Property, Plant and Equipment

Going forward, our growth strategy focuses on expanding manufacturing capacity, deepening market penetration and strengthening product innovation capabilities to address the growing global demand for cocoa butter equivalents and specialty fats derived from tree-borne oilseeds. We seek to scale our manufacturing platform through capacity expansion while continuing to diversify our geographic presence and expand applications across food and personal care segments. In parallel, we intend to leverage our research and development capabilities to develop new specialty fat formulations and application-specific solutions aligned with evolving customer requirements. We are also focused on improving operational efficiencies through economies of scale, backward integration and optimized production processes, which we believe will support sustainable growth and margin stability.

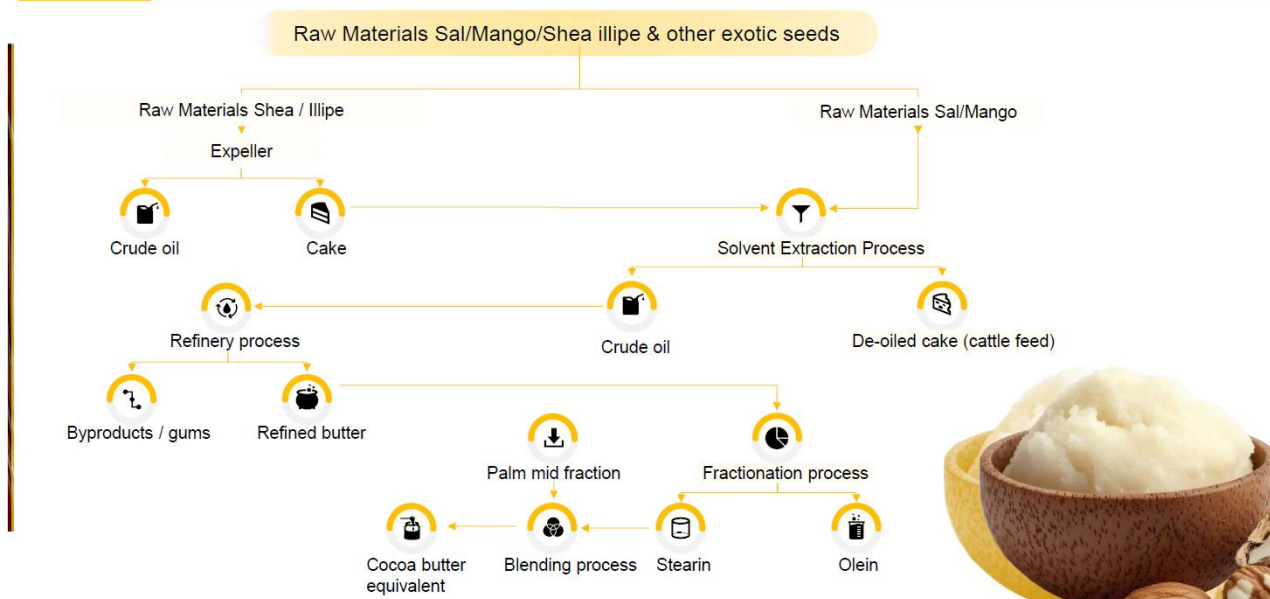
Through these initiatives, we believe we are well positioned to benefit from the increasing global demand for cocoa butter equivalents and specialty fats across food, confectionery and personal care applications.

COMPETITIVE STRENGTHS

1. Multi-product specialty fats platform enabling value realisation across the entire processing chain

We process tree-borne oilseeds such as sal seeds, mango kernels, shea nuts, kokum seeds and mowrah seeds through multiple stages of processing including expelling, solvent extraction, refining, fractionation and formulation. This integrated processing platform enables us to manufacture a range of specialty fat products across different stages of the value chain, including refined specialty butters, stearin and olein fractions, cocoa butter equivalents and other specialty fat formulations.

CBE and Exotic Specialty Fats & Butter - Process



The commercial outputs derived at various stages of production include the following:

• Oil extraction

Processing begins with the extraction of oil from tree-borne oilseeds such as shea nuts, sal seeds, mango kernels and mowrah seeds. In the case of shea nuts, oil extraction initially involves a mechanical expelling process through which crude oil is recovered and the remaining cake is separated. The residual cake is subsequently subjected to solvent extraction to maximise oil recovery.

For oilseeds such as sal seeds, mango kernels and mowrah seeds, oil extraction is directly undertaken through solvent extraction processes. Solvent extraction results in the production of crude oil, which serves as feedstock for downstream refining and specialty fat manufacturing, and de-oiled cake, which is generated as a by-product following the extraction of residual oil from the seed material. De-oiled cake is typically used as cattle feed, enabling utilisation of residual biomass and supporting efficient utilisation of the raw material across the value chain.

• Refining into specialty butters and oils

The crude oil obtained from extraction undergoes refining processes, resulting in the production of refined oils and specialty butters, including sal butter, mango butter and shea butter. These products serve as key lipid inputs for downstream specialty fat manufacturing and may also be supplied directly to customers across food and personal care applications. Refined specialty butters derived from tree-borne oilseeds are valued for their functional properties and are used in a range of applications including confectionery, bakery, dairy, skincare and personal care products.

In particular, sal butter and mango butter represent important inputs in the manufacture of cocoa butter equivalents owing to their triglyceride composition and compatibility with cocoa butter in chocolate formulations. These specialty butters form the foundation for a range of higher-value specialty fat systems manufactured by the Company, including cocoa butter equivalents marketed under its MILCOA platform.

Our expertise in the processing and formulation of tree-borne specialty fats is reflected in our market position. Based on the D&B Report, we are India's largest exporter of tree-borne specialty fats, sal fat, and CBE markets during FY 2025 both by value and volume.

• Fractionation into structural lipid components

Refined specialty butters then undergo fractionation, a controlled crystallisation and separation process through which fats are divided into components based on differences in melting points. This results in the formation of stearin fractions, which represent higher-melting structural fats, and olein fractions, which are lower-melting liquid fractions.

Stearin represents the more solid, higher-melting fraction and serves as an important structural fat used in chocolate, confectionery and bakery formulations. It is also a key intermediate ingredient in the manufacture of cocoa butter equivalents and other specialty fat systems, where its melting profile and crystallisation characteristics contribute to texture, stability and product performance.

Olein represents the more liquid, lower-melting fraction and is valued for its versatility across edible oil, food and industrial applications. Depending on the intended use, olein may be supplied directly to customers or utilised in further processing, enabling value realisation across a broader range of end markets.

• Blending and formulation into cocoa butter equivalents and specialty fats

These intermediate fat fractions may subsequently undergo blending and formulation processes, through which different fat fractions are combined in controlled proportions to achieve targeted melting profiles and crystallisation behaviour. Through this process we manufacture cocoa butter equivalents and other specialty fats, which are engineered to replicate the melting profile, crystallisation behaviour, gloss and structural stability of cocoa butter used in chocolate manufacturing.

Through our integrated processing model, we derive multiple revenue-generating products from the same raw material base, including stearin-based specialty fats and cocoa butter equivalents, olein fractions and other specialty fat products, thereby supporting diversified revenue streams across different specialty fat categories.

In addition, we optimise the utilisation of processing by-products generated during oil extraction, including de-oiled cake, which is supplied to domestic cattle feed manufacturers. The presence of established domestic demand for such by-products enables additional value realisation from raw materials and supports efficient processing economics across our operations. In contrast, certain global cocoa butter equivalent manufacturers rely predominantly on shea-based inputs, where comparable domestic demand for processing residues may be more limited.

2. Advanced cocoa butter equivalent formulations supporting chocolate and confectionery applications

We manufacture cocoa butter equivalents (“CBE”) under our MILCOA platform, which comprise fractionated and structured lipid systems engineered to replicate the crystallisation behaviour, melting characteristics and solid fat content profile of cocoa butter, enabling chocolate manufacturers to maintain desirable sensory and structural characteristics in chocolate products. Certain MILCOA variants are also engineered with higher melting profiles suitable for warm climatic conditions, enabling chocolate products to maintain structural stability during storage and distribution.

Our cocoa butter equivalents are used across a range of chocolate and confectionery applications, including moulded chocolate, chocolate coatings and compound chocolate. Through customised fat systems, we support manufacturers in addressing specific formulation and processing requirements, including solutions designed to enhance texture, improve bloom resistance, optimise processing performance and maintain product consistency across different operating conditions.



Beyond chocolate formulations, MILCOA formulations also serve as the structural fat base for application-specific fat systems used in confectionery fillings, bakery products and spreads. These include centre-filling fats marketed under the MILCOCREAM product line, which are designed for chocolate centre fillings, truffles and bakery applications and exhibit attributes such as sharp melting profiles, enhanced flavour release and strong oil-binding properties, including bake-stable variants used in bakery fillings.

We also manufacture specialty fats under the MILCOSPREAD product line, which are designed for applications such as wafer creams, hazelnut spreads and confectionery spreads, providing smooth texture, temperature tolerance and extended shelf life while remaining compatible with cocoa butter systems.



The use of cocoa butter equivalents in chocolate formulations is supported by the regulatory framework governing chocolate standards in India. Pursuant to amendments to the Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011, notified in May 2017 and effective from January 1, 2018, cocoa butter equivalents derived from specified non-lauric vegetable fats, including sal, mango kernel and kokum, may be used in chocolate products up to 5% of the finished product.

According to the D&B Report, India is yet to fully achieve or utilize the permitted 5 per cent limit for Cocoa Butter Equivalents (CBEs), despite regulatory relaxation. The actual usage of CBEs in chocolate manufacturing remains relatively limited, indicating significant headroom for growth. The D&B Report further notes that there is strong underlying industry demand for CBEs and exotic specialty fats, as they enhance product stability, improve melting characteristics, and extend shelf life in India's tropical climatic conditions.

These industry trends, together with our capabilities in tree-borne specialty fats and cocoa butter equivalent formulations, enable us to support chocolate and confectionery manufacturers across a range of product applications while delivering specialty fat systems designed to meet evolving formulation, processing and climatic requirements.

3. Integrated “Waste-to-Wealth” business model supported by diversified raw material sourcing networks

Our operations are supported by an integrated “waste-to-wealth” sourcing model that enables the conversion of underutilised tree-borne oilseeds into higher-value specialty fat ingredients used across food, confectionery and personal care applications. Through this model, low-value forest produce such as sal seeds, mango kernels, kokum seeds and mowrah seeds in India, and shea nuts sourced from the African shea belt, are aggregated through community-based collection ecosystems and subsequently processed into higher-value specialty fats including cocoa butter equivalents and related lipid systems.

In India, raw materials such as sal seeds, mango kernels, kokum seeds and mowrah seeds are sourced through community-based collection networks spanning forest regions in central and eastern India. These networks involve local forest-dependent and tribal communities, collection agents and aggregators who facilitate the aggregation of dispersed forest produce and its movement through organised procurement channels, enabling access to key raw materials while supporting traceability and supply continuity across the sourcing process.

A similar community-based sourcing ecosystem operates across West Africa for the procurement of shea nuts. Our African sourcing activities are coordinated through our wholly owned subsidiaries and Manorama Africa Limited, a promoter-group controlled entity that is intended to be integrated into the Company as a subsidiary. Manorama Africa Limited serves as the principal procurement platform for sourcing shea nuts across the African shea belt and enables procurement and initial processing activities in proximity to the source of raw materials. In addition, certain subsidiaries recently incorporated in the region, including entities located in Ghana and Nigeria, have been established to support procurement and aggregation activities and to strengthen the Company's sourcing presence across key shea-producing regions. The integration of these sourcing operations into our group structure is expected to strengthen our access to shea-based raw materials, support supply continuity for our manufacturing operations and enhance traceability and quality control across our raw material procurement ecosystem.

A significant portion of sal seed output in India and shea production in Africa remains underutilised relative to the available forest resource base, which may provide opportunities for expansion of raw material procurement as demand for specialty fats continues to grow. India has a substantial untapped potential in tree-borne oilseeds (“TBOs”), with the realizable potential of TBOs such as sal and mango kernel estimated at approximately 3.5 million tonnes annually (*Source: D&B Report*). Similarly, in West and Central Africa, it is estimated that approximately 800,000 tonnes of shea kernels are collected annually, although this represents only a portion of the total potential harvest, as less than half of the shea fruit produced across the shea belt is currently gathered (*Source: D&B Report*).

Access to sourcing networks across both India and West Africa provides geographic diversification of our raw material procurement ecosystem and supports continuity of supply for our manufacturing operations.

Our sourcing approach is grounded in responsible procurement practices that emphasise environmental stewardship and community engagement. Our raw materials are collected from the forest floor, preserving trees and supporting biodiversity while enabling sustainable utilisation of naturally occurring forest resources. Our sourcing ecosystem also supports livelihood opportunities for tribal and rural communities, including women engaged in seasonal collection of forest produce across India and Africa.

We have also committed to implementing No Deforestation, No Peat and No Exploitation (“NDPE”) practices across our global supply chain, reinforcing our focus on traceable and responsible sourcing of raw materials. In addition, our manufacturing operations incorporate environmental management practices including zero liquid discharge systems, water conservation initiatives and the use of biomass-based energy sources at certain facilities.

Sustainability and traceability considerations are increasingly relevant across global agricultural supply chains. Demand for clean labels, sustainable sourcing, and performance is fueling growth in Cocoa Butter Equivalents (CBEs), non-lauric fats, and plant-based lipid solutions. In this context, sourcing ecosystems that incorporate traceability and responsible procurement practices are becoming increasingly relevant for participants in global food ingredient supply chains. The Company’s forest-based sourcing model and responsible sourcing commitments therefore support alignment with these evolving sustainability expectations across international markets.

4. Diversified customer base supported by formulation-driven product integration

We supply our specialty fat ingredients to a large diversified base of domestic and international customers operating across the food, confectionery, chocolate, bakery, dairy and personal care industries. Our customers include manufacturers engaged in the production of chocolate and compound coatings, confectionery products, bakery and frozen dessert products, as well as cosmetics and personal care formulations. Through these relationships, our products are incorporated as ingredient inputs in a wide range of finished consumer products manufactured and distributed across global markets.

The supply of specialty fat ingredients typically involves customer qualification processes that include formulation trials, technical validation and compatibility testing within the customer’s manufacturing systems. Once a specialty fat formulation is approved for use in a particular application, it often becomes embedded within the customer’s product formulation and manufacturing process. As a result, supplier relationships in specialty fat ingredients are characterised by high customer stickiness and recurring supply arrangements, supporting long-term commercial engagement.

Our customer base spans multiple geographies and includes multinational food and consumer product manufacturers as well as regional manufacturers across several international markets. We export our products to customers across regions including Europe, North America, Asia, the Middle East, South America, Africa and Australia. Our ability to supply specialty fat formulations tailored to specific industrial applications enables us to serve a diverse set of customers across product categories and geographic markets.

We continue to expand our customer base through the onboarding of new customers across geographies and end-use industries. The number of customers onboarded during the periods indicated below reflects our ability to broaden our market reach and develop new customer relationships alongside existing recurring business.

Period	Number of Customers onboarded
Financial Year 2024	153
Financial Year 2025	108
Financial Year 2026	99

Through our formulation capabilities, integrated manufacturing operations and global sourcing platform, we are able to support customers in developing application-specific fat systems aligned with their product requirements. We believe that our diversified customer base , continued customer acquisition, ability to develop customised specialty fat formulations, and consistent product quality and supply reliability support our position as a specialty fat ingredient supplier to global food and personal care manufacturers.

5. End-to-end processing capabilities within a single manufacturing ecosystem

Our manufacturing operations are anchored by end-to-end processing capabilities housed within a single manufacturing ecosystem, enabling the conversion of exotic tree-borne oilseeds into cocoa butter equivalents and related products through multiple stages of processing.



Note: As Certified by the Independent Chartered Engineer vide. their certificate dated June 18, 2026.

Our manufacturing facility located at Birkoni, Chhattisgarh, houses a series of interconnected processing operations including seed milling, solvent extraction, refining, fractionation, interesterification, blending and packing, enabling us to process raw oilseeds and convert them into a range of specialty fats and butters tailored to specific industrial applications across the food and personal care industries.

The presence of multiple processing stages within the same manufacturing facility enables operational efficiencies across raw material processing, product formulation and manufacturing consistency. Through this manufacturing structure, we are able to maintain control over product quality and processing parameters while supporting the development of customised specialty fat formulations for industrial customers. This structure also enables efficient utilisation of raw materials across different stages of processing and supports the production of multiple value-added outputs from the same processing chain.

Details of installed capacity, actual production and capacity utilisation across these processing stages are set out below.

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S. No.	Manufacturing Process	Fiscal 2024			Fiscal 2025			Fiscal 2026		
		Installed Capacity (in MTPA)	Actual Production (in MT)	Capacity Utilisation (%)	Installed Capacity (in MTPA)	Actual Production (in MT)	Capacity Utilisation (%)	Installed Capacity (in MTPA)	Actual Production (in MT)	Capacity Utilisation (%)
1	Seed Milling	90,000	28,223	31.36%	90,000	27,968	31.08%	90,000	53,480	59.42%
2	Fractionation-1	15,000	13,224	88.16%	15,000	16,440	109.60% ⁽¹⁾	15,000	16,862	112.41% ⁽¹⁾
3	Fractionation-2 ⁽²⁾	-	-	-	25,000 [@]	8,409	44.85%*	25,000 [§]	15,087	60.35%
4	Refinery 1	15,000	13,863	92.42%	15,000	13,561	90.41%	15,000	14,268	95.12%
5	Refinery-2 & Interesterification ⁽³⁾	-	-	-	30,000	14,407	48.02%	30,000	19,053	63.51%
6	Solvent Extraction Process	90,000	34,201	38.00%	90,000	37,059	41.18%	90,000	42,970	47.74%
7	Packing ⁽⁴⁾	15,000	6,209	41.39%	15,000	9,393	62.62%	30,000	15,523	82.79% [#]

(1) The actual production for Fractionation-1 in Fiscals 2025 and 2026 was more than the assumed capacity of 50 TPD for 300 days. Accordingly, the capacity utilization for Fractionation-1 in Fiscals 2025 and 2026 is more than 100%.

(2) The unit for Fractionation-2 was not operational in Fiscal 2024. The unit was operational in Fiscal 2025 and commenced commercial production in July 2024 with a capacity of 83 TPD.

@The annual installed capacity has been calculated based on an assumed operational period of 300 days per annum and a daily production capacity of 83 MT per day ($300 \times 83 = 24,900$ MT per annum), which has been rounded off to 25,000 MTPA.

* The installed capacity of the facility is 25,000 MTPA on an annualized basis. Since the facility commenced commercial production in July 2024 and was operational for nine months during Fiscal 2025, the effective installed capacity for the period has been proportionately considered at 18,750 MTPA (being $25,000 \text{ MTPA} \times 9/12$) for the purpose of computing capacity utilisation. Accordingly, capacity utilisation has been calculated based on actual production of 8,409 MT during Fiscal 2025 and the proportionate installed capacity available during such period.

(3) The unit for Refinery-2 and Interesterification was not operational in Fiscal 2024. The unit was operational in Fiscal 2025 and the operations commenced in April 2024.

(4) The packing capacity increased from 50 TPD to 100 TPD with effect from January 1, 2026.

The installed packing capacity was 15,000 MTPA from April 2026 to December 2026 and was enhanced to 30,000 MTPA with effect from January 1, 2026. Accordingly, for the purpose of computing capacity utilisation, the effective installed capacity for the Fiscal 2026 has been considered at 18,750 MTPA, comprising 11,250 MTPA (being $15,000 \text{ MTPA} \times 9/12$) and 7,500 MTPA (being $30,000 \text{ MTPA} \times 3/12$). Capacity utilisation has therefore been calculated based on the actual production of 15,523 MT during Fiscal 2026 and the weighted average installed capacity available during such period.

§ The capacity of Fractionation-2 was increased from 25,000 MTPA to 32,500 MTPA through debottlenecking at the end of Fiscal 2026. Accordingly, the installed capacity for Fiscal 2026 has been disclosed as 25,000 MTPA, as the increased capacity was not available during the relevant period

Note: As certified by the Independent Chartered Engineer vide. their certificate dated June 18, 2026

Our manufacturing facility is strategically located in central India with logistical connectivity to major transport corridors and export gateways including the Visakhapatnam and Nhava Sheva Ports, which facilitates the import of raw materials such as shea nuts and supports the export of finished specialty fat products to international markets. Our manufacturing facility is also equipped with warehousing on site, and for any overflow requirements as and when the need arises, we enter into short term lease agreements for surplus warehousing.

Our manufacturing operations are supported by multiple domestic and international certifications relating to food safety, quality management and sustainability standards, including certifications relating to food safety management systems and quality management systems, supporting compliance with international food ingredient standards required by global customers.

Our manufacturing platform is further supported by the MILCOA Research and Development Centre located in our Birkoni manufacturing facility, which is recognised by the Department of Scientific and Industrial Research (“DSIR”), Government of India and undertakes product development, formulation design and application testing across multiple specialty fat categories. Through this facility, our technical teams collaborate with customer research and development teams to develop customised fat systems for chocolate, confectionery, bakery and personal care applications.

The scale of our manufacturing infrastructure, together with continuous investments in processing equipment and product development capabilities, supports our ability to serve customers across multiple international markets and respond to increasing global demand for cocoa butter equivalents and tree-borne specialty fats.

BUSINESS STRATEGIES

Expansion of manufacturing capacity to address growing demand for cocoa butter equivalents and specialty fats

We intend to expand our manufacturing capabilities in order to address the growing global demand for CBE and other specialty fats used across chocolate, confectionery, bakery, dairy and personal care applications. Our expansion strategy is focused on increasing installed capacities across key processing stages and strengthening backward integration in key sourcing regions in order to support anticipated growth in demand from domestic and international customers.

Industry demand for cocoa butter equivalents and specialty fats is expected to grow in the coming years, supported by expansion in global chocolate, confectionery and bakery manufacturing as well as increasing adoption of specialty fats amid cocoa butter price volatility. According to the D&B Report, from CY2025 onwards the market is expected to enter a relatively stronger growth phase, expanding at a higher CAGR of approximately 7.4% through CY2030P, driven by increasing demand for sustainable plant-based specialty fats, rising usage of CBEs amid cocoa price volatility, and expanding applications across food and personal care industries globally.

As a result, industry capacity expansion has not always kept pace with demand growth in certain specialty fat categories, creating opportunities for established manufacturers with processing expertise and global customer relationships.

In recent fiscal years, we have undertaken capacity expansions across key processing stages at our manufacturing facility located at Birkoni, Chhattisgarh. Details of installed capacities across major processes and capacity additions undertaken in recent years are set out below:

(in MTPA)

Particulars	FY 2024	FY 2025	FY 2026	Increase in installed capacity from Fiscal 2024 to Fiscal 2026
Seed Milling	90,000	90,000	90,000	-
Fractionation: SF-1	15,000	15,000	15,000	-
Fractionation: SF-2	NA [#]	25,000	25,000	25,000 MTPA
Refinery-1	15,000	15,000	15,000	-
Refinery-2 and Interesterification*	NA [@]	30,000	30,000	30,000 MTPA
Solvent Extraction	90,000	90,000	90,000	-
Packing	15,000	15,000	30,000	15,000 MTPA

*The process of interesterification is carried out at Refinery 2 in the Manufacturing Unit

#The units were not operational in Fiscal 2024. The unit was operational in Fiscal 2025 and commence commercial production in July 2024 with a capacity of 83 Tonnes per Day (“TPD”)

@ The unit for Refinery-2 and Interesterification was not operational in Fiscal 2024. The unit was operational in Fiscal 2025, and the operations commenced in April 2024.

Note: As certified by the Independent Chartered Engineer vide. their certificate dated June 18, 2026.

We plan to undertake additional capacity expansion initiatives over the next two to three years in a phased manner, including investments in manufacturing capacity and supporting infrastructure. Our proposed expansion initiatives include the establishment of a new manufacturing facility for cocoa butter alternatives (“CBA”) with a planned capacity of approximately 75,000 MTPA, the setting up of a new solvent fractionation manufacturing facility for processing sal, shea, palm, mango, olein and other exotic oilseeds with a planned capacity of approximately 75,000 MTPA, and the establishment of a new refinery manufacturing facility with a planned capacity of approximately 90,000 MTPA.

Through these initiatives, we aim to strengthen our value chain by expanding processing capabilities across key stages including refining, fractionation and specialty fat formulation while improving sourcing access for key raw materials. We believe that these investments will enhance our operational scale, support supply reliability for our global customer base and improve cost efficiencies across our specialty fats platform, while positioning us to meet the anticipated growth in global demand for cocoa butter equivalents and specialty fats.

Investment in research and development to expand specialty fat formulations and application-specific products

We intend to continue strengthening our product development and formulation capabilities to expand our portfolio of specialty fat ingredients. Our development initiatives focus on identifying new applications for cocoa butter equivalents (“CBE”) and exotic specialty fats and butters and developing customised formulations aligned with evolving customer requirements.

In recent periods, we have commercially launched several specialty fat products across confectionery, bakery and frozen dessert applications and have also undertaken the development of additional formulations across filling fats, bakery fats, spreads and coating fats. These include specialty fat systems marketed under the MILCOA product platform, such as filling fats under the Milcocrean range, which are used in confectionery fillings, wafer creams and bakery applications and are formulated to deliver specific functional properties including controlled melting profiles, texture stability, processing compatibility and shelf-life performance in finished products. Selected examples of recently commercialised products and product development initiatives currently under development are set out below.

Recently Commercialised Products

Product	Category / Application
Milcocrean 1059	All-round filling fat used in confectionery fillings
Milcocrean 1068	Bake-stable filling fat for bakery applications
Milcocrean FF69	Wafer cream filling fat
Milcolin R11	Specialty fat for frozen dessert applications
Milcodip MP65	Ice cream coating fat

New Developments

Product / Development	Category / Application
Milcocrean FF77	Palm-based all-round filling fat
Milcocrean TF76	Premium palm-based filling fat
Milcospread TU5	No-palm spread fat developed for export markets
Milcocrean BS65	Bakery shortening for bakery and Indian sweets
Milcoat 58NH	Non-hydrogenated, non-lauric cocoa butter replacer (prototype samples sent to customers)
Milcocrean 1080	Filling fat formulation developed for confectionery applications

Through continued investments in formulation capabilities, application testing and collaborative product development with customers, we seek to expand our portfolio of specialty fat ingredients and develop new application opportunities for cocoa butter equivalents and exotic specialty fats across global food and personal care markets.

Strengthening sourcing capabilities in key raw material regions

A key component of our growth strategy is to strengthen access to raw materials used in the manufacture of specialty fats and cocoa butter equivalents by expanding our sourcing ecosystem across key oilseed producing regions.

Our sourcing platform currently includes procurement networks across forest regions in India for tree-borne oilseeds such as sal, mango kernel, kokum and mowrah seeds, as well as sourcing operations across the African shea belt for shea

nuts. In Africa, we operate through subsidiaries and procurement entities located in multiple countries including Ghana, Nigeria, Togo, Benin, Ivory Coast and Burkina Faso, which support the aggregation and sourcing of shea nuts used in the production of shea butter and specialty fats.

Recent policy developments in certain shea-producing jurisdictions in West Africa have increasingly encouraged local value addition through in-country processing of shea kernels, including through regulatory measures affecting exports of raw kernels. As a result, several global specialty fat manufacturers have adopted localisation strategies by establishing or partnering in processing facilities within West Africa in order to secure access to raw materials and reduce supply chain risks associated with restrictions on raw kernel exports.

In response to these developments, the Company is strengthening its sourcing ecosystem in West Africa through localisation of processing activities in proximity to key sourcing regions. In particular, we intend to strengthen our backward integration through the development of a processing facility in Burkina Faso, which is a key sourcing region for shea nuts in West Africa. The proposed facility is expected to have a planned processing capacity of approximately 90,000 MTPA (both expelling and extraction) and will focus on the procurement and primary processing of shea nuts and mango kernels through our wholly owned subsidiary incorporated in Burkina Faso. This initiative is intended to strengthen our procurement and aggregation capabilities in key shea-producing regions and improve supply chain efficiencies by enabling the export of processed butter and intermediates rather than raw nuts.

Processing raw materials closer to the sourcing regions may also reduce freight costs and improve operational margins, while enhancing supply chain resilience in light of evolving regulatory frameworks governing exports of raw shea nuts in certain African jurisdictions.

Expanding global market presence through international subsidiaries and strategic partnerships

We intend to continue expanding our presence across international markets in order to deepen our participation in the global specialty fats industry and address the growing adoption of cocoa butter equivalents and exotic specialty fats across food, confectionery, chocolate and personal care applications.

We currently export our products to customers across multiple international markets including Europe, North America, Asia, the Middle East, South America, Africa and Australia. Our international operations are supported by subsidiaries and trading platforms located across key markets which facilitate customer engagement, distribution and market development.

Our wholly owned subsidiary Manorama Latin America LTDA has been established to strengthen our presence in Latin American markets.

As part of our strategy to deepen our presence in international markets, we have also entered into a strategic partnership with Dekel Agri-Vision plc for the production of cocoa butter equivalents and specialty fats in Brazil. Through this partnership, the Company intends to leverage Dekel's processing infrastructure located in Itápolis, São Paulo, while supplying specialty raw materials required for the manufacture of cocoa butter equivalents and related specialty fats.

The partnership enables the Company to expand its manufacturing footprint in Latin America while supporting supply to customers in the region and strengthening its participation in the global specialty fats value chain.

Through these initiatives, we seek to strengthen our global distribution network, deepen relationships with international customers and expand the adoption of cocoa butter equivalents and specialty fats across global food and personal care industries.

Optimisation of operational efficiency across the integrated value chain

We seek to continue improving operational efficiencies across our sourcing, processing and manufacturing operations. Our operations span multiple stages of the specialty fats value chain, including procurement of tree-borne oilseeds, seed processing, extraction, refining, fractionation and the formulation of specialty fat ingredients. Through this operating model, we aim to optimise resource utilisation, improve production efficiencies and enhance supply reliability for our customers.

Our focus on operational efficiency includes initiatives aimed at improving plant utilisation, enhancing process efficiencies across refining, fractionation and interesterification operations, and optimising logistics and procurement networks across India and international sourcing locations. We also seek to leverage economies of scale as we expand

our manufacturing capacities and strengthen our sourcing networks for key raw materials such as sal seeds, mango kernels and shea nuts.

In addition, we seek to enhance value realisation from intermediate streams generated during processing. For example, certain by-products and intermediates such as olein fractions may be further processed or blended to create additional value-added products, enabling us to optimise raw material utilisation and improve overall product yield.

We also continue to invest in process automation and digital monitoring systems across our manufacturing operations, including supervisory control and data acquisition (“SCADA”) systems that support real-time monitoring and control of processing parameters. These systems enable improved production planning, process consistency and operational visibility across key manufacturing stages.

Further, we focus on strengthening production planning, quality systems and supply chain coordination in order to support consistent product performance and timely delivery of specialty fat ingredients to customers across domestic and international markets. Through these initiatives, we aim to maintain operational discipline, optimise cost structures and support the scalable growth of our specialty fats platform.

INDUSTRY OVERVIEW

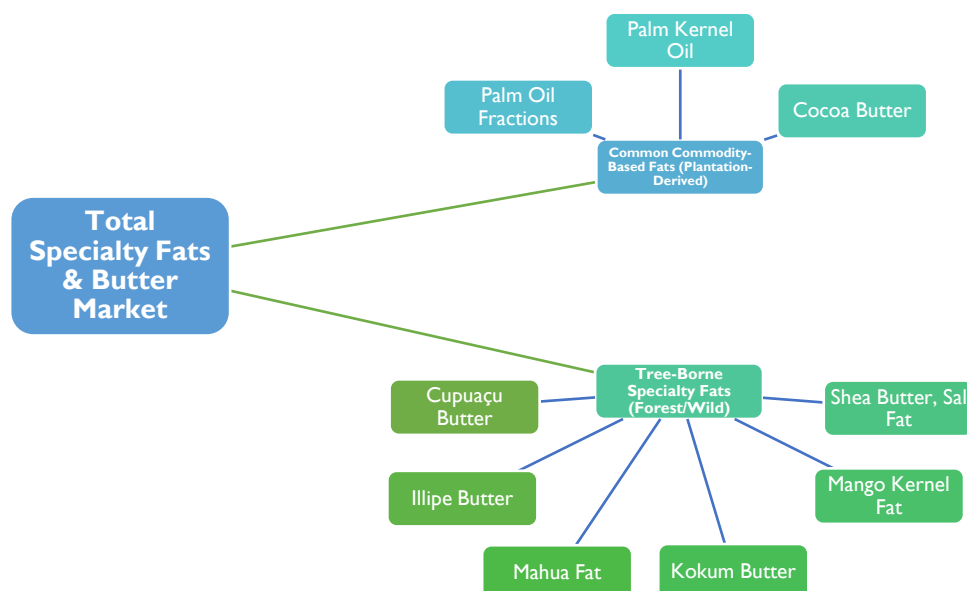
Total Specialty Fats & Butter: Market Scenario

Brief insight on Total Specialty Fats & Butter

The total specialty fats and butter market represents a specialised industrial segment within the broader edible oils and fats industry, focused on producing structured, functional lipids for B2B applications across confectionery, bakery, dairy alternatives, and personal care sectors. The broader specialty fats market adopts a dual-layered valuation approach to capture the full industrial reality of the sector. At the first level, it includes both common commodity-based fats such as palm, soybean, and hydrogenated fats, and tree-borne exotic specialty fats including sal, mango kernel, shea, and kokum. Together, these raw material streams form the foundation for producing high-value functional fats used as technical alternative for premium fats like cocoa butter and milk fat.

The market largely comprises specialty vegetable fats that are processed, fractionated, and blended to deliver specific performance characteristics required by industrial users. These fats are designed to provide the desired texture, melting profile, stability, and shelf life in applications such as chocolates, compound coatings, bakery products, fillings, and plant-based dairy products. Key products within the market include cocoa butter alternatives (such as CBE¹ and CBS²) and dairy fat replacers, which are widely used by manufacturers as functional and cost-efficient substitutes for traditional fats.

The scope of this market excludes liquid cooking oils and unprocessed edible oils, as it focuses on value-added, solid and semi-solid functional fats supplied primarily to industrial customers rather than for direct household consumption.



Source: Dun & Bradstreet Research

Specialty Fats: Raw Material, Technical & Application Mapping

The specialty fats market is supported by a diverse base of plantation-derived and tree-borne raw materials, each offering distinct fatty acid profiles and functional properties. The table below summarises key raw materials, their sources, and typical industrial applications.

-
- ¹ Cocoa Butter Equivalents
 - ² Cocoa Butter Substitutes

Fat / Butter	Raw Material Category	Botanical Source	Key Fatty Acid Profile (General Trend)	Typical Classification	Key Applications	Key Availability Regions / Countries
Shea Butter	Tree-Borne (Wild Forest)	Vitellaria paradoxa	High Stearic & Oleic	CBE ³	Chocolate, confectionery, cosmetics	Ghana, Nigeria, Burkina Faso, Mali (West Africa)
Sal Fat	Tree-Borne (Forest)	Shorea robusta	High Stearic	CBE	Chocolate fat blends	India (Madhya Pradesh, Jharkhand, Chhattisgarh, Odisha), Nepal
Mango Kernel Fat	Tree-borne (Fruit By-product)	Mangifera indica	High Stearic & Oleic	CBE	Chocolate compounds	India, Indonesia, Thailand, Philippines
Kokum Butter	Tree-Borne (Regional Forest)	Garcinia indica	Very High Stearic	CBE (Hard stock)	Confectionery, pharma	India (Madhya Pradesh, Maharashtra, Goa, Karnataka)
Mahua (Mowrah)	Tree-Borne (Forest)	Madhuca longifolia	Stearic & Oleic	CBE / Soap stock	Chocolate blends, soap	India (Central & North India)
Illipe (Borneo Tallow)	Tree-Borne (Tropical Forest)	Shorea stenoptera	High Symmetrical Triglycerides	CBE	Premium chocolate	Indonesia (Borneo), Malaysia
Palm Oil Fractions & Palm Kernel Oil	Plantation Crop	Elaeis guineensis	Palmitic-rich	CBS ⁴ / CBR ⁵	Compound chocolate	Indonesia, Malaysia, Thailand, Nigeria
Palm Kernel Oil	Plantation Crop	Elaeis guineensis	Lauric-rich	CBS (Lauric)	Coatings, confectionery	Indonesia, Malaysia
Cocoa Butter	Plantation Crop	Theobroma cacao	Balanced Stearic, Palmitic, Oleic	Base Reference	Real chocolate	Côte d'Ivoire, Ghana, Indonesia, Ecuador
Cupuaçu Butter	Exotic Forest	Theobroma grandiflorum	Oleic-rich	CBE / Cosmetic / Niche	Premium blends (chocolate, confectionery, cosmetics)	Brazil (Amazon region), Colombia, Peru, Bolivia

Source: Dun & Bradstreet Research

The specialty fats and butter market is supported by the expansion of the global confectionery and compound chocolate industry, increasing consumption of processed and bakery products, and rising demand for plant-based and dairy-alternative formulations. Urbanisation, premiumisation of packaged foods, and the need for heat-stable chocolate and coating systems in tropical markets further support the adoption of structured vegetable fats. In addition, manufacturers increasingly utilise specialty fats to achieve formulation flexibility, cost optimisation, and consistent product performance across diverse climatic and distribution conditions.

While demand growth across confectionery, bakery, and dairy-alternative segments provides the consumption base for specialty fats, the structural expansion of the market is closely linked to the functional and economic role these fats play in optimising or partially replacing traditional fats such as cocoa butter and milk fat. **Cocoa butter**, although valued for its melting profile and sensory characteristics, is subject to **supply concentration, price volatility, and climatic dependency on cocoa-producing regions**. Similarly, milk fat may present cost and formulation limitations in certain processed food applications. Consequently, food manufacturers increasingly rely on structured vegetable fats that can deliver comparable functional performance while offering improved cost stability and formulation control.

Specialty fats, including cocoa butter equivalents (CBE), cocoa butter substitutes (CBS), cocoa butter replacers (CBR), and dairy fat replacers, are engineered to achieve specific melting behaviour, solid fat content, and crystallisation characteristics suited to industrial processing requirements. These fats enable manufacturers to enhance heat resistance, improve shelf stability, and maintain product consistency during storage and distribution, particularly in warm and emerging markets. From an economic perspective, the use of structured vegetable fats allows manufacturers to balance

- ³ Cocoa Butter Equivalents
- ⁴ Cocoa Butter Substitutes
- ⁵ Cocoa Butter Replacer

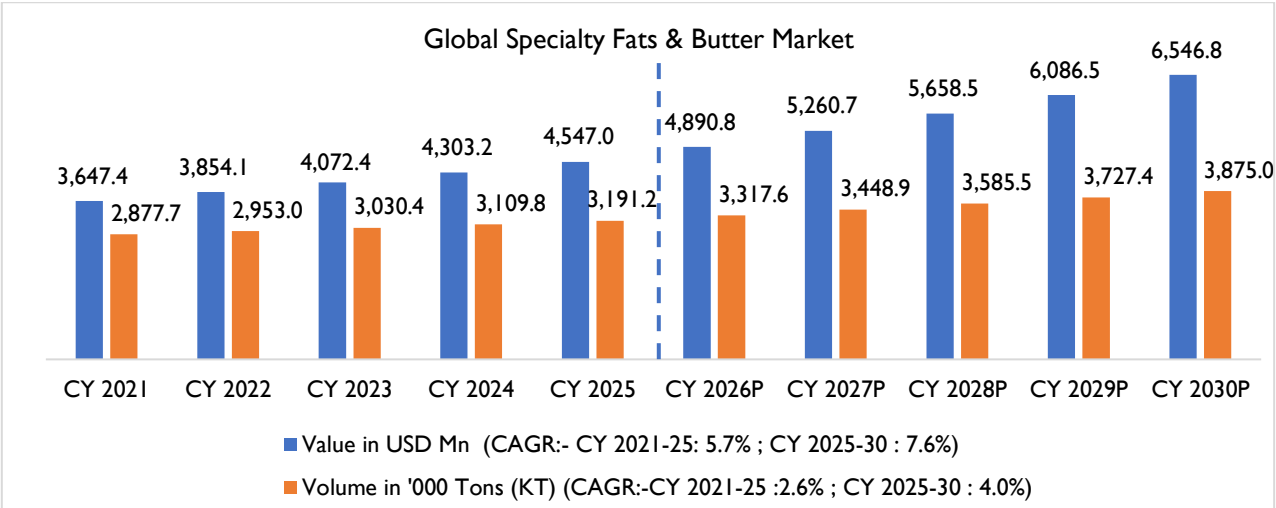
product performance with input cost management while maintaining compliance with applicable food standards and labelling requirements.

As a result, specialty fats function not only as substitutes for traditional fats but also as engineered ingredients that support large-scale industrial production, product standardisation, and margin optimisation across confectionery, bakery, dairy-alternative, and related food sectors.

Market Scenario

Global Specialty Fats & Butter Market Size

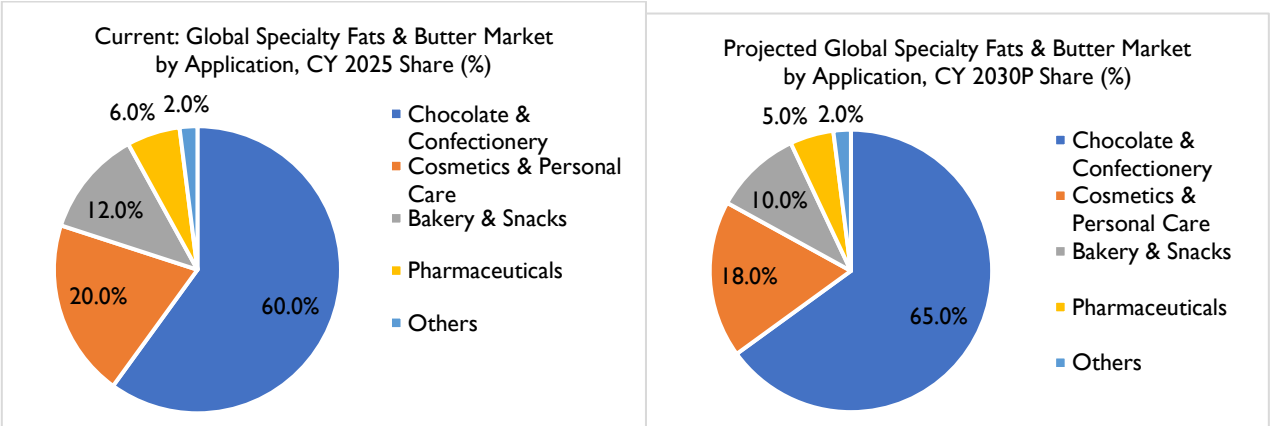
The global specialty fats and butter market has demonstrated a steady upward trajectory over the historical period and is projected to continue expanding through CY 2030P. Market value increased from approximately USD 3,647.4 million in CY 2021 to around USD 4,547.0 million in CY 2025 and is further projected to reach about USD 6,546.8 million by CY 2030P, reflecting sustained demand across confectionery, bakery, and processed food manufacturing applications.



Source: Dun & Bradstreet Research

In volume terms, the market is estimated to grow from approximately **2,877.7 thousand tonnes in CY 2021** to around **3,875.0 thousand tonnes by CY 2030P**, indicating consistent consumption growth across both developed and emerging markets. The gradual expansion in value alongside steady volume growth suggests stable demand conditions and incremental value addition within specialty fat formulations over the forecast period.

End user Market Segmentation of Global Specialty Fats & Butter Market:

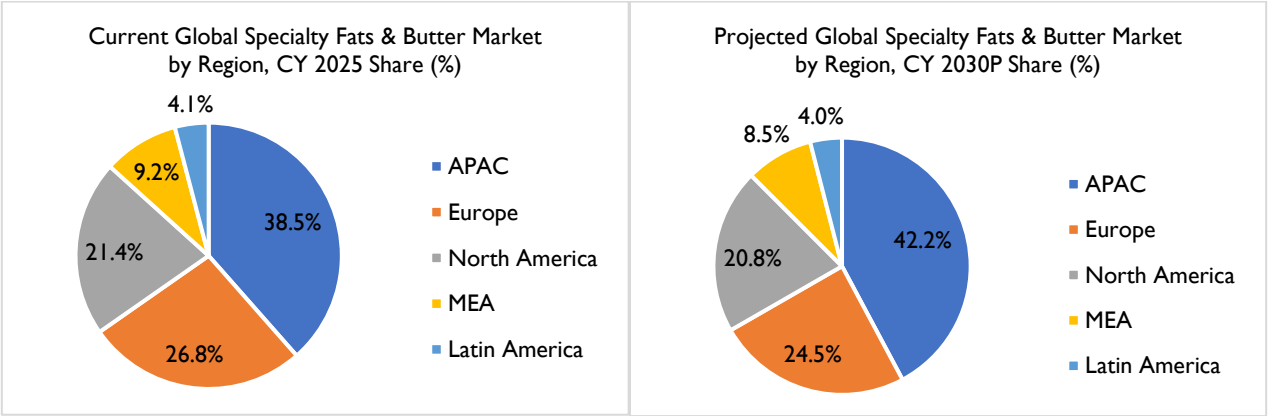


Source: Dun & Bradstreet Research

In CY 2025, chocolate and confectionery account for the largest share of the global specialty fats and butter market at approximately **60.0%**, reflecting the central role of specialty fats in compound chocolate, coatings, and confectionery formulations. Cosmetics and personal care represent around **20.0%** of demand, supported by the use of natural butters such as shea and mango in skincare and haircare products. Bakery and snacks account for roughly **12.0%**, driven by demand for specialty shortenings, fillings, and cream fats, while pharmaceuticals and other niche applications together comprise a smaller share as per primary survey/research.

By CY 2030P, chocolate and confectionery are projected to strengthen their dominance, accounting for around **65.0%** of the market, supported by structural changes in global cocoa supply and increasing use of cocoa butter equivalents and substitutes to manage price volatility. Cosmetics and personal care are projected to account for approximately **18.0%** of demand. Bakery and snacks are expected to hold around **10.0%** share. Overall, demand across segments is expected to be supported by functional performance requirements, regulatory trends, and evolving consumer preferences toward plant-based and sustainable ingredients.

Regional Distribution in Global Specialty Fats & Butter Market:



Source: Dun & Bradstreet Research

Asia Pacific remains the largest and fastest-growing region in the global specialty fats and butter market, accounting for around 38.5% of demand in CY 2025 and projected to increase to approximately 42.2% by CY 2030P. The region continues to dominate due to its dual role as both a major production base for tree-borne fats such as sal, mango, and kokum and a large consumption market for confectionery and bakery products.

Europe and North America represent mature markets with established processing industries, though their relative shares are expected to moderate slightly as growth in Asia Pacific outpaces developed regions. In Europe, regulatory developments such as the EUDR⁶ (Deforestation Regulation) are encouraging a shift toward traceable tree-borne fats alongside conventional palm-based inputs. The Middle East & Africa region continues to see demand for high-melting-point specialty fats due to climatic conditions that require improved shelf stability in non-refrigerated retail environments, while Latin America maintains a smaller but stable share supported by confectionery processed food production.

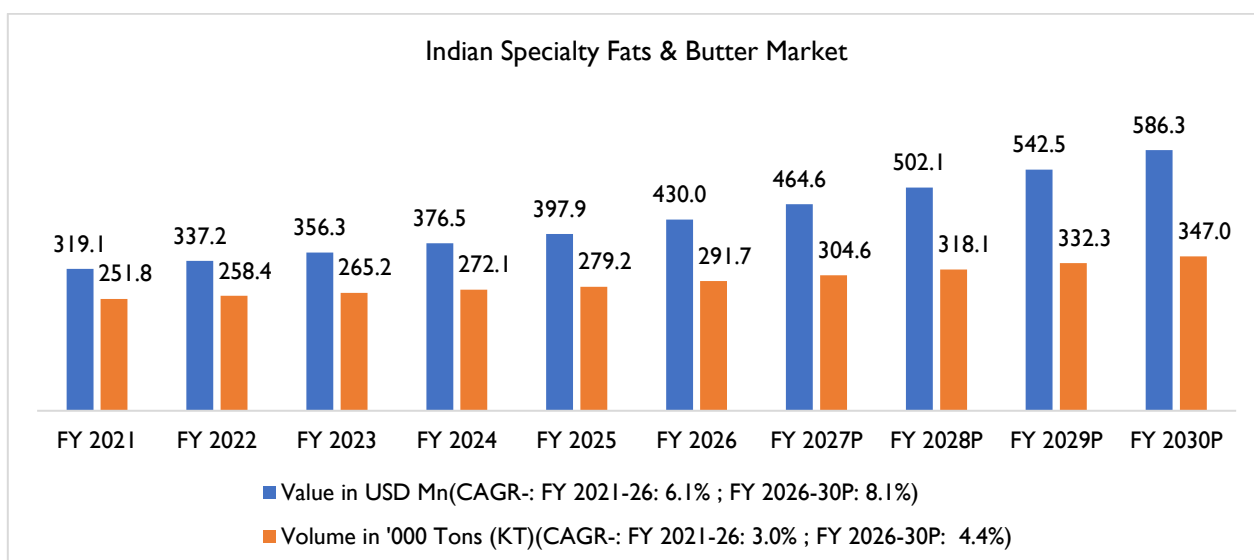
Domestic Market Growth Scenario

Indian Specialty Fats & Butter Market Size

The Indian specialty fats and butter market has demonstrated steady expansion over the historical period and is projected to continue growing through FY 2030P, supported by rising demand from confectionery, bakery, and processed food manufacturing. Market value is estimated to increase from approximately USD 319.1 million in FY 2021 to around USD 586.3 million by FY 2030P, while volumes are projected to rise from about 251.8 thousand tonnes to approximately 347.0 thousand tonnes over the same period. Growth is supported by increasing use of structured vegetable fats in compound chocolate, bakery fillings, and industrial food formulations. Cocoa price volatility and evolving ESG⁷-linked sourcing and sustainability regulations are also influencing formulation strategies, encouraging manufacturers to adopt specialty fat systems that offer greater cost stability and traceability.

• ⁶ European Union Deforestation Regulation

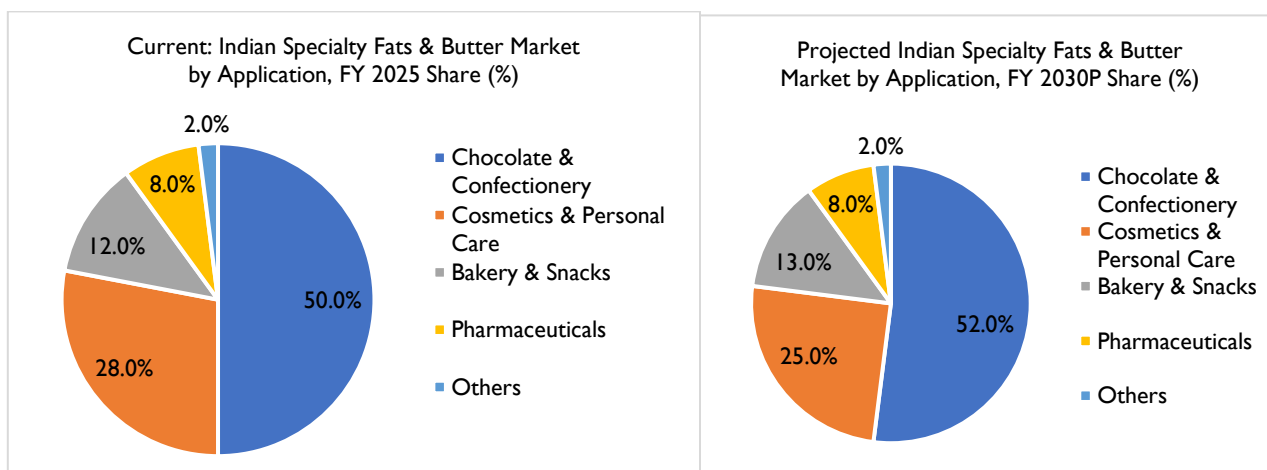
• ⁷ Environmental, Social, and Governance



Source: Dun & Bradstreet Primary Research

Going forward, demand is expected to remain strong due to the technical role of specialty fats in delivering required melting profiles, shelf stability, and product consistency across diverse climatic conditions. Expansion of organised food processing, increasing compound chocolate production, and the need for performance-driven fat systems in industrial applications are expected to support continued growth in the Indian specialty fats market over the forecast period.

End user Market Segmentation of India Specialty Fats & Butter Market:



Source: Dun & Bradstreet Research

The end-user segmentation of the Indian specialty fats and butter market indicates that **chocolate & confectionery remains the dominant application**, accounting for approximately **50.0% share in FY 2025**, and is projected to further strengthen to around **52.0% by FY 2030P**. This dominance is driven by rising consumption of premium chocolates, increasing demand for cocoa butter equivalents (CBEs), and expansion of organized confectionery manufacturing in India. **Cosmetics & personal care** represents the second-largest segment, contributing nearly **28.0% in FY 2025**, though it is expected to moderately decline to **25.0% by FY 2030P**, reflecting relatively slower growth compared to food applications despite steady demand for specialty fats in creams, lotions, and personal care formulations.

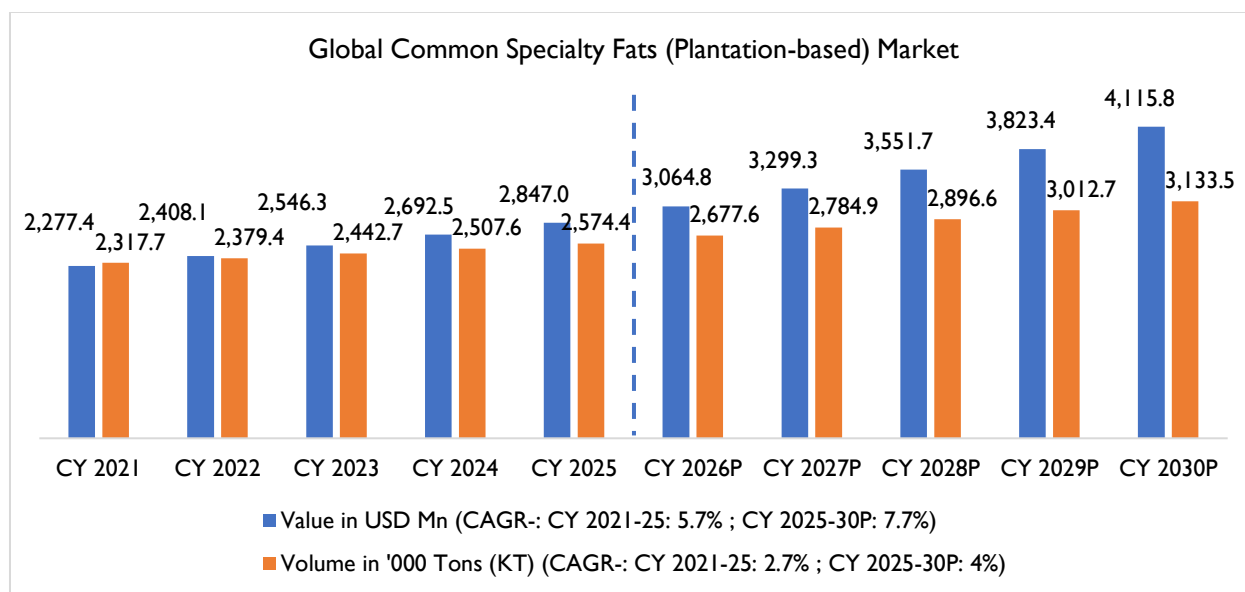
Bakery & snacks is projected to witness gradual expansion, increasing from about **12.0% in FY 2025 to 13% by FY 2030P**, supported by growth in processed food consumption, urbanization, and demand for convenience products. The **pharmaceutical segment** remains relatively stable at around **8.0%**, indicating consistent but niche usage of specialty fats in formulations and drug delivery systems. Meanwhile, the **others category continues to hold a marginal share of approximately 2.0%**, reflecting limited but specialized industrial applications.

Common Specialty Fats (Plantation-based)

Common specialty fats derived from plantation crops constitute a key segment within the global specialty fats and butter market accounting for an estimated ~62% share of total specialty fats market revenue. These fats are primarily sourced from oil-bearing crops cultivated under organised agricultural systems, particularly oil palm and cocoa, across tropical regions such as Southeast Asia, West Africa, and parts of Latin America. The structured cultivation and established processing infrastructure associated with plantation crops enable consistent raw material availability, quality standardisation, and scalable production, supporting their widespread use in industrial food manufacturing.

Global Common Specialty Fats (Plantation-based) Market Growth

The Global Common Specialty Fats (Plantation-based) market has exhibited steady growth over the historical period and is projected to maintain an upward trajectory through CY 2030P. Market value increased from USD 2,277.4 million in CY 2021 to USD 2,847.0 million in CY 2025, reflecting stable demand across confectionery, bakery, and processed food applications. Over the same period, volume expanded from 2,317.7 KT to 2,574.4 KT, indicating consistent consumption growth rather than purely price-led expansion. The parallel movement of value and volume suggests structurally healthy demand, supported by rising usage of plantation-based fats such as palm-derived specialty fractions in chocolate and food formulations.



Source: Dun & Bradstreet Research

Palm oil fractions and palm kernel oil account for the majority of demand within this segment, given their availability, cost efficiency, and suitability for compound chocolate coatings, fillings, and bakery products. The expansion of organised food processing capacity, increasing production of compound chocolate, and steady growth in packaged food consumption are expected to support continued demand for plantation-based specialty fats in India.

Raw Material/Source % Share Table: Global

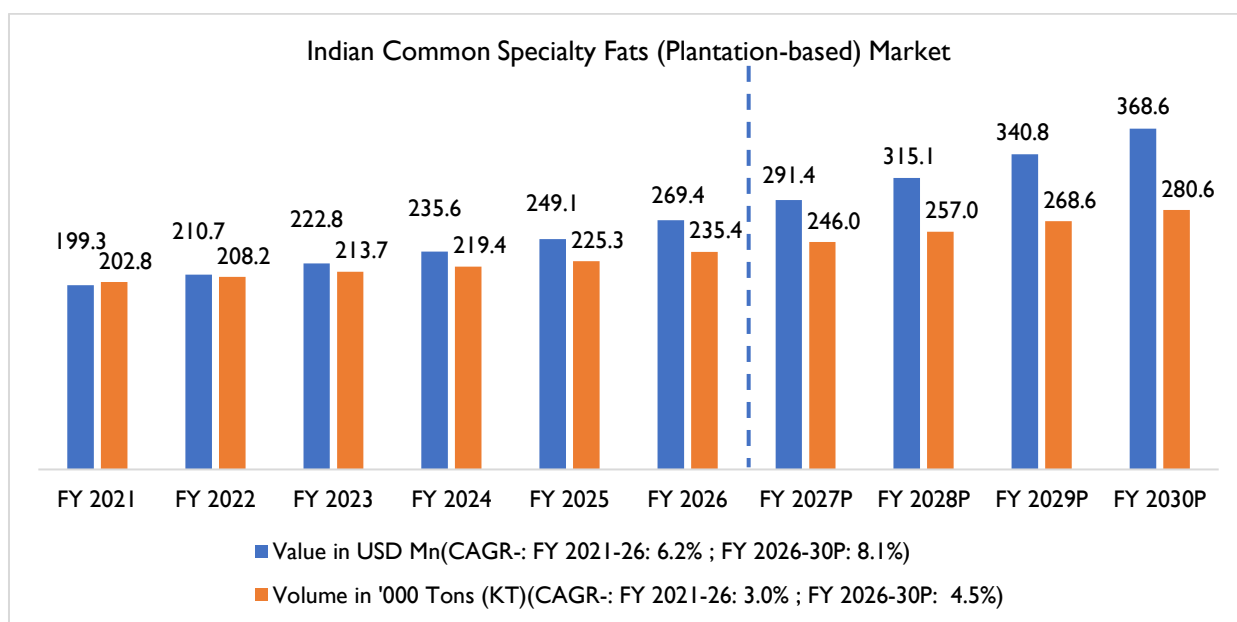
Raw Material	Value in USD Million in CY 2025	% share in CY 2025	Vol in Tonnes in CY 2025	% share in CY 2025	Value in USD Million in CY 2030P	% share in CY 2030P	Vol in Tonnes in CY 2030P	% share in CY 2030P
Palm-Based Sources	2830.00	99.40%	2572.73	99.94%	4091.26	99.40%	3132.00	99.94%
Cocoa Butter	17.00	0.60%	1.62	0.06%	24.58	0.60%	2.00	0.06%

Source: Dun & Bradstreet Research

The global raw material mix for olein is overwhelmingly dominated by palm-based sources, which account for approximately 99.40% share by value and 99.94% by volume in CY 2025, highlighting the near-total dependence of the olein market on palm oil derivatives. Cocoa butter contributes a negligible share of less than 1%, both in value and volume terms.

Indian Common Specialty Fats (Plantation-based)

Within India's plantation-derived specialty fats segment, palm-based inputs constitute the dominant raw material base, while cocoa butter represents a smaller but functionally important component.



Source: Dun & Bradstreet Research

The India plantation-based specialty fats market has exhibited consistent growth over the historical period and is projected to continue expanding through FY 2030P. Both value and volume demonstrate a steady upward trajectory, reflecting increasing domestic demand for compound chocolate, bakery coatings, and industrial fat systems. The widening gap between value and volume growth also indicates gradual value accretion within the segment.

Tree-borne Specialty Fats & Butter: Market Scenario

Insight on tree-born specialty fats & butter, focusing on its composition, functionality, and benefits

Tree-borne specialty fats & butter are plant-based fats extracted from the seeds, nuts, or kernels of trees such as shea, sal, mango, kokum, and illipe, accounting for an estimated **~37% share of total specialty fats market revenue**. These fats are widely used across food, confectionery, bakery, and personal care industries due to their ability to deliver controlled texture, defined melting behaviour, and high product stability. Owing to these functional attributes, they are increasingly positioned as effective alternatives to cocoa butter and certain conventional vegetable fats.

These fats are classified as “specialty” because they are carefully selected or processed to meet specific end-use requirements, including sharp melt profiles in chocolate products and smooth, creamy mouthfeel in bakery fillings and spreads. In the food industry, tree-borne fats play a crucial role in applications such as chocolate coatings, compound chocolates, creams, and confectionery fillings, while in the personal care sector they are valued for their emollient, moisturizing, and skin-conditioning properties.

From a compositional standpoint, tree-borne specialty fats & butter primarily consist of triglycerides rich in saturated and monounsaturated fatty acids, particularly stearic acid and oleic acid. This fatty acid profile closely mirrors that of cocoa butter, enabling similar crystallization behaviour and melting performance. As a result, these fats remain solid at ambient temperatures yet melt near body temperature, making them well suited for texture-sensitive and sensory-driven applications.

Functionality of Tree-Borne Specialty Fats & Butter:

- Controlled Melting Behaviour:** Tree-borne specialty fats are designed to melt close to body temperature, providing a clean melt-in-mouth sensation. This property is especially critical in chocolate and confectionery products, where rapid melting without greasiness is essential. Their stable melting range ensures consistent sensory performance across batches.
- Texture and Mouthfeel Enhancement:** These fats contribute to a smooth, creamy, and rich texture, improving the overall eating experience. They help reduce waxiness and graininess in food products, particularly in coatings and fillings. This functionality supports premium positioning in confectionery and bakery items.
- Crystallization and Structural Stability:** Tree-borne fats exhibit predictable crystallization behaviour, which is crucial for product shape, snap, and appearance. In chocolates, this helps maintain gloss and firmness over shelf life. Their structural stability also minimizes fat bloom under controlled storage conditions.

- **Processing Compatibility:** These fats are compatible with existing industrial processing techniques, such as moulding, enrobing, and extrusion. Their thermal stability allows manufacturers to maintain operational efficiency without major changes to processing parameters, reducing production complexity.
- **Blending and Formulation Flexibility:** Tree-borne specialty fats can be blended with other vegetable fats to achieve customized functional profiles. This flexibility allows manufacturers to tailor melting point, hardness, and texture to suit diverse end-use applications across food and non-food sectors.

Benefits of Tree-Borne Specialty Fats & Butter:

- **Alternative to Cocoa Butter:** One of the key benefits is their ability to function as cocoa butter equivalents or improvers, reducing dependence on cocoa butter supply. This helps manufacturers manage raw material cost volatility while maintaining comparable product quality. It also supports scalability in chocolate production.
- **Plant-Based and Clean-Label Appeal:** Being derived from natural tree sources, these fats align well with plant-based, vegan, and clean-label trends. Their natural origin enhances consumer acceptance, particularly in premium and health-conscious product segments.
- **Improved Shelf Life and Stability:** Tree-borne fats offer better oxidative and thermal stability compared to some conventional vegetable oils. This enhances shelf life and reduces the risk of rancidity, especially in warm climatic conditions. Improved stability supports wider geographic distribution.
- **Sustainability and Ethical Sourcing Potential:** Many tree-borne fats are sourced from wild or agro-forestry systems, supporting rural livelihoods and biodiversity. Ethical sourcing initiatives can enhance sustainability credentials and align with ESG goals of food and personal care companies.
- **Versatility across Industries:** Beyond food applications, these fats are widely used in cosmetics and personal care products for their moisturizing and texture-enhancing properties. This cross-industry applicability increases demand resilience and broadens commercial opportunities.

Types of tree-born specialty fats & butter

Tree-borne specialty fats and butters are derived from the seeds, kernels, or nuts of specific trees and are processed to meet functional requirements across food, confectionery, bakery, personal care, and allied applications. Depending on the source, each butter exhibits distinct fatty acid composition, melting characteristics, and structural properties, making them suitable for different end uses.



➤ Shea Butter:

Shea butter is derived from the kernels of the *Vitellaria paradoxa* tree and is one of the most widely used tree-borne specialty butters globally. It is typically sourced through forest-based collection systems and is characterised by a balanced fatty acid composition that provides a semi-solid structure and controlled melting behaviour. Owing to its structural compatibility with cocoa butter, shea butter is widely used in confectionery coatings, chocolate analogues, and bakery fat formulations. It is also extensively used in personal care and cosmetic products due to its stability and emollient properties, supporting its role as a core tree-borne specialty fat across both food and non-food applications.

➤ Mango Butter:

Mango butter is extracted from the kernels of mango seeds, which are generated as a by-product of mango processing, thereby supporting value-added utilisation of agricultural waste. It exhibits a smooth texture and stable melting profile, making it suitable for use in confectionery fillings, compound chocolates, and bakery creams where consistency and shelf stability are required. Its relatively neutral flavour and compatibility with other vegetable fats allow it to be incorporated into customised fat blends for industrial food applications. Mango butter is also used in personal care formulations due to its smooth consistency and resistance to oxidation.

➤ **Sal Butter:**

Sal butter is obtained from the seeds of the *Shorea robusta* tree and is recognised for its relatively harder fat profile and higher melting point compared with other tree-borne butters. These characteristics make it suitable for applications requiring enhanced structural strength and thermal stability. In food applications, sal butter is commonly used in chocolate analogues, confectionery coatings, and bakery shortenings, particularly in formulations intended for warmer climatic conditions. It is often blended with softer fats to achieve desired melting characteristics while maintaining product firmness and stability during storage and distribution.

➤ **Kokum Butter:**

Kokum butter is extracted from the seeds of the *Garcinia indica* tree and is known for its high hardness and sharp melting profile. It remains solid at relatively higher temperatures, making it suitable for structured fat systems and heat-resistant confectionery products. The butter is frequently blended with softer fats to fine-tune texture and melting behaviour in industrial formulations. In addition to food applications, kokum butter is also used in cosmetic products such as lip balms and body butters, where its stability and non-greasy feel support formulation performance.

➤ **Phulwara Butter:**

Phulwara butter is derived from the seeds of the *Madhuca butyracea* tree and exhibits a semi-solid consistency with balanced melting behaviour. Its fatty acid composition supports both spread ability and structural stability, allowing it to be incorporated into bakery fats, confectionery blends, and specialty fat formulations. The butter integrates well with other vegetable fats, enabling manufacturers to adjust melting point and firmness based on end-product requirements. It is also used in personal care formulations due to its emollient characteristics and formulation stability.

➤ **Other Tree-Borne Specialty Butters:**

In addition to the major tree-borne fats, other specialty butters such as illipe, mahua, and dhupa are used across industrial applications. These fats offer a range of melting profiles and structural properties, allowing them to be incorporated into customised specialty fat blends. Illipe butter, in particular, demonstrates crystallisation behaviour similar to cocoa butter and is used in high-quality confectionery formulations, while mahua butter contributes softer texture in blended systems. The availability of multiple tree-borne fats provides flexibility in sourcing and formulation, supporting their continued use across confectionery, bakery, and personal care industries.

Fractionation of tree-borne specialty fats & butter: Olein & Stearin

Fractionation is a key **processing step** used in the manufacturing of tree-borne specialty fats and butters, whereby natural fats, extracted from tree seeds and kernels are separated into distinct fractions based on their melting behaviour and crystallisation characteristics. This process enables the conversion of a single natural fat into multiple functional ingredients, each suited for specific industrial applications. **Fractionation** is typically carried out through controlled cooling and filtration without altering the chemical structure of the fat. Tree-borne fats such as shea, sal, mango, kokum, and phulwara naturally contain a mixture of triglycerides with varying melting points.

Through fractionation, these fats are separated into olein (liquid fraction) and stearin (solid fraction). The process enhances consistency, improves functional performance, and allows manufacturers to tailor fat characteristics such as hardness, melting range, and stability for targeted end uses. *The ability to fractionate tree-borne fats is particularly important for specialty fat manufacturers, as it enables efficient utilisation of raw materials and supports the development of value-added products such as cocoa butter equivalents, bakery fats, confectionery coatings, and cosmetic ingredients.* Fractionation also improves supply flexibility by allowing different fractions to be blended or sold independently, depending on market and application requirements.

➤ **Olein Fraction:** Olein represents the softer or liquid fraction obtained during fractionation and contains a higher proportion of lower-melting triglycerides. It remains fluid or semi-fluid at room temperature and is used in bakery formulations, spreads, and specialty fat blends where smooth texture and ease of handling are required. Olein fractions are also used in personal care and cosmetic formulations due to their compatibility with other oils and stable performance in blended systems.

➤ **Stearin Fraction:** Stearin is the solid, higher-melting fraction rich in saturated triglycerides, providing firmness and structural strength. It is widely used in confectionery coatings, chocolate analogues, and bakery shortenings where hardness, snap, and thermal stability are required. Stearin fractions from tree-borne fats such as shea, sal, mango kernel, and illipe are important building blocks in the manufacture of cocoa butter equivalents and structured specialty fat blends.

In addition to producing olein and stearin fractions, fractionation of tree-borne specialty fats yields **structured triglyceride fractions enriched in specific symmetric triacylglycerols such as POS (palmitic-oleic-stearic) and SOS (stearic-oleic-stearic)**. These triglyceride profiles closely resemble those found in cocoa butter and are critical in

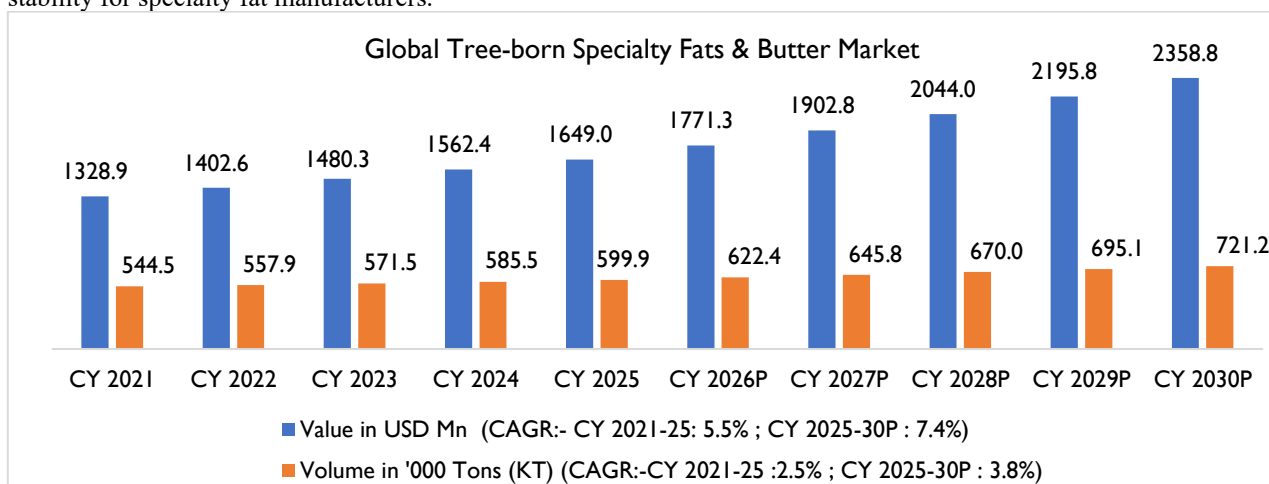
achieving similar crystallisation behaviour, melting characteristics, and sensory performance required in chocolate and confectionery applications. The stearin fractions derived from exotic tree-borne oils such as shea, sal, mango kernel, and illipe are therefore widely used as key building blocks in the manufacture of cocoa butter equivalents and other structured specialty fats.

Strategic Importance of Fractionation

- **Product Diversification and Value Addition:** Enables conversion of a single tree-borne fat into multiple functional fractions, enhancing value realisation.
- **Customised Functional Performance:** Supports precise control over melting point, hardness, and texture for application-specific formulations such as cocoa butter equivalents and bakery fats.
- **Operational and Supply Flexibility:** Allows independent or blended sale of fractions, improving responsiveness to market demand.
- **Enhanced Climatic Stability:** Provides high-melting stearin and fluid olein fractions suited for varied storage and distribution conditions.
- **Efficient Raw Material Utilisation:** Optimises use of tree-borne fats, supporting cost efficiency and sustainable processing practices.

Global Tree-born Specialty Fats & Butter Market Growth

The global tree-borne specialty fats & butter market grew steadily from USD 1,328.9 Million in CY 2021 to USD 1,649.0 Million in CY 2025, registering a CAGR of ~5.5%, while market volume increased from 544.5 KT to 599.9 KT at a CAGR of ~2.5%. The relatively higher growth in market value compared to volume indicates improving realization levels and rising demand for value-added specialty fat products across chocolate & confectionery, bakery, cosmetics, and personal care applications. Market growth during the historical period was supported by increasing adoption of cocoa butter equivalents (CBEs), along with the availability of diverse tree-borne oilseed resources across multiple geographies, which supports a relatively lower structural risk of raw material non-availability and provides supply stability for specialty fat manufacturers.



Source: Dun & Bradstreet Research

Going forward, the market is projected to grow at a stronger pace, reaching USD 2,358.8 Million by CY 2030P from USD 1,649.0 Million in CY 2025, reflecting a CAGR of ~7.4%, while volume is expected to grow from 599.9 KT to 721.2 KT at a CAGR of ~3.8%. Growth is expected to be driven by increasing demand for sustainable plant-based specialty fats, rising usage of CBEs amid cocoa price volatility, and expanding applications across food and personal care industries globally.

Raw Material/Source % Share Table: Global

Raw Material	Value in USD Million in CY 2025	% share in CY 2025	Vol in Tonnes in CY 2025	% share in CY 2025	Value in USD Million in CY 2030P	% share in CY 2030P	Vol in Tonnes in CY 2030P	% share in CY 2030P
Shea Butter	935.00	56.70%	340.00	56.68%	1,336.08	56.64%	409.07	56.72%
Sal Fat	391.00	23.71%	162.92	27.16%	548.40	23.25%	192.39	26.67%
Mango Kernel Fat	187.00	11.34%	58.44	9.74%	277.32	11.76%	72.97	10.12%

Raw Material	Value in USD Million in CY 2025	% share in CY 2025	Vol in Tonnes in CY 2025	% share in CY 2025	Value in USD Million in CY 2030P	% share in CY 2030P	Vol in Tonnes in CY 2030P	% share in CY 2030P
Kokum Butter	68.00	4.12%	10.46	1.74%	98.99	4.20%	12.82	1.78%
Mahua (Mowrah)	51.00	3.09%	24.29	4.05%	73.22	3.10%	29.36	4.07%
Illipe (Borneo Tallow)	17.00	1.03%	3.78	0.63%	24.77	1.05%	4.63	0.64%

Source: Dun & Bradstreet Research

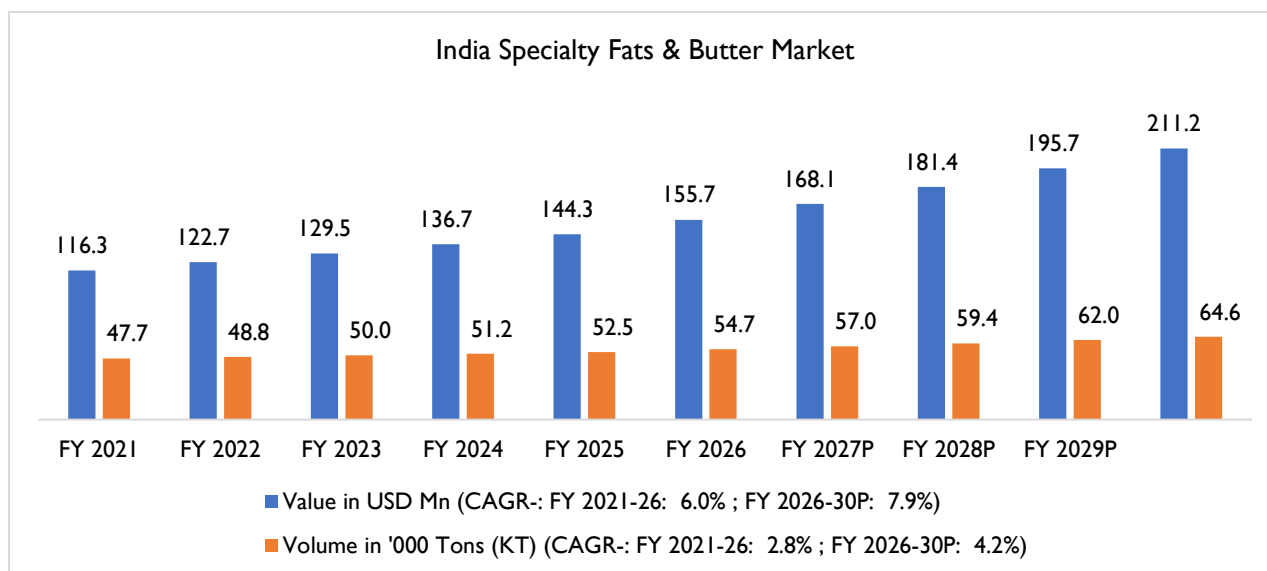
The global tree-borne specialty fats and butters market remains concentrated around a few major raw materials, with **Shea Butter dominating the segment**, accounting for approximately **~56.70% of market value and volume in CY 2025**. **Sal Fat** emerged as the second-largest category with **~23.71% value share and ~27.16% volume share**, supported by its growing use in specialty fats and cocoa butter equivalent (CBE) applications. Together, Shea Butter and Sal Fat accounted for **~80% of total market value**, reflecting their strong commercial relevance.

The market composition is expected to remain largely stable through CY 2030P, with leading raw materials retaining similar share levels. This stable structure reflects sustained demand across end-use industries and the availability of diversified tree-borne raw material sources across regions, supporting long-term supply continuity and relatively lower structural raw material availability risks.

Recent policy developments in certain shea-producing jurisdictions in West Africa have increasingly encouraged local value addition through in-country processing of shea kernels, including through regulatory measures affecting exports of raw kernels. As a result, several global specialty fat manufacturers have adopted localisation strategies by establishing or partnering in processing facilities within West Africa in order to secure access to raw materials and reduce supply chain risks associated with restrictions on raw kernel exports.

Domestic Market Scenario India Tree-born Specialty Fats & Butter Market Growth

The India specialty fats & butter market has witnessed steady growth, increasing from USD 116.3 Million in FY 2021 to USD 155.7 Million in FY 2026, reflecting a CAGR of ~6.0%, while market volume is expected to grow from 47.7 KT to 54.7 KT at a CAGR of ~2.8%. The higher growth in market value compared to volume indicates improving product realizations and increasing demand for value-added specialty fats across chocolate & confectionery, bakery, dairy, and personal care applications. Growth has also been supported by rising adoption of cocoa butter equivalents (CBEs) and increasing domestic processing capabilities in India.



Source: Dun & Bradstreet Research

Going forward, the market is projected to grow at an accelerated pace, reaching USD 211.2 Million by FY 2030P from USD 155.7 Million in FY 2026, reflecting a CAGR of ~7.9%, while volume is projected to increase from 54.7 KT to 64.6 KT at a CAGR of ~4.2%. Future growth is expected to be driven by increasing demand for specialty fats from food processing industries, rising preference for sustainable and plant-based ingredients, expansion of premium confectionery consumption, and growing opportunities for India-based manufacturers in export-oriented specialty fat production.

Raw Material/Source % Share Table: India

Raw Material	Value in USD Million in FY 2025	% share in FY 2025	Vol in Tonnes in FY 2025	% share in FY 2025	Value in USD Million in FY 2030P	% share in FY 2030P	Vol in Tonnes in FY 2030P	% share in FY 2030P
Shea Butter	81.81	56.70%	29.75	56.68%	119.65	56.64%	36.63	56.71%
Sal Fat	34.21	23.71%	14.26	27.17%	49.12	23.25%	17.23	26.68%
Mango Kernel Fat	16.36	11.34%	5.11	9.74%	24.83	11.75%	6.53	10.11%
Kokum Butter	5.95	4.12%	0.92	1.75%	8.86	4.19%	1.15	1.78%
Mahua (Mowrah)	4.46	3.09%	2.12	4.04%	6.56	3.11%	2.63	4.07%
Illipe (Borneo Tallow)	1.49	1.03%	0.33	0.63%	2.22	1.05%	0.42	0.65%

Source: Dun & Bradstreet Research

The India raw material mix for tree-borne specialty fats and butters remains concentrated around a few key inputs, with **Shea Butter dominating the market**, accounting for approximately **~56.70% share in both value and volume in FY 2025**. **Sal Fat** represented the second-largest category with around **~23.71% value share and ~26.68% volume share**, followed by **Mango Kernel Fat** with **~11.34% value share and ~10.11% volume share**, reflecting their importance in domestic specialty fat production and cocoa butter equivalent applications. Smaller segments such as **Kokum Butter**, **Mahua (Mowrah)**, and **Illipe** accounted for a relatively limited share, primarily catering to niche applications and portfolio diversification requirements.

End use applications of specialty fats & butter

Tree-borne specialty fats and butters are widely used across diverse end-use industries due to their tailored functional properties such as controlled melting behaviour, oxidative stability, texture enhancement, and compatibility with different formulations. Through processes such as fractionation and blending, these fats can be customised to meet application-specific requirements, enabling their use as functional ingredients across food, pharmaceutical, personal care, and industrial sectors.

➤ Usage Across the Food & Beverage Industry:

Specialty fats and butters are used to enhance shelf life, mouthfeel, and structural integrity of finished products. Their controlled solid fat content helps maintain product consistency across varying storage and climatic conditions. These fats contribute to smooth texture and improved sensory attributes in bakery items, fillings, spreads, and processed foods. Their oxidative stability supports longer product shelf life without compromising quality. As a result, they are widely incorporated in processed and packaged food formulations.

➤ Usage Across the Chocolate & Confectionery Industry:

Specialty fats play a critical role in the chocolate and confectionery industry, particularly as **cocoa butter equivalents (CBEs) or replacers**. Their fatty acid composition and crystallisation behaviour closely resemble cocoa butter, enabling similar melting and snap characteristics. These fats support consistent performance in **compound chocolates, coatings, and moulded confectionery products**. Their use allows manufacturers to manage cocoa butter price volatility and supply constraints. This makes specialty fats an integral input in large-scale confectionery production.

➤ Usage Across Dairy Products:

In the dairy segment, specialty fats and butters are used in dairy alternatives as well as in the formulation of low-fat and functional dairy products. They help replicate the creaminess and mouthfeel typically associated with milk fat while enabling reduced fat content. These fats are commonly used in non-dairy creams, frozen desserts, and plant-based dairy substitutes. Their stability supports consistent texture during processing and storage. This application aligns with growing demand for plant-based and reduced-fat dairy options.

➤ Usage Across the Pharmaceutical & Nutraceutical Industry:

Specialty fats and butters are used in pharmaceutical and nutraceutical formulations as **excipients** and **drug delivery agents**. Their controlled melting properties enable effective encapsulation and release of active ingredients. These fats are used in tablets, capsules, and topical formulations to improve stability and bioavailability. Their biocompatibility and

inert nature make them suitable for medicinal applications. As a result, they support both oral and topical pharmaceutical product development.

➤ Usage Across the Personal Care & Cosmetics Industry:

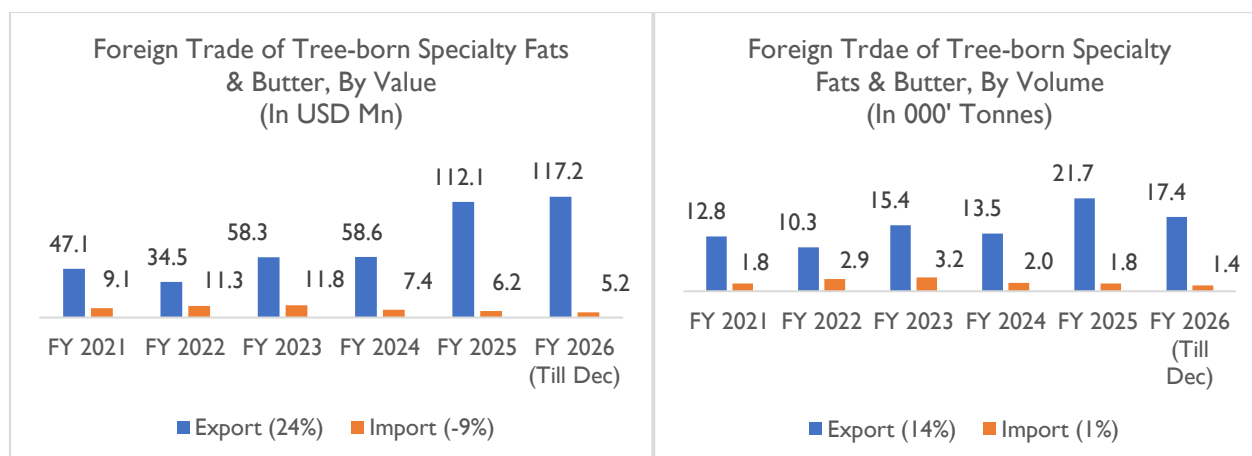
In personal care and cosmetics, specialty butters are valued for their emollient, moisturising, and skin-conditioning properties. They are commonly used in creams, lotions, soaps, lip care products, and hair care formulations. Their ability to provide smooth texture and enhance product spread ability supports premium cosmetic formulations. These fats also contribute to product stability and sensory appeal. Their natural, plant-derived origin aligns with consumer preference for clean and sustainable beauty products.

➤ Industrial Applications:

Beyond consumer-facing industries, specialty fats and butters are used in select industrial applications such as lubricants, coatings, and release agents. Their thermal stability and controlled melting characteristics support performance under specific operating conditions. These fats are also used where biodegradable and plant-based inputs are preferred. Their functional versatility enables use in niche industrial formulations. Such applications further diversify the end-use profile of specialty fats and butters.

India's Trade Analysis: Tree-born Specialty Fats & Butter Market⁸

India's remained a net exporter of the tree borne specialty fat during the period taken under consideration for the analysis i.e. FY 2021- 9M FY 2026. The trade trend for tree-borne specialty fats and butters reflects a strong export-oriented structure, with exports consistently and significantly exceeding imports across the period. In value terms, exports have grown from USD 47.1 million in FY 2021 to USD 117.2 million in FY 2026 (till December), demonstrating a robust upward trajectory despite some fluctuations in intermediate years. In contrast, imports have remained minimal and relatively stable, declining from USD 9.1 million in FY 2021 to USD 5.2 million in FY 2026 (till December). This widening gap highlights India's increasing competitiveness and strengthening position as a global supplier of tree-borne specialty fats and butters.



Source: Directorate General of Foreign Trade, figures in parentheses denotes CAGR

From a volume perspective, the trend remains consistent, with export volumes increasing from 12.8 thousand tonnes in FY 2021 to a peak of 21.7 thousand tonnes in FY 2025, before moderating to 17.4 thousand tonnes in FY 2026 (till December). Import volumes, however, have remained negligible, ranging between 1.4–3.2 thousand tonnes over the same period. The sustained export surplus indicates strong global demand for these products, supported by India's access to diverse raw material sources, processing capabilities, and cost advantages. Overall, the trade dynamics underscore a structurally favourable position, with export-led growth and limited dependence on imports, enhancing the sector's resilience and contribution to foreign exchange earnings.

Major Exporters in Tree Born Specialty Fat from India	FY 2025			
	Value (USD '000)	% Share	Qty (Thou.)	% Share
Manorama Industries Limited	65,906.90	58.10%	11,589.10	56.50%
3F Industries Ltd	47,071.80	41.50%	8,825.80	43.03%

- ⁸ 15159091-Other fixed vegetable oils of edible grade, 15159010 - Fixed vegetable oils (e.g., chaulmoogra oil, mowrah oil, kokum oil, tobacco seed oil, Sal oil), 15171029 - Other margarine of vegetable origin, 15179090-Other edible mixtures or preparations of animal or vegetable fats or oils

Major Exporters in Tree Borne Specialty Fat from India Company Name	FY 2025			
	Value (USD '000)	% Share	Qty (Thou.)	% Share
Premia Food Additives (I) Pvt Ltd	160.4	0.14%	25.2	0.12%
Abhaya Exports Pvt Ltd	156.8	0.14%	67	0.33%
Cultivator Natural Products Pvt Ltd	137.3	0.12%	4.8	0.02%
Grand Total	1,13,433.20	1.00	20,511.90	1.00

Note: Above data is inclusive of Sal Fat to represent the broader Tree Borne Specialty fat trade

Sal Fat Export: Manorama Industries Limited has also emerged as the largest exporter of the sal fat, both by value and volume in FY 2025.

Company Name	FY 2025			
	Value (USD '000)	% Share	Qty (Thou.)	% Share
Manorama Industries Limited	4,195.20	80.13%	1,084.70	79.93%
3F Industries Ltd	746.60	14.26%	240.80	17.74%
Cultivator Natural Products Pvt Ltd	137.30	2.62%	4.80	0.35%
Nestiva Greens LLP	131.60	2.51%	18.00	1.33%
Kayal Agro Foods	24.80	0.47%	8.80	0.65%
Grand Total	5,235.50	100.00	1,357.10	100.00

Cocoa Butter Equivalents (CBEs):

Company Name	FY 2025			
	Value (USD '000)	Value %	Qty (Thou.)	% share
Manorama Industries Limited	22,682.60	98.00%	3,952.70	96.08%
Premia Food Additives (I) Pvt Ltd	160.40	0.69%	25.20	0.61%
Abhaya Exports Pvt Ltd	156.80	0.68%	67.00	1.63%
Natures Natural India Oils Pvt Ltd	75.70	0.33%	16.60	0.40%
Tropilite Foods Pvt Ltd	69.30	0.30%	52.50	1.28%
Grand Total	23,144.80		4,114.00	

The export data reveal clear market concentration where two large players Manorama Industries Limited and 3F Industries Ltd. account for over 95% share in the tree borne specialty fat exports from India with Manorama Industries Limited emerging as the largest exporter in India's tree-borne specialty fats, sal fat, and cocoa butter equivalents (CBE) markets. The Company's export positioning is supported by its diversified portfolio of value-added specialty fats and CBEs catering to chocolate, confectionery, and cosmetic applications, along with its established presence across international markets and long-standing customer relationships.

Regulatory Framework for Tree-Borne Specialty Fats, Cocoa Butter Equivalents (CBEs)

The regulatory framework governing tree-borne specialty fats, cocoa butter equivalents (CBEs), and chocolate products varies across major markets but is generally focused on ensuring product safety, quality, composition, and transparent consumer labelling. While several jurisdictions permit the use of compatible vegetable fats in chocolate formulations under specified conditions, others maintain stricter standards regarding the use of cocoa butter as the primary fat source. Regulatory authorities across regions have established compositional requirements and labelling provisions to support consumer protection, facilitate trade, and ensure consistency with internationally recognized food standards and industry practices.

➤ Europe (European Union):

In the European Union, chocolate composition is regulated under Directive 2000/36/EC, which permits the use of vegetable fats other than cocoa butter (CBEs) up to **5% of the finished chocolate product**, provided minimum cocoa

solids and cocoa butter content requirements are maintained. The permitted fats must be compatible with cocoa butter in terms of physical and chemical characteristics. Products containing CBEs are required to carry clear labelling indicating the presence of vegetable fats in addition to cocoa butter, ensuring consumer transparency and harmonized standards across EU member states.

➤ United Kingdom (UK)

The United Kingdom regulates chocolate products through the Cocoa and Chocolate Products (England) Regulations 2003, which largely mirror the former EU framework. The regulations permit the use of CBEs up to **5% of the finished product**, subject to compositional requirements and mandatory labelling declarations such as “contains vegetable fats in addition to cocoa butter.” Enforcement is overseen by the Food Standards Agency, ensuring compliance for both imported and domestically manufactured products.

➤ Japan

In Japan, chocolate products are regulated under the Food Sanitation Act and food labelling requirements administered by the Consumer Affairs Agency and the Ministry of Health, Labour and Welfare. Vegetable fats are generally permitted in chocolate confectionery and compound chocolate products, provided ingredient disclosures and labelling requirements are satisfied. The regulatory framework emphasizes accurate declaration of fat sources and cocoa content while remaining broadly aligned with Codex Alimentarius principles.

➤ India

In India, the Food Safety and Standards Authority of India (FSSAI), under the Food Safety and Standards Act, 2006, regulates edible fats, oils, and confectionery products to ensure food safety and consumer protection. Under FSSAI regulations, the definition of “chocolate” was amended on May 15, 2017, to permit the addition of vegetable fats other than cocoa butter, up to 5 per cent of the finished product (after deduction of other added edible foodstuffs), provided that the minimum cocoa material content is not reduced and specific labelling requirements are met and subject to such CBEs being derived from specified non-lauric vegetable fats including sal, mango kernel and kokum.

However, India is yet to fully achieve or utilize the permitted 5 per cent limit for Cocoa Butter Equivalents (CBEs), despite regulatory relaxation. The actual usage of CBEs in chocolate manufacturing remains relatively limited, indicating significant headroom for growth. At the same time, there is strong underlying industry demand for CBEs and exotic specialty fats, as they enhance product stability, improve melting characteristics, and extend shelf life in India’s tropical climatic conditions.

To ensure transparency, products containing non-cocoa vegetable fats must include a bold label stating, “**contains vegetable fat in addition to cocoa butter**”⁹, ensuring transparent communication to consumers. The permitted vegetable fats must be physically refined and compatible with cocoa butter in terms of melting and crystallisation properties, thereby ensuring product quality and consistency.

• Harmonisation with International Standards & Labelling Requirements¹⁰

India’s chocolate and edible fat standards are aligned with Codex Alimentarius guidelines, which permit the use of vegetable fats other than cocoa butter up to 5%, subject to defined compositional and labelling conditions. In line with this, the Food Safety and Standards Authority of India, through the *Food Safety and Standards (Food Products Standards and Food Additives) Fourth Amendment Regulations, 2017* (notified on May, 2017), revised the domestic chocolate standards to harmonise with international practices.

The amendment introduced key regulatory changes, including: (i) permitting the use of non-cocoa butter vegetable fats up to 5% of the finished product (excluding other added ingredients), without reducing the prescribed cocoa content; (ii) specifying the nature of permissible vegetable fats (non-lauric fats compatible with cocoa butter such as sal, kokum, mango kernel, palm oil, and mahua); (iii) mandating explicit labelling declarations such as “contains vegetable fat in addition to cocoa butter” in bold on the product; and (iv) expanding the scope of standardised chocolate categories to include additional product types such as *praline* and *couverture chocolate*. The amendment came into force upon gazette publication, with mandatory compliance effective from January 2018.

• ⁹ https://fssai.gov.in/upload/uploadfiles/files/Gazette_Notification_Chocolate_Standards_01_06_2017.pdf

• ¹⁰ https://fssai.gov.in/upload/uploadfiles/files/Gazette_Notification_Chocolate_Standards_01_06_2017.pdf

Accordingly, enforcement of these harmonised standards ensures that both imported, and domestically manufactured confectionery products comply with uniform safety, quality, and labelling norms, thereby facilitating smoother trade flows and reducing the risk of rejection at ports due to non-compliance.

➤ **Brazil**

In Brazil, chocolate and cocoa products are regulated by the National Health Surveillance Agency under Resolution RDC No. 723 of 2022. The regulation defines chocolate as a product derived from cocoa ingredients and requires a minimum of **25% total cocoa solids**, while white chocolate must contain at least **20% cocoa butter solids**. Although the regulation does not specify detailed limits for CBEs or individual chocolate categories, international reference standards such as Codex Alimentarius are commonly used to support product classification and facilitate global trade alignment.

➤ **United States**

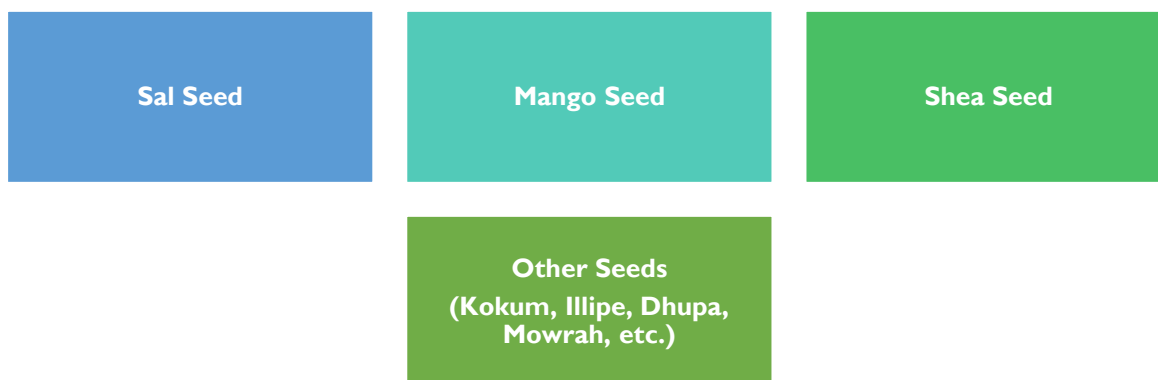
In the United States, chocolate standards are governed by the U.S. Food and Drug Administration under 21 CFR Part 163. Unlike the EU, UK, and India, the U.S. does **not permit CBEs in standardized chocolate products**, requiring cocoa butter to remain the primary fat source. Products containing vegetable fats cannot be marketed as standardized chocolate and must instead use alternative product descriptions such as “chocolate and vegetable fat coating,” ensuring a clear distinction between traditional chocolate and compound products.

Raw material availability Landscape

The raw material ecosystem for tree-borne specialty fats and butters is characterised by a structurally low risk of non-availability, supported by the renewable and regenerative nature of the source base. These raw materials are derived from perennial tree species that undergo annual flowering cycles and produce seeds on a recurring basis, ensuring consistent replenishment of supply over time. Furthermore, such tree-borne oilseeds are widely distributed across multiple geographies, including India, Africa, and parts of Southeast Asia, thereby reducing dependence on any single region and limiting concentration risk. In several cases, the potential availability of these seeds remains significantly underutilised, indicating adequate headroom to meet growing industrial demand. While operational factors such as collection efficiency and supply chain organisation may influence effective procurement, the overall availability of raw materials remains structurally stable, supported by periodic harvesting cycles and the renewable nature of tree-based sources.

Seeds	Procurement Regions	Collection Period	Butter Applications	Stearin Applications
Sal	India	May – June	Food & Personal Care Industry	Solid Fractionation when Combined with Palm Mid-Fraction Yields CBE CBE and Exotic Specialty Fats & Butter: Applications in Foods, Confectionery, Chocolate & Cosmetics
Mango	India	May – July		
Phulwara	India	June – July		
Dhupa	India	July – August		
Kokum	India	November – December		
Shea	West Africa	August – November/December		
Mowrah	India	April-June		

Insight on key raw materials used for manufacturing tree-borne specialty fats & butter



❖ Sal Seed (*Shorea Robusta*)- Primary Raw Material for Sal Butter & Specialty Fats:

Sal seeds are sourced from the *Shorea robusta* tree, one of India's most widespread hardwood species, accounting for approximately 14%¹¹ of the country's total forest area, as per International Centre of Research in Agroforestry (ICRAF) officially known as World Agroforestry. The de-winged Sal seed kernel contains approximately 14–15% fat, which yields Sal butter (sal fat) upon extraction. This fat is rich in stearic and oleic acids, imparting high solidity and oxidative stability, making it suitable for use in confectionery and cosmetic applications, particularly as a cocoa butter equivalent in specialty fat formulations.

India has a substantial, untapped potential in tree-borne oilseeds. According to the Government of India's Ministry of Food Processing Industries (MOFPI), the realizable potential of tree-borne oilseeds (TBOs) such as sal and mango kernel is estimated at approximately 3.5 million tonnes annually. Notably, Odisha, Bihar, Jharkhand, West Bengal, Madhya Pradesh, and Chhattisgarh together account for around 87% of the total sal forest area in India, highlighting the strong geographical concentration of raw material availability in central and eastern regions. Raw sal seeds are typically collected by tribal and forest-dwelling communities across these states which is coordinated by decentralised collection networks and local aggregators in forest regions. Raw seed collection forms the backbone of specialty fat manufacturing where it provides a promising opportunity to transform **waste to wealth** and facilitate the livelihood upliftment of several tribal women.

Sal Forest Contribution Across Key States:

State	Total Sal Forest Area (km ²)	Share in Total Mapped Forest Area (%)
Odisha	25,625.03	31.6%
Jharkhand	13,821.87	17.1%
Chhattisgarh	18,821.60	23.2%
Madhya Pradesh	6,993.89	8.6%
West Bengal	3,423.46	4.0%
Bihar	2,224.78	2.7%
Rest of Others	10,053.68	12.6%
Total	80,964.31	100%

Source: India State of Forest Report (ISFR) 2023

Note: Sal forest includes all categories containing sal such as moist peninsular sal (high/low/valley), dry peninsular sal forest, tarai/bhabar sal, and sal savannah where applicable.

❖ Mango Seed / Mango Kernel- Secondary Raw Material for Specialty Fats:

Mango seed fat (mango kernel fat or mango butter) is extracted from kernels inside mango seeds, derived as by-products of fruit processing. Mango seed kernels typically contain around 9–18% oil, although the commercially recoverable fat content is often in the range of about 7–11%, depending on variety and processing conditions (as per the data given by Gujarat Agro Industries Corporation FY 2024).

As per the **Second Advance Estimate**, mango production in India is expected to reach about **228.37 lakh metric tonnes (LMT) in FY 2024–25, compared with 223.98 LMT in FY 2023–24**, supported by improved output of processable varieties, particularly in southern states. Processing of mangoes generates significant **by-products**

• ¹¹ https://apps.worldagroforestry.org/treedb/AFTPDFS/Shorea_robusta.PDF
Page reference - 3

primarily peels and seeds which together account for roughly 35–60% of the fruit weight, depending on the variety and processing method. Within the seed, the kernel typically represents about 45–85% of the seed mass, making it a meaningful secondary raw material stream.

❖ Shea Seed (*Vitellaria paradoxa*)- Tropical Imported / Domestic Use in Specialty Fats:

Shea butter is obtained from the kernels of the *Vitellaria paradoxa* tree, which grows naturally across the savannah regions of West and Central Africa. The shea resource base is extensive, with the shea belt covering approximately 3.4 million sq. km of dryland forest and parkland across about 21 countries, supporting nearly 1.8–2.0 billion naturally regenerating shea trees, including over 1 billion trees in the high-stearin West African region¹². Extraction through mechanical pressing or solvent-based methods usually yields around 25–35% butter, with some residual fat remaining in the kernel after processing. It is estimated that approximately 800,000 tonnes of shea kernels are collected annually, although this represents only a portion of the total potential harvest, as less than half of the shea fruit produced across the shea belt is currently gathered."¹³

The kernels yield a fat rich in stearic and oleic acids, making shea butter a key input for specialty fats, cocoa butter equivalents (CBEs), and personal care products. Since domestic cultivation in India is limited, processors largely depend on imports of shea kernels from African countries, where they are used alongside sal seeds and mango kernels as important raw materials for specialty fat production. The processed shea butter offers a stable triglyceride composition and functional properties suited to confectionery, food, and cosmetic applications. **Other Tree- Borne Seeds (Kokum, Illipe, Dhupa, Mowrah, etc.):**

- **Kokum Seed:** Kokum butter is derived from the seeds of *Garcinia indica*, which typically contain about 23–26% edible oil. Due to its fatty acid composition, kokum butter is also widely used in soaps, balms, lip care products, and other cosmetic applications, while remaining an edible fat with niche use in specialty fat blends.
- **Illipe & Other Exotic Seeds:** Seeds like illipe and dhupa are also incorporated into specialty fat blends to tailor melting points and functionality. These exotic seeds enhance product performance in CBEs and specialized fat markets.

Parameter	Cocoa Butter	CBE (Cocoa Butter Equivalent)	CBR (Cocoa Butter Replacer)
Definition	Natural fat from cocoa beans of <i>Theobroma cacao</i>	Vegetable fats designed to mimic cocoa butter	Alternative fats used to replace cocoa butter (not identical)
Source	Cocoa beans	Shea, sal, mango kernel, etc. (tree-borne fats)	Palm kernel oil, coconut oil (lauric fats)
Compatibility	Fully compatible (it is the original)	Fully compatible (can blend with cocoa butter)	Not compatible (cannot mix well with cocoa butter)
Usage Limit (Regulatory)	No limit	Allowed up to ~5% in chocolate (e.g., Food Safety and Standards Authority of India)	Not permitted in “real chocolate” (used in compound chocolate)
Functionality	Ideal texture, gloss, snap, melting	Very similar properties to cocoa butter	Different melting & texture; used for cost efficiency
Cost	High, volatile	Lower than cocoa butter	Lowest cost option
Applications	Premium chocolate	Standard chocolate (cost optimization)	Compound coatings, bakery, low-cost confectionery

Source: Secondary Research

Demand Landscape for Specialty Fats & Butter Industry

Chocolate Confectionery Industry

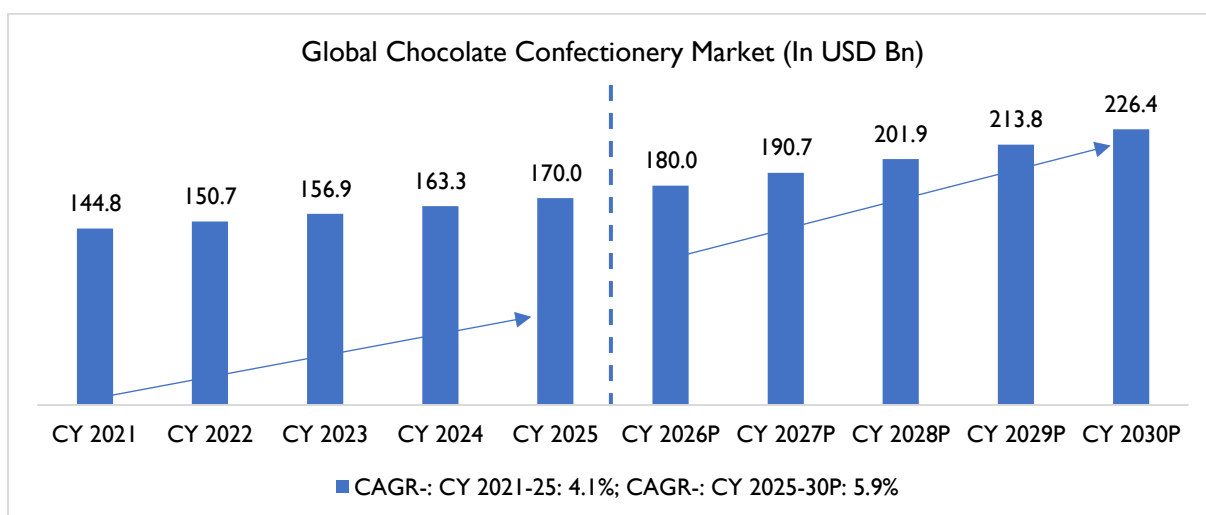
Global Chocolate Confectionery Market Size Historical & Future Growth

The **chocolate confectionery market** refers to the segment of the food industry that produces and sells chocolate-based products intended for direct consumer consumption. It includes products such as chocolate bars, pralines, filled chocolates, boxed chocolates, and seasonal or novelty chocolate items made from cocoa, sugar, and dairy ingredients. The market covers mass-market, premium, and specialty chocolates distributed through retail, e-commerce, and gifting channels.

• ¹²https://www.globalshea.com/gsamain/storage/img/news/docs/Article_%20Shea,%20Governance%20&%20Global%20demand.pdf

• ¹³ <https://www.foodnavigator.com/Article/2020/12/21/Shea-growers-celebrate-latest-US-green-light/>

• <https://www.ofimagazine.com/content-images/news/Shea.pdf>

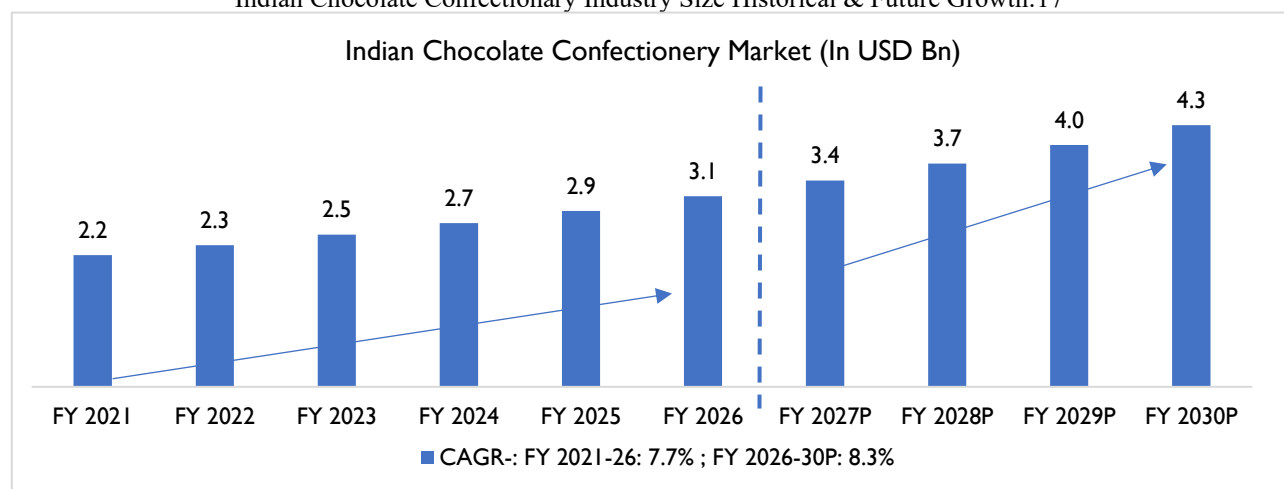


Source: Source: Dun & Bradstreet Research

The global chocolate confectionery market has demonstrated steady growth, increasing from USD 144.8 Bn in CY 2021 to USD 170.0 Bn in CY 2025, reflecting a CAGR of ~4.1%, supported by consistent consumption across developed markets and gradual premiumisation trends in emerging economies. Looking ahead, the market is projected to expand at a higher CAGR of ~5.9% during CY 2025–CY 2030P, reaching USD 226.4 Bn by CY 2030P, driven by rising disposable incomes, growing demand for premium and artisanal chocolates, and increasing gifting and seasonal consumption. Additionally, product innovation, including healthier and plant-based variants, along with the expansion of modern retail and e-commerce channels, is expected to further support growth, while ongoing volatility in cocoa prices may influence formulation strategies and input sourcing across the industry.

- Specialty fats such as CBE, CBR, and CBS are widely used in chocolate formulations to optimize cost, improve melting profile, texture, and shelf stability across product categories.
- CBEs (based on POP¹⁴, POS¹⁵, SOS¹⁶ fats) are used in premium and moulded chocolates, while CBR/CBS are extensively used in compound chocolates, coatings, and bakery applications.
- Rising global chocolate consumption, especially in emerging markets, is driving demand for heat-resistant, functional, and cost-effective specialty fat systems.

Indian Chocolate Confectionery Industry Size Historical & Future Growth:17



Source: Source: Dun & Bradstreet Research

• ¹⁴ Palmitic–Oleic–Palmitic triglyceride,

• ¹⁵ Palmitic–Oleic–Stearic triglyceride

• ¹⁶ Stearic–Oleic–Stearic triglyceride

• ¹⁷ The Indian chocolate confectionery market, valued at USD 2.9 billion in 2025, represents the total retail sales value of finished chocolate products across organized and traditional channels. It includes milk, dark, and white chocolates in formats such as bars and premium gifting assortments, regulated by FSSAI standards, while excluding industrial cocoa and bakery products. The market reflects the growing shift from traditional sweets to chocolates, with Mondelez India (Cadbury) dominating the organized segment with an estimated ~55–60% market share, led by Cadbury Dairy Milk.

The Indian chocolate confectionery market has witnessed strong growth, expanding from **USD 2.2 Bn in FY 2021 to USD 3.1 Bn in FY 2026**, registering a **CAGR of ~7.7%**, driven by rising urbanisation, increasing disposable incomes, and growing acceptance of chocolates as both an everyday indulgence and a gifting option. The market is further projected to grow at a higher **CAGR of ~8.1% during FY 2026–FY 2030P**, reaching **USD 4.3 Bn by FY 2030P**, supported by premiumisation trends, expansion into Tier II and Tier III cities, and increasing demand during festive and seasonal occasions. Additionally, evolving consumer preferences, including demand for premium, healthier, and innovative chocolate variants, along with the rapid growth of modern retail and e-commerce channels, are expected to continue driving market expansion in India.

- In India, CBR and CBS dominate usage in compound chocolates, coatings, and bakery applications due to price sensitivity and climatic requirements.
- Growth in chocolate consumption across tier-2/3 markets and expansion of bakery and confectionery sectors is supporting increased demand for specialty fats.
- CBEs are selectively used in premium and export-oriented chocolate products requiring closer cocoa butter equivalence.

Cocoa Butter Supply Challenges and the Role of CBE as a Substitute

Structural Volatility in Cocoa Butter Prices (Global Challenge):

As per industry sources, CBE prices reflect normal edible oil inflation only and maintain a modest discount to cocoa butter (CBE is priced at approximately 65%-75% of Cocoa Butter Prices) which exhibits significant volatility to seasonality effect, pest attack and weather condition. Cocoa Butter Prices in over the last few years has exhibited volatility primarily driven by structural supply constraints in key producing countries such as Côte d’Ivoire and Ghana, which together account for a majority of global cocoa output.

Cocoa Butter Prices	London futures (£ sterling/tonnes)	New York futures (USD/tonnes)	ICCO daily price (USD/tonnes)	ICCO daily price (Euro/tonnes)
CY 2024*	6450.57	8235.27	8236.19	7747.98
CY 2025	5801.42	7932.36	7773.05	6937.66
CY 2026 (Till 17 April)	2803.46	3892.64	3834.61	3276.55

*Average price presented for period 1st October 2024-31st December 2025 as per the availability
 Sources: The International Cocoa Organization (ICCO)

The sharp increase in global cocoa prices has tightened supply-demand dynamics, leading to higher input costs and margin pressures for chocolate manufacturers, particularly in price-sensitive segments. In contrast, Cocoa Butter Equivalents (CBEs), derived from alternative vegetable fats, exhibit relatively lower price volatility due to diversified sourcing and more stable supply chains. While influenced by broader edible oil trends, CBE price movements are comparatively gradual, enabling better cost predictability. Consequently, manufacturers are increasingly incorporating CBEs to partially substitute cocoa butter, thereby managing cost volatility and enhancing formulation flexibility. As a result, CBEs are evolving from a functional substitute to a strategic raw material supporting cost optimisation and supply stability.

CBEs and Exotic Specialty Fats & Butter – Winning Case Factors

 Contains Same Fatty Acids & Triglycerides as Cocoa Butter	 Comparable Physical & Chemical Qualities of Cocoa Butter	 Compatible in all Proportion with the Final Product	 Fractionation of Exotic Seeds Yields Triacylglycerol cuts rich in POS and SOS	 Fractionated Ingredients Blended without Hydrogenation Generates Customized Trans-Free Fat Similar to Cocoa Butter

High Dependence on Concentrated Cocoa Supply Regions (Global Challenge):

Geographically, the global cocoa supply chain remains highly concentrated with approximately **70% of the world's cocoa production originating from the West African cocoa belt**. This concentration exposes the industry to heightened geopolitical risks, export restrictions, regulatory interventions, and logistics disruptions. In particular, major cocoa-producing countries such as **Côte d'Ivoire** and **Ghana** have implemented **stricter regulatory and export control measures as of early 2026**, further tightening global cocoa availability.

As a result, any supply shock or policy intervention in these regions can rapidly translate into constrained cocoa butter supply and elevated input costs globally. Consequently, **Cocoa Butter Equivalents (CBEs)** derived from alternative vegetable fats such as palm fractions and shea are increasingly viewed as a strategic supplement to reduce dependence on cocoa butter, while maintaining functional performance in cost-sensitive and mass-market product segments. **Margin**

Pressures in Price-Sensitive Markets like India (Domestic Challenge):

In markets such as India, where a large share of chocolate consumption occurs in the mass and mid-price segments, sustained increases in cocoa butter costs pose a significant challenge. Manufacturers must balance affordability with profitability, particularly in smaller pack sizes and impulse-driven formats where price elasticity is high. Passing on cost increases to consumers is often constrained by competitive pricing dynamics and consumer sensitivity. The use of CBEs offers an opportunity to maintain price points and product accessibility while managing cost pressures. However, adoption must be carefully calibrated to ensure that product quality and brand positioning remain intact

1. Strong Demand for CBEs Driven by Climatic Suitability and Regulatory Support (India Opportunity):

In tropical markets such as India, where higher ambient temperatures impact chocolate stability, Cocoa Butter Equivalents (CBEs) and specialty fats are increasingly preferred due to their ability to enhance product shelf-life, maintain structural integrity, and reduce bloom formation. This functional advantage drives strong industry demand, particularly in mass and mid-tier segments. Further, the Food Safety and Standards Authority of India, through its 2017 amendment to chocolate standards, permits the use of vegetable fats other than cocoa butter (including CBEs) up to 5% of the finished product, with compliance effective from January 1, 2018. Despite this regulatory allowance, the domestic chocolate industry is yet to fully utilise the permissible limit, indicating significant headroom for increased adoption of CBEs.

2. Regulatory Definitions and Labelling Limitations (Domestic & International Challenge):

The extent to which cocoa butter can be replaced with CBEs varies across regulatory jurisdictions. For instance, in the European Union, only up to 5% of the finished chocolate product, calculated by weight, without reducing the minimum cocoa solids content. Similar regulatory frameworks exist in other markets, including India, where standards specify permissible ingredients and labelling requirements. These regulations restrict full substitution and require manufacturers to maintain compliance in formulation and marketing. Additionally, transparent labelling may influence consumer perception, particularly in premium segments, thereby limiting the degree of CBE integration in certain product categories.

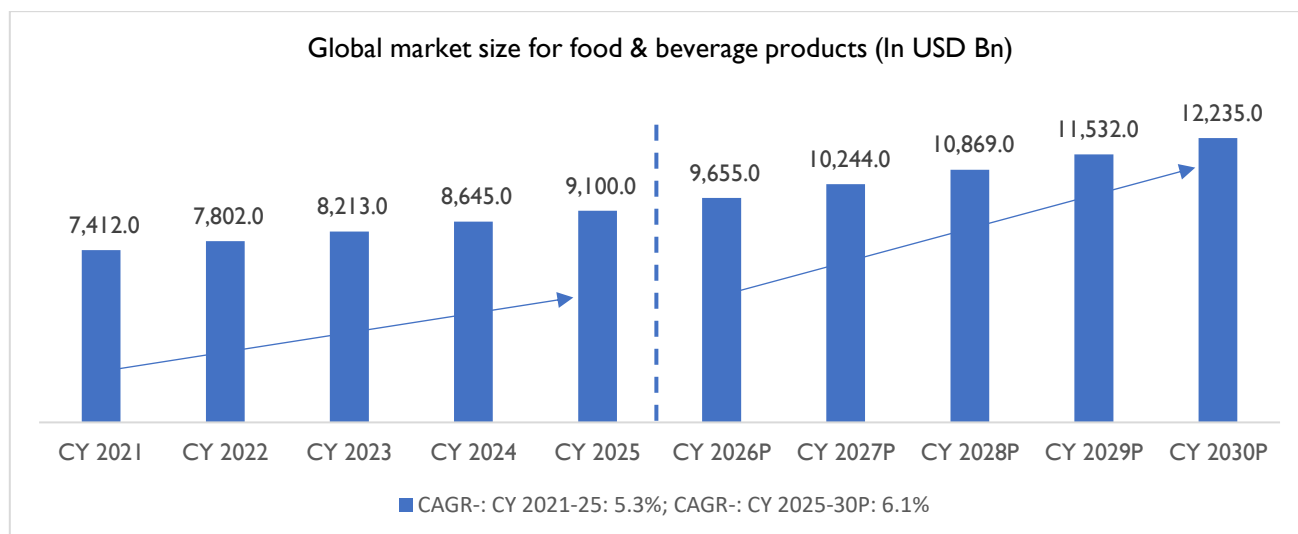
3. Technical and Climatic Formulation Constraints (Domestic & Global Challenge):

Although CBEs are designed to mimic the functional properties of cocoa butter, achieving the desired texture, snap, gloss, and melting behaviour requires precise formulation and processing adjustments. Compatibility with cocoa butter, tempering behaviour, and stability under varying climatic conditions must be carefully managed. In tropical markets like India, where higher ambient temperatures affect product stability, the choice and proportion of CBEs can influence shelf life and sensory attributes. Manufacturers may need to invest in R&D, reformulation trials, and process adjustments to ensure consistent product performance when incorporating CBEs, which can increase transition complexity and cost in the short term.

The food and beverage industry represents the major demand driver for specialty fats and butters globally and in India, supported by their critical functional role across chocolate and confectionery, bakery, dairy alternatives, processed foods, and HoReCa (Hotels, Restaurants and Cafes) applications. Specialty fats such as cocoa butter equivalents (CBEs), cocoa butter replacers (CBRs), dairy fat replacers, and exotic butters (shea, sal, mango, kokum) are widely used to enhance texture, stability, shelf life, and cost efficiency in large-scale food manufacturing. Globally, demand is closely linked to growth in chocolate confectionery, bakery and processed food consumption, while in India, rising packaged food

penetration, expansion of organized retail, and increasing adoption of cocoa butter alternatives in price-sensitive confectionery segments are supporting steady consumption.

Global Food & Beverage Market Size and Historical Growth Trend



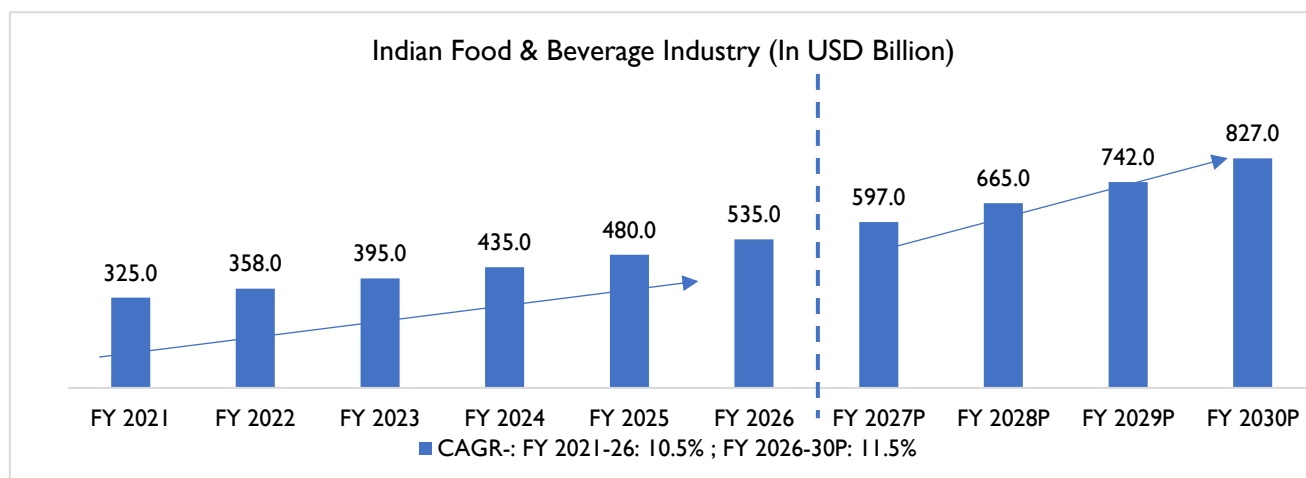
Source: Dun & Bradstreet Research

The global Food & Beverages (F&B) market has shown steady growth, increasing from **USD 7,412.0 billion in CY 2021** to **~USD 9,100.0 billion by CY 2025**, reflecting a **CAGR of ~5.3%**. The market is further projected to reach **USD 12,235.0 billion by CY 2030P**, growing at a higher **CAGR of ~6.1% during CY 2026P–CY 2030P**, driven by population growth, urbanisation, rising disposable incomes, and increasing demand for packaged and convenience foods. This expansion reflects the structural growth of the overall food ecosystem, including production, processing, retail, and food services.

The market encompasses a broad value chain spanning **primary food (dairy, meat, grains, fruits & vegetables), processed and packaged foods (bakery, beverages, convenience and functional foods), and food services & distribution (retail, e-commerce, restaurants, QSRs¹⁸)**. While organised channels account for a significant share globally, unorganised segments such as local stores and street vendors remain important in emerging markets. The expected acceleration in growth post-2025 highlights a shift toward **branded, value-added products and expanding foodservice and distribution networks**, supporting the long-term growth outlook of the global F&B ¹⁹ industry.

Indian Food & Beverage industry Market

The Indian Food & Beverage (F&B) industry is one of the major and fastest-growing consumer sectors in the country, supported by India's large population base, rising middle-class income levels, rapid urbanization, and evolving consumer preferences toward packaged, branded, and convenience food products.



• ¹⁸ Quick Service Restaurants

• ¹⁹ Food and Beverage

Source: Dun & Bradstreet Research

The Indian food and beverage industry has demonstrated robust expansion, growing from **USD 325.0 Bn in FY 2021 to USD 480.0 Bn in FY 2026**, reflecting a strong **CAGR of ~10.5%**, driven by rising incomes, urbanisation, and shifting consumption patterns toward packaged and processed foods. Going forward, the industry is expected to witness further acceleration, expanding at a **CAGR of ~11.5% during FY 2026 - FY 2030P** to reach **USD 827.0 Bn by FY 2030P**. This growth is likely to be supported by increasing penetration of organised retail, rapid growth in e-commerce and food delivery platforms, evolving consumer preferences toward convenience and premium products, and favourable demographics.

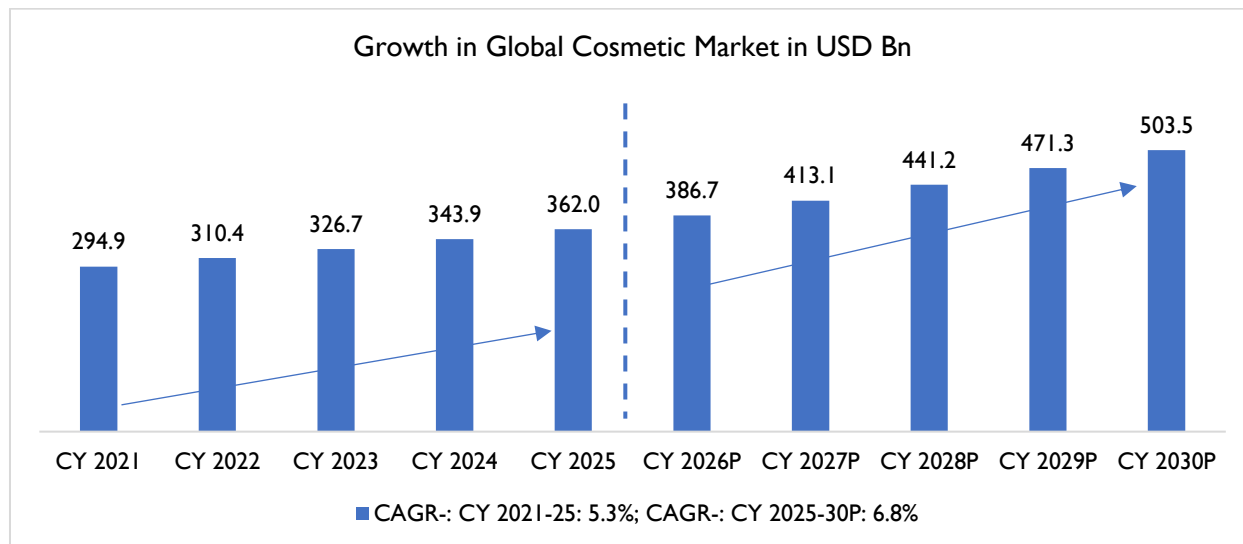
Key Demand Drivers for Food & Beverage and Their Impact on Specialty Fats & Butters

- **Rising Packaged Food Consumption:** Increasing urbanization and packaged food penetration are driving higher use of specialty fats in bakery, confectionery, dairy desserts, and ready-to-eat products.
- **Growth in Bakery & Confectionery:** Expanding consumption of chocolates, biscuits, cakes, and pastries continues to support structural demand for cocoa butter alternatives and specialty fats.
- **Premiumization & Innovation:** Rising demand for premium and value-added food products is increasing the need for customized fats with specific functional and sensory properties.
- **QSR & Foodservice Expansion:** Growth of QSR chains, cafés, and food delivery platforms is boosting usage of specialty fats across baked goods, desserts, and fried applications.
- **Shift to Cost-Effective Alternatives:** Manufacturers are increasingly substituting dairy and cocoa butter with specialty fats and CBEs to manage cost volatility and ensure consistent supply.

Cosmetics Industry

Global market size (value) for cosmetic industry: Historical & future growth

The global cosmetics market is a significant segment of the personal care and beauty industry, encompassing a wide range of products across skincare, haircare, color cosmetics, and fragrances.

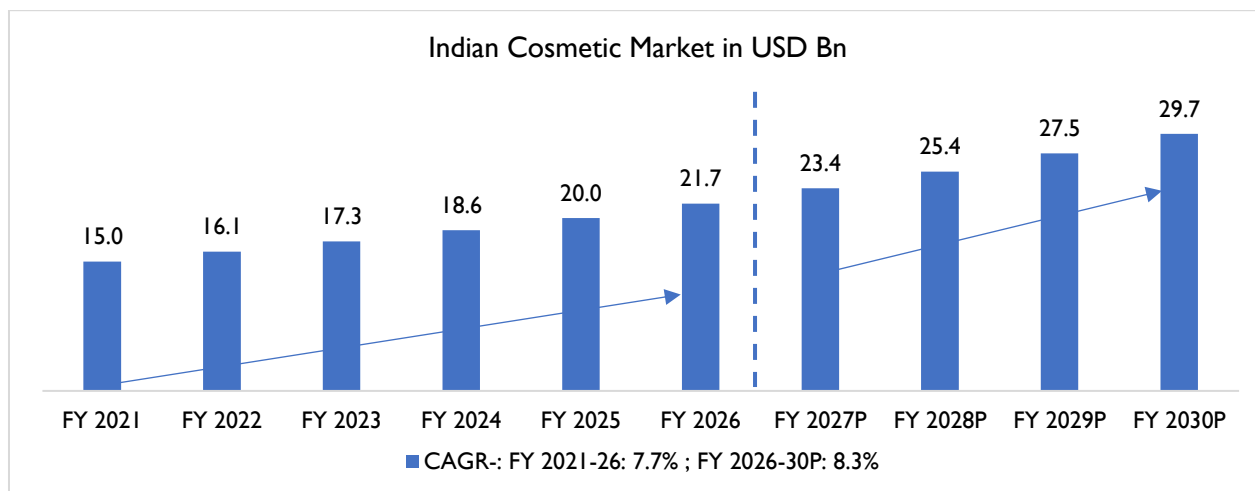


Source: Dun & Bradstreet Research

The global cosmetics market demonstrates a steady and sustained growth trajectory, expanding from **USD 294.9 billion in CY 2021 to USD 362.0 billion in CY 2025**, and is projected to reach **USD 503.5 billion by CY 2030P**. The industry recorded a **CAGR of 5.3% during CY 2021- CY 2025**, with growth expected to accelerate to **6.8% CAGR during CY 2025- CY 2030P**, highlighting increasing premiumization and evolving beauty consumption patterns. Key growth drivers include rising disposable incomes, increasing focus on personal grooming and wellness, strong growth in skincare and natural/organic products, and expanding e-commerce and direct-to-consumer (D2C) channels. Additionally, social media influence, celebrity endorsements, and continuous innovation in formulations and packaging are expected to further strengthen demand and support long-term expansion of the global cosmetics market.

Indian Cosmetics Industry: Historical & future growth

The Indian cosmetics market is a rapidly growing segment within the broader personal care and beauty industry, driven by rising disposable incomes, increasing urbanization, and growing awareness of personal grooming and wellness. The market includes skincare, haircare, color cosmetics, and fragrances, with demand supported by a young demographic profile, strong influence of social media and beauty trends, and expanding access through organized retail and e-commerce platforms. Additionally, increasing preference for premium, natural, and organic products, along with the entry of global and domestic brands, is strengthening competition and accelerating market expansion across urban and emerging semi-urban regions.



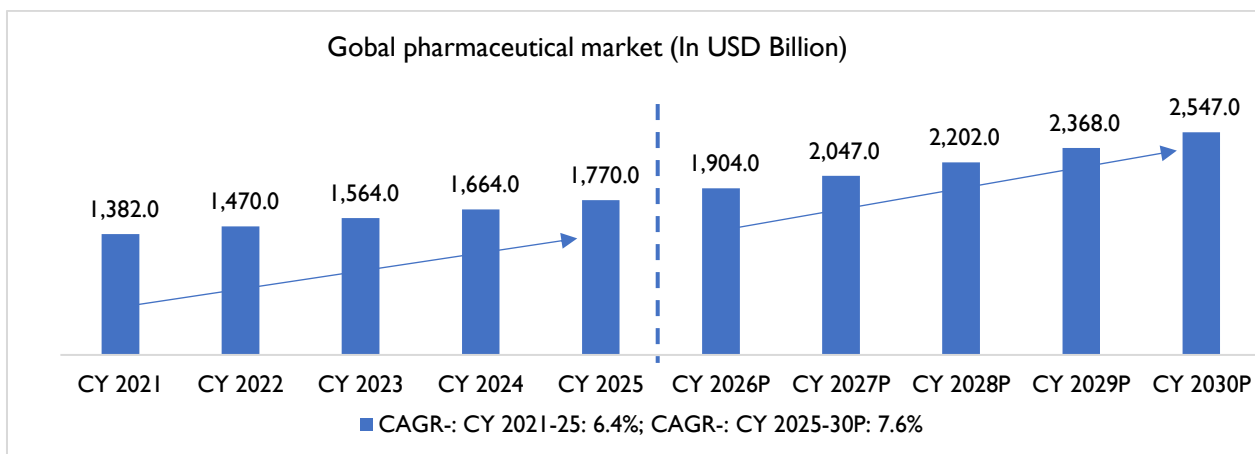
Source: Dun & Bradstreet Research

The Indian cosmetics market has shown steady growth, increasing from USD 15.0 Bn in FY 2021 to USD 21.7 Bn in FY 2026, reflecting a CAGR of ~7.7%, driven by rising disposable incomes, growing urbanisation, and increasing consumer awareness regarding personal grooming and skincare. The market is further expected to expand at a slightly higher CAGR of ~8.3% during FY 2026-FY 2030P, reaching USD 29.7 Bn by FY 2030P. This growth is likely to be supported by premiumisation trends, increasing demand for natural and organic products, expanding reach in Tier II and Tier III cities, and the rapid growth of e-commerce and digital-first beauty brands. Additionally, evolving consumer preferences toward wellness-oriented and ingredient-focused products are expected to further drive market expansion.

Pharmaceutical industry:

Global pharmaceutical market size: Historical & future growth

Pharmaceuticals are medicinal products developed, manufactured, and sold to prevent, diagnose, treat, or cure diseases in humans and animals. They include prescription drugs, over the counter (OTC) medicines, vaccines, biologics, and specialty therapies. The pharmaceutical industry involves drug research and development (R&D), clinical trials, manufacturing, and distribution through healthcare providers and retail channels.

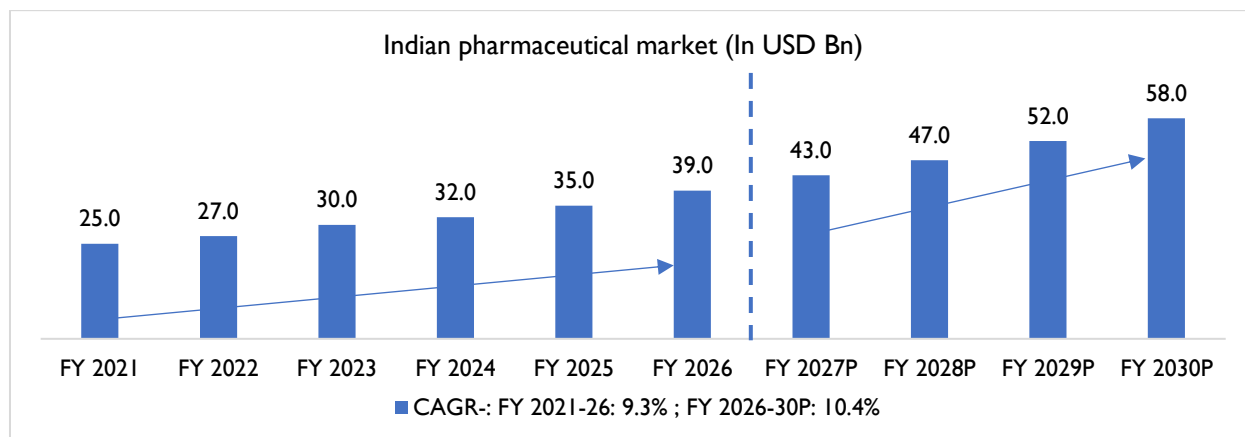


Source: Dun & Bradstreet Research

The global pharmaceutical market has exhibited steady growth, expanding from **USD 1,382.0 Bn in CY 2021 to USD 1,770.0 Bn in CY 2025**, reflecting a **CAGR of ~6.4%**, driven by rising healthcare demand, increasing prevalence of chronic diseases, and continued investments in drug development and innovation. The market is further projected to

grow at a higher CAGR of ~7.5% during CY 2025–CY 2030P, reaching USD 2,547.0 Bn by CY 2030P, supported by advancements in biologics and specialty drugs, expanding access to healthcare in emerging markets, and increasing adoption of personalised medicine. Additionally, factors such as ageing populations, growing health awareness, and strong pipeline activity are expected to sustain long-term market growth.

Indian pharmaceutical Market: Historical & future growth²⁰



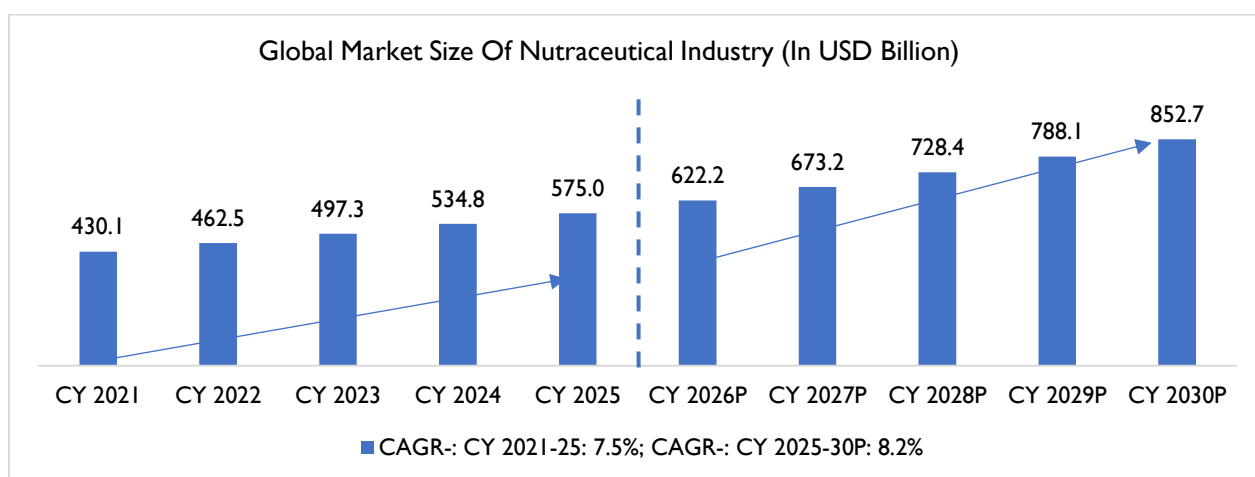
Source: Dun & Bradstreet Research

The Indian pharmaceutical market exhibits a strong growth trajectory, expanding from **USD 25.0 billion in FY 2021** to **USD 39.0 billion in FY 2026**, and is projected to reach **USD 58.0 billion by FY 2030P**. Market size increased steadily from **USD 25.0 billion in FY 2021** and **USD 30.0 billion in FY 2023** to **USD 39.0 billion in FY 2026**, reflecting rising domestic consumption and expanding export opportunities. In the forecast period, the market is expected to grow from **USD 43.0 billion in FY 2027P** to **USD 58 billion in FY 2030P**, indicating sustained demand growth across generics, specialty drugs, and healthcare services.

Nutraceutical industry

Global market size of nutraceutical industry: Historical & future growth

The **nutraceutical industry** refers to the sector that develops and sells products derived from food sources that provide additional health benefits beyond basic nutrition. It includes dietary supplements, functional foods, fortified beverages, and herbal products designed to improve health, prevent diseases, and support overall wellness. The industry operates across food, pharmaceutical, and wellness channels, with products distributed through pharmacies, health stores, and e-commerce platforms.

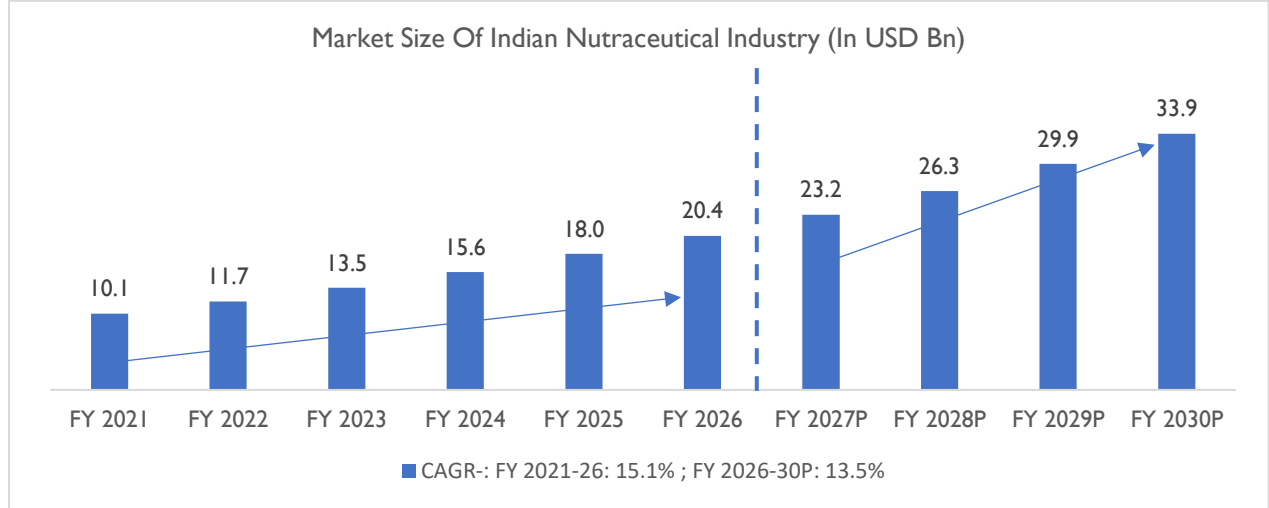


Source: Dun & Bradstreet Research

²⁰ The Indian pharmaceutical market is defined by two key metrics: domestic consumption of ~USD 35 billion and total industry turnover of ~USD 55 billion, reflecting India's dual role as a major consumer and global supplier. Domestic consumption includes branded generics, trade generics, and OTC products used within India, while total turnover includes exports of APIs, contract manufacturing, and finished formulations to regulated markets such as the US and Europe. This definition excludes traditional medicine systems and medical devices.

The global nutraceuticals market shows a strong and consistent growth trajectory, expanding from **USD 430.1 billion in CY 2021** to **USD 575.0 billion in CY 2025**, and is projected to reach **USD 852.7 billion by CY 2030P**. Market size increased steadily from **USD 462.5 billion in CY 2022** and **USD 497.3 billion in CY 2023** to **USD 534.8 billion in CY 2024**, reflecting rising consumer focus on preventive healthcare and wellness. In the forecast period, the market is expected to grow to **USD 622.2 billion in CY 2026P**, **USD 673.2 billion in CY 2027P**, **USD 728.4 billion in CY 2028P**, and **USD 788.1 billion in CY 2029P**, indicating sustained expansion driven by health-conscious consumption trends.

India nutraceutical market: Historical & future growth²¹



Source: Dun & Bradstreet Research

The Indian nutraceuticals market exhibits a strong and rapid growth trajectory, expanding from **USD 10.1 billion in FY 2021** to **USD 20.4 billion in FY 2026**, and is projected to reach **USD 33.9 billion by FY 2030P**. Market size increased steadily from **USD 10.1 billion in FY 2022** to **USD 20.4 billion in FY 2026**, reflecting rising consumer awareness of health, nutrition, and preventive care. In the forecast period, the market is expected to grow to **USD 23.2 billion in FY 2027P** to **USD 33.9 billion in FY 2030P**, indicating sustained expansion driven by increasing adoption of dietary supplements, fortified foods, and functional beverages.

Key Threats & Challenges

Global Challenges Impacting the Tree-Borne Specialty Fats & Butters Industry



• ²¹ The USD 18 billion valuation of India’s nutraceutical market in 2025 is based on a bottom-up revenue analysis of leading pharma and FMCG players and validated by industry bodies such as Vitafoods India and AHNMI. The market covers health supplements, functional foods, and botanical products regulated by FSSAI, including modernized Ayurvedic formulations. This inclusive definition captures the integration of traditional wellness with modern preventive healthcare, supported by strong growth in fortified foods and functional beverages.

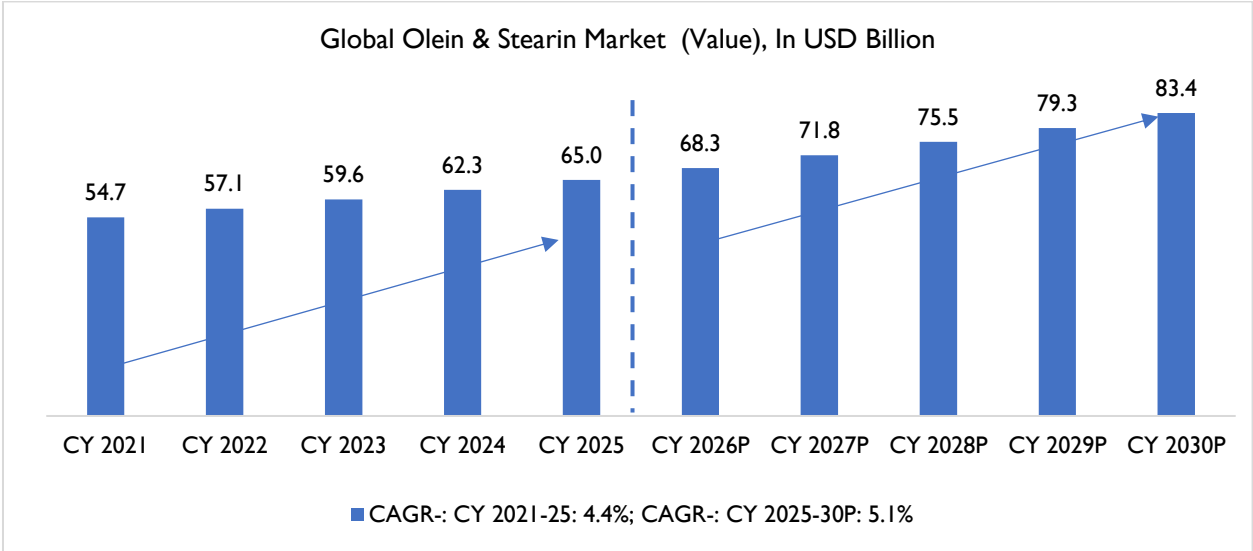
Analysis of Domestic threats & challenges that are impacting the tree-borne specialty fats & butter industry in India



Global Olein & Stearin Fractions

Market Growth Scenario

The global market for olein and stearin fractions has demonstrated steady expansion over recent years, reflecting the growing demand for structured specialty fats across food and non-food applications. The market increased from approximately **USD 54.7 billion in CY 2021 to around USD 65.0 billion in CY 2025**, registering a **compound annual growth rate (CAGR) of about 4.4%** during the historical period. This growth has been supported by rising consumption of processed foods, confectionery products, bakery formulations, and chocolate analogues, where fractionated fats play a crucial role in delivering specific melting characteristics, texture, and product stability.



Source: D&B Primary Research Estimates

Looking ahead, the market is projected to continue its upward trajectory, reaching approximately **USD 83.4 billion by CY 2030P**, expanding at an estimated **CAGR of around 5.1% during CY 2025–CY 2030P**. The expected growth is driven by increasing utilisation of fractionated fats in confectionery coatings, cocoa butter equivalents, bakery shortenings, and specialty fat blends. In addition, the cosmetics and personal care industry is increasingly incorporating olein fractions derived from tree-borne fats due to their emollient properties and compatibility with natural ingredient formulations.

Cocoa Butter Alternative

Insight into Cocoa Butter Alternatives, features & attributes, application patterns

Cocoa Butter Alternatives (CBAs) refer to a category of specialty vegetable fats used to partially or fully replace cocoa butter in chocolate and confectionery applications. These fats are formulated to deliver functional characteristics comparable to cocoa butter, including gloss, snap, melt profile, and mouthfeel, while offering improved cost stability, enhanced processability, and greater heat resistance under certain climatic conditions. CBAs are widely adopted by chocolate and confectionery manufacturers to optimize formulation economics, manage cocoa butter price volatility, and ensure consistent product performance across large-scale production environments.

Insight on types of cocoa butter alternatives

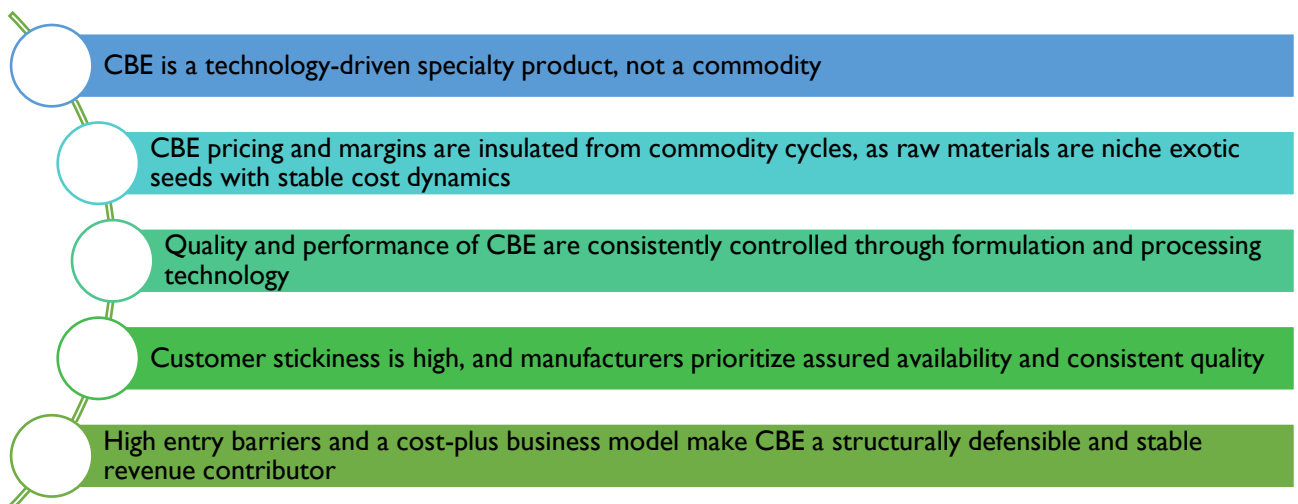
Parameter	CBE	CBR	CBS
Core role	Closely mimics cocoa butter performance	Partial replacement for cost and function balance	Used in compound and chocolate-like coatings
Similarity to cocoa butter	High (melt, snap, gloss comparable)	Moderate (acceptable at controlled levels)	Low (performance-focused, not equivalent)
Compatibility with cocoa butter	High; suitable for blending	Limited; blending must be controlled	Generally incompatible
Processing	Usually requires tempering	May require tempering	Often non-tempering and easier to process
Typical uses	Real chocolate, moulded bars, premium coatings	Cost-optimized chocolates	Coatings for biscuits, wafers, bakery, ice cream
Positioning	Cocoa butter-like chocolate systems	Mid-tier, cost-sensitive products	High-volume, thermally stable coatings

Winning Proposition of Cocoa Butter Equivalents (CBE)

Cocoa Butter Equivalents (CBEs) offer a strong value proposition due to their close structural and functional similarity to cocoa butter, along with processing and formulation advantages:

- High compositional similarity enabling near-identical performance to cocoa butter
- Comparable physical properties including melting profile, texture, snap, and gloss
- Fully compatible for blending with cocoa butter in all proportions
- Derived via fractionation yielding POS- and SOS-rich triglyceride structures
- Trans-fat free and customizable through non-hydrogenated, application-specific formulations

In addition to the above technical advantages, CBEs exhibit strong commercial and strategic positioning, as highlighted below:



Insight on the key reasons that are prompting the requirement for CBE

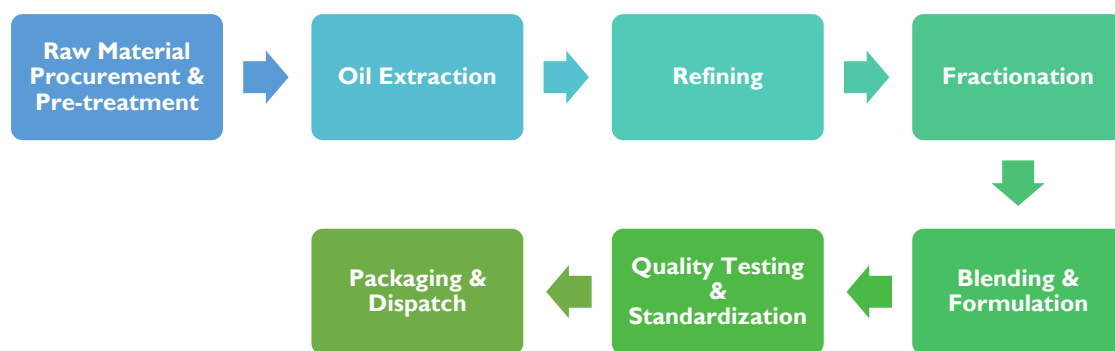
Parameter	Cocoa Butter	Cocoa Butter Equivalent (CBE)
Raw material	Extracted from cocoa beans; availability dependent on cocoa harvest cycles in key producing countries	Produced from vegetable fat sources such as shea, sal, mango kernel and palm fractions; multiple feedstock options available
Price volatility	Highly volatile; prices linked to global cocoa supply–demand dynamics, crop conditions, and commodity trading cycles	Comparatively moderate; diversified raw-material basket helps reduce exposure to single-commodity price shocks
Cost position	Structurally higher production cost due to dependence on cocoa beans and processing yields	Generally lower and more predictable cost structure, enabling formulation cost optimisation
Supply risk	High; global supply concentrated in a few West African countries and vulnerable to climatic and disease-related disruptions	Lower relative risk due to geographically diversified sourcing of oilseeds and fats
Functionality	Industry benchmark for melting profile, snap, gloss, and mouthfeel in chocolate	Engineered to replicate cocoa butter functionality; performance can be tailored based on formulation and application
Use case	Predominantly used in premium and standard chocolate formulations requiring full cocoa butter composition	Used in blended chocolate formulations, compound coatings, and cost-optimised products to balance performance and input cost

Source: Secondary Research

Cocoa Butter Equivalent (CBE)

1. Cocoa Butter Equivalent (CBE) refers to a category of specialty vegetable fats that are formulated to closely mimic the physical and functional properties of cocoa butter. CBEs are designed to deliver a cocoa butter-like sensory experience such as smooth mouthfeel, clean melt, gloss, and snap while also offering greater cost predictability and supply flexibility for chocolate and confectionery manufacturers. Due to their high compatibility with cocoa butter, CBEs are widely used as a preferred cocoa butter alternative in applications where manufacturers seek to maintain “real chocolate” characteristics without significantly compromising product quality.

Insight into the manufacturing process of CBE, including key input materials used



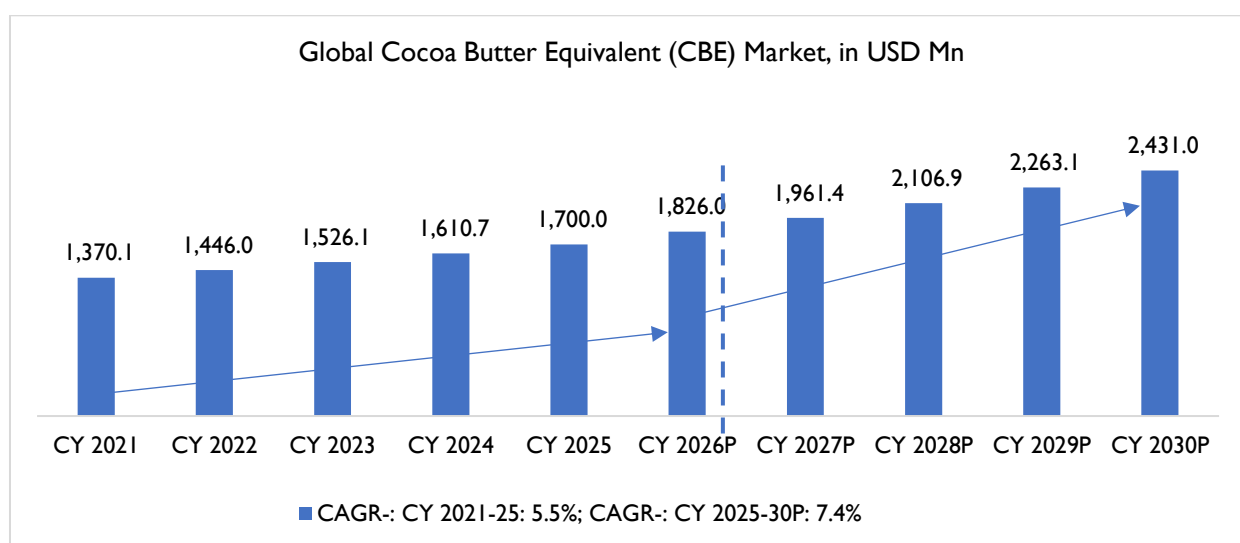
- **Raw Material Procurement & Pre-treatment:** The process begins with sourcing and cleaning of oil-bearing seeds or kernels such as shea, sal, mango, or kokum. The raw materials are dried, graded, and prepared to ensure consistent oil yield and quality.
- **Oil Extraction:** Vegetable oils and fats are extracted from the processed seeds or kernels using mechanical pressing and/or solvent extraction methods. The extracted crude fat contains natural impurities that must be removed before further processing.
- **Refining:** The crude fat undergoes refining processes including degumming, neutralization, bleaching, and deodorization. Refining improves colour, odour, and purity, making the fat suitable for food-grade applications and further fractionation.
- **Fractionation:** Fractionation is a critical step in CBE manufacturing. The refined fat is separated into solid (stearine) and liquid (olein) fractions through controlled cooling and crystallization. The stearine fraction, which exhibits

higher melting points and desired triglyceride composition, is typically used as the primary building block for CBE formulations.

- **Blending & Formulation:** Selected stearine fractions from different vegetable fat sources are blended in precise proportions to achieve a triglyceride profile and melting curve similar to cocoa butter. This step allows manufacturers to customize CBEs for specific chocolate applications, balancing hardness, melt profile, and compatibility.
- **Quality Testing & Standardization:** The blended CBE undergoes rigorous quality testing, including melting point analysis, solid fat content (SFC) profiling, and compatibility checks with cocoa butter. Adjustments are made to ensure consistency across batches and adherence to customer specifications.
- **Packaging & Dispatch:** Once standardized, the final CBE product is packed in food-grade packaging and supplied to chocolate and confectionery manufacturers for use in chocolate formulations and coatings.

Market Scenario: CBE

Global market size of CBE (historical and future growth)

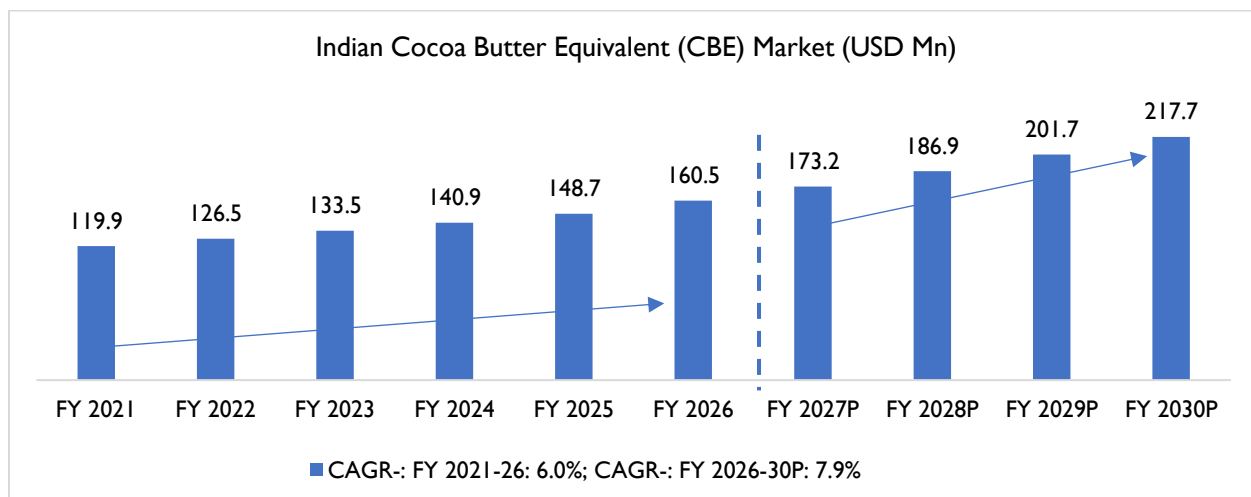


Source: Dun & Bradstreet Research

The global CBE market exhibited steady and moderate expansion during CY 2021–CY 2025, registering a CAGR of approximately 5.5%, indicating a phase of gradual recovery and stabilisation. This period reflects consistent demand from the confectionery and compound chocolate industry, supported by improving consumption patterns across key emerging markets and the continued use of cocoa butter alternatives in cost-optimised formulations. The growth trajectory during these years suggests a stable demand environment with incremental capacity additions and a balanced supply–demand scenario.

From CY 2025 onwards, the market is projected to enter a relatively stronger growth phase, expanding at a higher CAGR of around 7.4% through CY 2030P. The faster growth rate implies increasing adoption of CBEs across developing regions, stronger expansion of chocolate and bakery manufacturing, and greater reliance on specialty fats amid cocoa butter price fluctuations. The shift to a higher growth trajectory indicates a transition from a recovery-led phase to a more expansion-driven market environment, supported by capacity scaling, product innovation, and broader application of structured vegetable fats in confectionery formulations.

Indian market size of CBE (historical and future growth)



Source: Dun & Bradstreet Research

Note: The market refers to solid functional specialty fats and excludes all liquid specialty oils. It includes refined fractions of Shea, Sal, Mango Kernel, Kokum, Mahua, and Illipe. The valuation accounts for domestic industrial consumption following the formula: Domestic Consumption = (Local Production + Imports) – Exports.

Between FY 2021 and FY 2026, the Indian CBE market recorded a CAGR of approximately **6.0%**, reflecting stable and incremental growth. The steady year-on-year increase during this period indicates consistent demand from confectionery and bakery manufacturers, gradual expansion of compound chocolate production, and increasing penetration of cocoa butter alternatives across industrial applications. This phase suggests a balanced demand environment with moderate scaling of production capacities and steady consumption growth across urban markets.

From FY 2026 onward, the market is projected to expand at a faster CAGR of about **7.9%** through FY 2030P, indicating an acceleration in growth momentum. The sharper upward trajectory during the forecast period suggests stronger demand from organised confectionery manufacturing, greater adoption of CBEs amid cocoa butter price fluctuations, and continued expansion of domestic specialty fats capacity. The shift toward a higher growth rate reflects a transition from steady expansion to a more growth-driven phase, supported by increasing processed food consumption, product innovation, and wider application of structured fats across confectionery and bakery segments.

Demand Drivers for Cocoa Butter Equivalents (CBE) and Exotic Specialty Fats & Butters

Demand for Cocoa Butter Equivalents (CBE) and Exotic Specialty Fats & Butters is being driven by structural growth in chocolate, confectionery, bakery, food, and cosmetic end-use industries, alongside rising input cost pressures, evolving consumer preferences, and sustainability-led sourcing requirements. The global chocolate confectionery market continues to expand steadily, with demand growing at an estimated **5–6% year-on-year**, reflecting strong consumption trends across both mature and emerging markets. Persistent cocoa price volatility, supply constraints, and climatic challenges are accelerating the adoption of alternative fat systems that offer cost stability, functional performance, and improved shelf-life, particularly in tropical markets. In parallel, innovation in specialty fats is enabling premiumisation, healthier formulations, and enhanced sensory attributes, supporting broader application across food and non-food segments.

➤ Rising demand from chocolates, confectioneries, and cosmetics industry

The global chocolate and confectionery market continue to expand, supported by urbanisation, rising disposable incomes, premium product launches, and increasing per-capita consumption in emerging markets. Simultaneously, the cosmetics and personal care industry is witnessing higher demand for specialty fats and butters due to their emollient properties, stability, and natural positioning. This multi-industry demand base is structurally increasing consumption of CBEs and exotic specialty fats across both food and non-food applications.

➤ Strong market demand for a wide variety of specialty butters and fats

Manufacturers increasingly require differentiated fat systems tailored to specific end-use requirements such as texture, melting behaviour, hardness, and stability. This has driven demand beyond commoditised fats toward a broader portfolio of specialty butters and fats, including CBEs and exotic variants. The ability to customize fat profiles for diverse applications supports repeat demand from large industrial customers and premium product manufacturers alike.

➤ **Advantage driven by high cocoa prices, supply chain issues, and demand–supply gap**

Sustained elevation in cocoa prices, coupled with persistent supply chain disruptions, has materially increased cost and availability risks for chocolate and confectionery manufacturers. These pressures are further accentuated by a widening demand–supply imbalance, as evidenced by the sharp decline in global cocoa inventories, with London cocoa stocks falling from approximately 100,000 tonnes to around 21,000 tonnes, highlighting increased supply-side vulnerability in late 2023 to early 2024. In this context, CBEs offer a strategic advantage by enabling partial substitution of cocoa butter, allowing manufacturers to manage input cost volatility, mitigate procurement risk, and maintain product pricing and production continuity without materially compromising functional or sensory performance.

➤ **Functional superiority of CBEs and exotic specialty fats & butters**

CBEs and exotic specialty fats offer superior functional benefits, including improved texture, mouthfeel, gloss, and thermal stability. These attributes are critical in confectionery, bakery, food, and cosmetic formulations where product consistency and performance are key quality parameters. Compared to cocoa butter alone, these specialty fats can be engineered to deliver more predictable behaviour during processing, storage, and distribution.

➤ **Innovation-driven rise in new CBEs and exotic specialty fats & butters**

Ongoing innovation in fat fractionation, blending, and enzymatic modification has led to the development of next-generation CBEs and exotic specialty fats. These newer formulations offer improved nutritional profiles, including reduced saturated fat content and allergen-free options, aligning with evolving regulatory standards and consumer expectations. Innovation is expanding application scope and enabling manufacturers to introduce differentiated, high-value products.

➤ **Rising consumer preference for premium and healthier alternatives to cocoa butter**

Consumers are increasingly seeking premium products that offer better taste, texture, and perceived health benefits. This trend is encouraging manufacturers to adopt advanced CBEs and specialty fats that can deliver a cocoa butter-like sensory experience while enabling nutritional optimization and cost efficiency. The shift toward premiumisation and healthier indulgence is reinforcing demand for high-performance fat systems.

➤ **Increasing focus on ESG-compliant and sustainable sourcing**

Growing awareness around environmental sustainability and responsible sourcing is influencing procurement strategies across food and cosmetic industries. Manufacturers are increasingly prioritising ESG²²-compliant sourcing partners and diversified raw material bases to mitigate deforestation, traceability, and regulatory risks. Exotic specialty fats and CBEs sourced through sustainable supply chains support these objectives while reducing over-dependence on cocoa-centric ecosystems.

➤ **High relevance in tropical climates due to shelf-life and stability advantages**

In tropical and sub-tropical markets, high ambient temperatures and extended distribution chains pose challenges for cocoa butter-based products. CBEs and exotic specialty fats enhance product shelf-life, reduce melting and fat bloom risks, and improve stability under variable temperature conditions. These advantages make them particularly attractive for mass-market and premium products distributed across warm-climate regions.

Competitive Landscape

The tree-borne specialty fats and butter segment forms a niche yet strategically important part of the global specialty fats and oils market, catering primarily to confectionery, bakery, cosmetics, personal care, and emerging plant-based food applications. These fats, derived from non-traditional tree seeds such as sal, shea, mango kernel, kokum, illipe, and similar sources, are valued for their functional similarity to cocoa butter and dairy fats. The market remains moderately consolidated, with competition driven less by pure scale and more by access to raw materials, fractionation expertise, and the ability to deliver consistent melting profiles, texture, and stability across end-use applications.

Large multinational agribusiness and ingredient companies dominate the upper end of the competitive spectrum, leveraging extensive sourcing networks, processing infrastructure, and established customer relationships. Players such as AAK AB, Cargill, Wilmar International, Bunge, Mewah Group, and 3F Industries Limited operate diversified specialty fats portfolios that include tree-borne derivatives alongside palm-based and blended solutions. Their competitive strength lies in proprietary processing technologies, strong R&D capabilities, and the ability to offer customized fat formulations at scale for global confectionery and bakery manufacturers. These companies also benefit from long-term relationships with multinational food brands, enabling better management of raw material volatility and operational scale efficiencies.

Within the Indian export-oriented tree-borne specialty fats segment, Manorama Industries Limited has emerged as one of the leading participants in terms of export market penetration, supported by its focused presence in sal, shea, mango kernel, kokum, and mowrah-based specialty fats and cocoa butter equivalents (CBEs). The Company has established a

• ²² Environmental, Social, and Governance

strong position in India's tree-borne specialty fats export market through its specialized sourcing network, processing capabilities, and increasing focus on value-added CBE formulations for global food and confectionery applications.

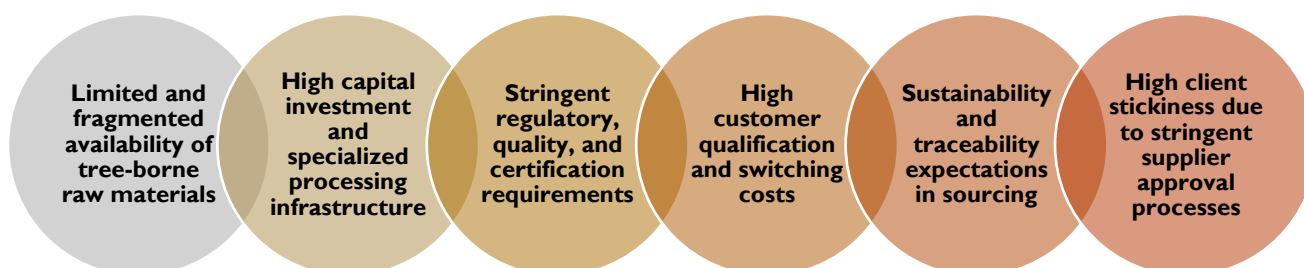
At the same time, the segment features a distinct layer of specialized and regional players that focus on tree-borne fats and butters, competing through deep expertise in sourcing, localized procurement networks, and focused product portfolios. In India and other producing regions, several private and mid-sized companies operate across sal, shea, mango kernel, and other tree-borne derivatives, supplying to both domestic and export markets. Companies such as Manorama Industries Limited, 3F Industries Limited, along with other regional participants, operate in the tree-borne specialty fats segment through varying degrees of involvement across sourcing, processing, and specialty fat applications. However, the level of strategic focus on tree-borne specialty fats differs across participants, with several industry players operating diversified business models spanning edible oils, oleochemicals, commodity fats, bakery ingredients, industrial fats, or broader specialty fats portfolios, where tree-borne derivatives represent only a part of the overall product mix. In comparison, only a limited number of companies maintain relatively higher operational focus on tree-borne specialty fats and Cocoa Butter Equivalent (CBE)-related applications as a dedicated business segment.

Accordingly, such players typically operate across or include tree-borne fats within their broader product portfolios. Competition in this segment is heavily influenced by supply-chain complexity, as tree-borne raw materials are often forest-collected, seasonal, and geographically dispersed. As a result, players that invest in community-based sourcing models, long-term supplier relationships, and sustainability certifications gain a meaningful advantage. Traceability, ethical sourcing, and ESG compliance have become critical competitive parameters, particularly for exports to Europe and North America, where regulatory scrutiny and customer expectations around sustainability are high. Smaller players without secure access to raw materials often struggle to scale consistently, reinforcing entry barriers in the segment.

Innovation and application-specific customization further shape competitive dynamics. Manufacturers increasingly demand fats with precise melting behaviour, improved shelf life, and compatibility with clean-label and vegan formulations. This has intensified competition around fractionation techniques, blending capabilities, and application labs. While alternative technologies such as fermentation-based or synthetic fats are emerging, tree-borne specialty fats retain a strong competitive position due to their natural origin, regulatory acceptance, and alignment with clean-label trends, especially in premium chocolate and cosmetics.

Overall, the competitive landscape of the tree-borne specialty fats and butter segment is characterized by a balance between global majors with scale and technology advantages and specialized players with deep sourcing and product expertise. Success in this market depends on securing sustainable raw material access, delivering consistent functional performance, and aligning with evolving customer expectations around health, sustainability, and transparency. As demand for cocoa butter alternatives and plant-based ingredients grows, competition is expected to intensify, favouring players with integrated, resilient, and innovation-driven business models.

Analysis of entry barriers / competitive forces operating in this industry



- **Limited and fragmented availability of tree-borne raw materials:**

Entry into this industry is constrained by restricted access to forest-derived seeds such as sal, shea, mango kernel, and kokum. These inputs are seasonal, geographically dispersed, and largely collected through informal aggregators or community-based networks. New entrants face difficulties in securing consistent volumes and quality without long-term relationships. Established players benefit from preferential access and sourcing networks that take years to develop, creating a strong structural barrier.

- **High capital investment and specialized processing infrastructure:**

The industry requires significant upfront investment in extraction, refining, and fractionation facilities tailored for specialty fats. Equipment must deliver precise melting profiles, crystallization behaviour, and consistency, increasing technological complexity. New entrants without scale struggle to justify these capital costs. Established players spread fixed costs across diversified product portfolios, reinforcing cost-based entry barriers.

- **Stringent regulatory, quality, and certification requirements:**

Compliance with global food safety standards, cosmetic regulations, and clean-label norms adds complexity to market entry. Export-oriented players must meet EU, US, and other international regulatory frameworks, along with certifications related to quality and sustainability. Building robust quality systems and testing infrastructure involves time and cost. Regulatory readiness thus functions as both an entry barrier and a competitive filter.

- **High customer qualification and switching costs:**

Large food and personal care manufacturers follow lengthy supplier qualification and approval processes. Once a supplier is approved and integrated into formulations, switching becomes costly due to reformulation risks and performance uncertainties. This creates customer lock-in for incumbent suppliers. New entrants face extended lead times before achieving meaningful commercial traction.

- **Sustainability and traceability expectations in sourcing:**

Rising emphasis on ethical sourcing, traceability, and ESG compliance strengthens entry barriers. Buyers increasingly prefer suppliers that can demonstrate transparent forest-based procurement and community engagement. Developing such sourcing models requires long-term investment and operational maturity. Entrants lacking credible sustainability credentials risk exclusion from premium and export markets.

- **High client stickiness due to stringent supplier approval processes:**

The tree-borne specialty fats and butter segment exhibits high client stickiness, as end-use manufacturers follow rigorous and time-intensive supplier approval procedures. Once a fat or butter is approved for an existing formulation, switching suppliers requires re-validation through product trials, shelf-life and sensory testing, and process compatibility checks. In some cases, regulatory re-filings are also required. These factors significantly increase switching costs and operational risk for customers. As a result, incumbent suppliers benefit from long-term customer retention, while new entrants face prolonged qualification timelines before commercial adoption.

Peer Profiling:

Company Name	Overview
AAK AB (Sweden)	AAK AB is a Sweden-based specialty vegetable oils and fats company headquartered in Malmö, with origins dating back to the late 19th century. The company operates as a global producer and supplier of value-added plant-based oils and fats, serving the food, confectionery, bakery, dairy, infant nutrition, foodservice, personal care, and industrial segments. AAK AB develops and manufactures customized specialty fat solutions, including cocoa butter equivalents (CBE), cocoa butter replacers (CBR), cocoa butter substitutes (CBS), bakery fats, dairy fat alternatives, and other tailored lipid-based formulations designed to meet specific functional and application requirements of its customers. The company operates an integrated global manufacturing and sourcing network across Europe, North America, Latin America, and Asia, supported by technical innovation centres and customer co-development platforms. AAK AB functions as a business-to-business solutions provider focused on value-added specialty formulations rather than bulk commodity trading. Overall, AAK AB is positioned as a global specialty fats solutions provider with significant scale across food ingredients and confectionery fats, supported by strong product customization capabilities and a diversified end-market presence.
Fuji Oil Co., Ltd. (Japan)	Fuji Oil Co., Ltd. is a Japan-based food ingredients manufacturer established in 1950 and headquartered in Osaka. The company operates as a global supplier of plant-based food ingredients, with core business segments including vegetable oils and fats, industrial chocolate, emulsified and fermented ingredients, and soy-based products. In the vegetable oils and fats segment, Fuji Oil develops and manufactures specialty fats such as cocoa butter equivalents (CBE), confectionery fats, and functional lipid solutions used in chocolate, bakery, and processed food applications. The company has a diversified international presence across Asia, Europe, and the Americas, supported by research and development centres focused on plant-based and functional food solutions. The company operates through a global management structure combining regional and business division oversight to support integrated operations and market responsiveness. Fuji Oil has also focused on strengthening sustainable sourcing and supply chain traceability, particularly for key raw materials such as palm oil and cocoa, through partnerships and certification initiatives. In addition, the company is expanding its presence in alternative and cocoa-reduced solutions, including cocoa butter equivalent (CBE)-based formulations and

Company Name	Overview
	cocoa-free chocolate innovations, in response to rising raw material costs and evolving customer requirements.
Bunge Global SA (USA)	Bunge Global SA is a global agribusiness and food company with operational headquarters in the United States and a history dating back to 1818. The company operates across an integrated agricultural value chain, spanning grain origination, oilseed processing, edible oil refining, specialty oil production, and food ingredient distribution. Bunge operates through key business segments including Agribusiness, Refined and Specialty Oils, and Milling, enabling end-to-end operations from farm-level sourcing to food and industrial applications. Within its Refined and Specialty Oils segment, the company produces and supplies a broad range of vegetable oils and fats, including packaged and bulk edible oils, shortenings, margarines, and specialty ingredients derived from vegetable oil refining processes. The segment also includes products such as lecithin and renewable diesel feedstocks. Bunge primarily utilizes oilseeds such as soybean, sunflower, rapeseed, and canola sourced through its agribusiness operations, while also refining and fractionating oils such as palm oil, palm kernel oil, coconut oil, and shea butter for use in food, bakery, confectionery, and foodservice applications. The company maintains an extensive global manufacturing, refining, and distribution network across North America, South America, Europe, Asia-Pacific, and Africa. Through this integrated model, Bunge supplies both business-to-business (B2B) and business-to-consumer (B2C) markets, including multinational food manufacturers, bakeries, confectionery producers, and foodservice operators. While Bunge has presence in specialty fats and confectionery applications, its operations are primarily commodity-driven with partial overlap in specialty fat solutions, supported by large-scale oilseed processing and global supply chain capabilities.
3F Industries	3F Industries Limited was established in 1960 and is one of India's established players in the edible oils and specialty fats industry. The company is headquartered in Hyderabad, Telangana, India, and has built a strong presence over six decades in both domestic and international markets. It operates as an integrated edible oil and fats company with a diversified product portfolio catering to industrial and consumer segments. The company's product line includes edible oils, vanaspati, margarine, bakery fats, and specialty fats, along with a strong focus on value-added segments. A key strategic area for 3F Industries is its presence in cocoa butter substitutes (CBS) and cocoa butter equivalents (CBE), which are widely used in the chocolate, confectionery, dairy, and bakery industries. The company's segmental exposure, the tree-borne specialty fats segment is estimated to contribute approximately ~12–15% of the company's overall revenue²³. Along with this, the company is also active in oleochemicals and specialty fat systems, serving both FMCG brands and industrial food manufacturers. This positioning allows 3F to operate in higher-margin, technically advanced fat modification segments compared to basic edible oils. 3F Industries has a strong manufacturing and operational backbone with 8 manufacturing units across India, enabling large-scale production and supply chain efficiency. The company manages a portfolio of 50+ brands, catering to both retail and institutional customers. With a workforce of over 1,500 employees, it has developed strong technical expertise in fat processing technologies such as fractionation, hydrogenation, and blending. This has helped the company maintain a competitive position in the specialty fats and cocoa butter substitute market, while steadily expanding its footprint in both domestic and export markets. The company has also emerged as the second largest exporter of tree borne specialty fat from India during FY 2025.

Source: Company annual report and official website

• ²³ Based on Primary Interaction

Parameter	Manorama Industries Limited	Fuji Oil Co., Ltd.	AAK AB	Bunge Global SA	3F Industries Limited
Specialty Fats Focus	High	High	High	Moderate / Limited	Moderate
CBE / Cocoa Alternatives	Core focus	Core focus	Broad portfolio	Limited presence	Selected presence
Key Raw Materials / Product Base	Sal, Shea, Mango Kernel, Kokum, Mowrah	Palm, Cocoa, Soy-based lipids	Shea, Palm, Cocoa, Dairy lipids	Soybean, Sunflower, Rapeseed, Palm	Palm, Palm Kernel, Shea Nuts, Coconut and other vegetable oils
Value Chain Positioning	Midstream–Downstream	Midstream–Downstream	Downstream (value-added)	Upstream–Midstream	Midstream–Downstream
Commodity Exposure	Low–Moderate	Moderate	Low	High	Moderate
Scale Indicator	INR 12,962 Mn. specialty fats revenue (approximately 95% of Net sales in FY2026)	~¥207.3 bn Fats Segment Revenue (35% of the total Net Sales in FY 2025). Vegetable fat is primarily from palm oil and palm kernel oil	483,000 MT specialty fats volume production in CY 2025. In volume terms, Chocolate and confectionary fat forms 24% of the product portfolio by volume and 38% of operating profit value in CY 2025. By raw material, the company derived 5% of the total volume production by Shea, and 7% share by others which include Corn, Avocado, Mango, Grape, Sesame, Sal, Illipe, and Safflower, among others	Large global scale	Diversified oleochemicals and specialty fats manufacturer

Source: Company's Annual Report, Presentation

- **Specialty Fats Focus:** Assessed based on the extent of business concentration in specialty fats within the overall portfolio. A relatively focused orientation is observed in players such as Manorama Industries Limited, whereas companies including Fuji Oil Co., Ltd., AAK AB and 3F Industries Limited operate with broader product portfolios encompassing specialty fats alongside other food ingredients, edible oils, oleochemicals, or related value-added products.
- **CBE / Cocoa Alternatives:** Evaluated based on the strategic importance of cocoa butter equivalents (“CBE”) and related cocoa alternatives within the product portfolio. CBE forms a core product category for certain players such as Manorama Industries Limited, while for companies including Fuji Oil Co., Ltd., AAK AB and 3F Industries Limited, it constitutes part of a wider specialty fats and food ingredients offering.
- **Key Raw Materials / Product Base:** Represents the primary feedstock used (tree-borne vs plantation vs commodity inputs). A distinction exists between tree-borne oilseed-based sourcing (e.g., sal, mango kernel, kokum and mowrah) adopted by Manorama Industries Limited and plantation- or commodity-based inputs such as palm, palm kernel, shea, cocoa, soybean and other vegetable oils used by global and regional peers.
- **Value Chain Positioning:** Determined by the company's role across sourcing, processing and value-added manufacturing. Players such as Bunge Global SA demonstrate stronger upstream integration through commodity origination and processing activities, whereas specialty-focused participants including Manorama Industries

Limited, Fuji Oil Co., Ltd., AAK AB and 3F Industries Limited operate primarily within processing and value-added manufacturing segments.

- **Commodity Exposure:** Assessed based on the degree of reliance on bulk commodity-driven businesses (e.g., oilseed processing, edible oils and trading activities) versus value-added specialty products. Higher exposure is generally observed in integrated agribusiness and commodity-linked business models, while specialty-focused players exhibit relatively lower dependence on commodity price cycles.

Company Profiling: Manorama Industries Limited

Company Overview:

Manorama Industries Limited, incorporated in 2005, is engaged in the manufacturing of cocoa butter equivalents (CBEs), specialty fats, and plant-based butters derived from tree-borne oilseeds. The Company has developed experience in sourcing, processing, and value addition of tree-borne products such as Sal seed, Shea nut, Mango kernel, Kokum seed, and Mowrah seed, which are used across chocolate and confectionery, bakery and dairy, cosmetics, HoReCa, and animal nutrition applications. The Company has also established a strong procurement and sourcing network across India and West Africa for key tree-borne oilseeds, supporting raw material availability and supply chain continuity. While the raw materials are sourced from these regions, procurement is undertaken through a diversified network of suppliers and trading intermediaries across multiple jurisdictions, The Company expanded its integrated manufacturing capabilities through the operationalization of its modern processing facilities post 2020.

Positioning Based on Market Revenue share

- The Company is estimated to be the largest tree-borne specialty fats & butters player in India and accounted for approximately 94.26% of the Indian tree-borne specialty fats & butters market in FY 2026²⁴.

Particulars	Value
Estimated Indian Tree-Borne Specialty Fats & Butters Market Size (USD Million)	155.72
Average USD/INR Exchange Rate (FY 2026)	88.31
Estimated Indian Market Size (INR Million)	13,751.63
Company Revenue from Operations from the Tree Borne Specialty Fat segment (INR Million)	12,962.72
Estimated Market Share (%)	94.26%

Positioning Based on Export Data

Manorama Industries limited also continued to remain India's largest exporter of tree-born specialty fat sal fat, and CBE during FY 2025 both by value and volume with its share in Indias export stood as follow.

Period/Segment	FY 2025	
	Value	Volume
Manorama Industries Limited		
Tree-Borne Specialty Fat	58.1%	56.5%
Sal Fat	80.1%	79.9%

- ²⁴ The estimated market share has been derived by comparing the Company's FY 2026 revenue from operations attributable to the specialty fats segment of approximately INR 12,962.72 Million with the estimated Indian tree-borne specialty fats & butters market size of approximately INR 13,751.63 Million for FY 2026. As per the Primary Research, the Indian market size has been estimated at approximately USD 155.72 Million and converted into Indian Rupee terms using an average exchange rate of INR 88.31 per USD for FY 2026.

Cocoa Butter Equivalents (CBEs)	98.0%	96.0%	

Sources: The Trade Vision

The Company has also undertaken international expansion initiatives and has established a manufacturing presence in Brazil for CBE production, positioning it as the first global CBE producer to manufacture in Brazil, with production commenced in year 2025.

The Company operates an integrated model spanning sourcing, primary processing, refining, fractionation, interesterification, blending, and packaging of tree-borne oilseeds. It has built a strong forest-based procurement network involving over 8 million tribal collectors and more than 18,000 seed collection centres across India, creating a sourcing scale and depth that is difficult to replicate. Shea nuts are sourced through Manorama Africa Limited (its promoter group entity) and its subsidiaries across West Africa, strengthening supply security and traceability, while the proximity of the Raipur manufacturing facility to the Visakhapatnam port supports efficient import logistics for African shea seeds.

The Company's integrated manufacturing complex at Birkoni, Chhattisgarh, includes installed capacities of 90,000 MTPA²⁵ for seed milling, 90,000 MTPA for solvent extraction, 45,000 MTPA for refining, 30,000 MTPA for interesterification, and 40,000 MTPA for solvent fractionation, along with blending and packaging facilities of 30,000 MTPA. These integrated capabilities enable the production of refined butters, stearins, cocoa butter equivalents (CBEs), specialty fats, and de-oiled cake for animal nutrition. The Company follows an innovation-led manufacturing approach, supported by integrated capacity and several domestic and international quality, safety, and sustainability certifications, resulting in consistently high product quality. Its R&D efforts are anchored by the DSIR²⁶-accredited MILCOA²⁷ Research and Development Centre, recognized by the Government of India.

Manorama Industries Limited also maintains an international operational footprint with a promoter-group entity and subsidiaries across West Africa, the Middle East, and other regions to support localized sourcing, traceability, and customer engagement. The Company has developed strong capabilities in formulation development, application testing, process optimization, and regulatory compliance across food and personal care segments, and continues to introduce new filling fats, spread fats, and CBE formulations for chocolate, bakery, frozen dessert, and cosmetic applications.

Sustainability practices are integrated across operations through zero-liquid-discharge manufacturing, biomass-based fuel usage, and energy-efficient systems, along with adherence to the No Deforestation, No Peat, No Exploitation (NDPE) framework.

Further, the Company maintains long-standing relationships with its customers, supported by a co-development approach wherein products are jointly formulated to meet specific application requirements. This enables the Company to navigate inflationary pressures, as product performance, consistency, and application suitability remain key decision factors beyond pricing considerations. The Company also benefits from high client stickiness, as new supplier approvals in end-use industries such as food and personal care involve stringent qualification processes, making substitution of existing suppliers relatively challenging. Its focus on employee engagement and organizational culture, reflected in its recognition as a Great Place to Work (India), further supports consistent product quality, service delivery, and customer retention.

Products & Services Offered:

Segments	Subsegments
Cocoa Butter Equivalents (CBEs)	- Cocoa Butter Equivalents manufactured using tree-borne and plant-based oils and fats. - Formulated to match the fatty acid composition, melting behaviour, and functional properties of cocoa butter. - Used across chocolate and confectionery applications as permitted under applicable food regulations. - Produced through fractionation, refining, and blending processes without hydrogenation.
Specialty Fats for Food Applications	- Specialty fats designed for chocolate, confectionery, bakery, dairy, and HoReCa segments. - Includes filling fats, coating fats, bakery fats, wafer cream fats, spreads, and customized fat systems.

²⁵ Metric Tonnes Per Annum

²⁶ Department of Scientific and Industrial Research

²⁷ Manorama Industries Limited Centre of Analysis

Segments	Subsegments
	- Products are developed for specific functional requirements such as texture, stability, melting profile, and shelf life. - Application-specific solutions are supported by in-house R&D and customer co-development.
Tree-Borne Specialty Butters	- Sal Butter and Sal Stearin derived from Sal seeds sourced from Indian forest regions. - Shea Butter and Shea Stearin sourced primarily from West Africa and processed for food and personal care use. - Mango Butter and Mango Stearin obtained from mango kernels for cosmetic and food formulations. - Kokum Butter and Mowrah Butter used mainly in personal care, cosmetic, and select food applications.
Cosmetic and Personal Care Ingredients	- Plant-based butters and fats used in skincare, haircare, and personal care formulations. - Ingredients are used for emollient, moisturizing, and texture-enhancing properties. - Products cater to natural, organic, and certified cosmetic formulations as per customer requirements. - Offerings include refined and fractionated butters suitable for creams, lotions, balms, and soaps.
Value-Added By-Products and Animal Nutrition Inputs	- De-oiled cake (DoC) generated during oil extraction is supplied to the Indian animal nutrition and cattle feed industry. - By-product utilization supports circular use of raw materials and reduces processing waste. - Products are derived from Sal, Mango, and other exotic seed processing.
Integrated Processing and Supply Services	- End-to-end processing services covering seed milling, solvent extraction, refining, fractionation, and interesterification. - Ethical sourcing and procurement services through structured forest-based collection networks in India and Africa. - Custom product development support through the DSIR-recognized MILCOA R&D Centre. - Export supply of specialty fats and butters to food and personal care manufacturers across global markets.
Specialty Fat Fractions	- Specialty fat fractions including Sal Stearin, Shea Stearin, Mango Stearin, and other fractionated fat products derived from tree-borne oils and fats. - Produced through refining and fractionation processes to achieve customized melting profiles, stability, and functional properties. - Used across chocolate and confectionery, bakery, cosmetic, personal care, and specialty food applications.

Key Customer Segments Served:

- Chocolate & Confectionery Manufacturers:** Manorama Industries Limited supplies cocoa butter equivalents (CBEs), filling fats, and specialty fats used in moulded chocolates, filled chocolates, wafers, and confectionery products. The Company works closely with premium and global confectionery brands through its specialty fats portfolio to co-develop application-specific fat systems, where functional performance and quality take precedence over price considerations. These products are designed to replicate cocoa butter functionality while complying with regulatory limits on CBE usage.
- Bakery & Dairy Processors:** The Company provides specialty fats for bakery applications such as fillings, spreads, and bake-stable inclusions, as well as fats used in dairy and frozen dessert formulations. Products are often co-developed with customers to ensure texture stability, shelf life, and processing efficiency, enabling clients to manage inflationary pressures through performance-led formulations rather than price-driven sourcing.
- HoReCa (Hotels, Restaurants, and Cafes):** Manorama Industries Limited serves the HoReCa segment with food-grade specialty fats and butters used in culinary applications, desserts, and professional food preparation. Customer-centric solutions ensure consistent performance across diverse operating environments, supporting long-term relationships with institutional and food service clients.
- Cosmetics & Personal Care Manufacturers:** Cosmetic-grade butters such as Shea butter, Mango butter, Kokum butter, and Sal butter are supplied for use in skincare, lotions, creams, and personal care products. The Company partners with global cosmetic brands to deliver natural-origin, high-performance ingredients aligned with premium and certified formulations.

- **Animal Nutrition Industry:** The Company supplies de-oiled cake, a by-product of its oil extraction process, to the Indian cattle feed industry. This supports circular resource utilization while meeting demand for protein-rich feed ingredients.
- The Company operates as a formulation partner, offering application-specific fat solutions that are co-developed with customers to meet functional performance, consistency, and regulatory requirements. This approach enables the Company to deliver customer-centric solutions across a diverse client base, including engagement with Fortune 500 companies operating in the premium confectionery, chocolate, and cosmetics sectors, positioning it as an integral partner in customers' product development and commercialization processes. Integration into customer product formulations and approval processes supports relationship continuity and contributes to client retention, as qualification of alternative suppliers for existing formulations can be complex and time-consuming, resulting in relatively high client stickiness.

Key Strengths:

- **Integrated Forest-to-Finished Product Value Chain:** The Company operates a fully integrated model covering ethical sourcing of tree-borne oilseeds, processing, refining, fractionation, and blending. This end-to-end control supports traceability, quality consistency, and efficient utilization of raw materials.
- **Established Procurement Network in India and West Africa:** Manorama Industries Limited has developed a decentralized sourcing network spanning forest regions in India and select countries in West Africa. In India, the Company procures key raw materials such as sal, mango kernel, kokum, and mowrah seeds, while shea nuts are primarily sourced from West African countries. This geographically diversified sourcing network supports consistent raw material availability and enables inclusive participation of tribal and rural communities across sourcing regions.
- **Strong Manufacturing and Processing Capabilities:** The Company operates a state-of-the-art manufacturing facility at Birkoni, Chhattisgarh, with significant installed capacities across seed milling, solvent extraction, refining, interesterification, and fractionation. Recent capacity additions have expanded its ability to serve growing demand for specialty fats and CBEs.
- **In-house R&D Recognized by Government of India:** Product development and process innovation are supported by the MILCOA Research and Development Centre, which is recognized by the Department of Scientific and Industrial Research (DSIR). The R&D function focuses on application-specific formulations for food, confectionery, bakery, and personal care segments.
- **Wide Range of Certifications and Compliance Standards:** The Company holds multiple quality, safety, sustainability, and social compliance certifications including FSSC²⁸ 22000, ISO²⁹ standards, RSPO³⁰, Fair Trade, Fair for Life, SEDEX³¹ SMETA³², Organic, Halal, and Kosher. These certifications enable access to regulated domestic and international markets.

Also, the Company is recognized by the Government of India as a Three-Star Export House and has received multiple recognitions for CSR initiatives, fair-trade practices, workplace safety, and sustainability, and is certified as a Great Place to Work (India).

• ²⁸ Food Safety System Certification

• ²⁹ International Organization for Standardization

• ³⁰ Roundtable on Sustainable Palm Oil

• ³¹ Sedex Members Ethical Trade Audit

• ³² Sedex Members Ethical Trade Audit

Financial KPI Benchmarking^{i ii iii}

Particular	Unit	Manorama Industries Limited			AAK AB				Bunge Global SA			
		As at end for Fiscal			As at end for Fiscal				As at end for Fiscal			
		FY 2026	FY 2025	FY 2024*	Q1 CY 2026	CY 2025	CY 2024	CY 2023	Q1 CY 2026	CY 2025	CY 2024	CY 2023
Total Revenue	in INR Lakhs	1,37,709.20	79,184.62	47,023.33	35,692.46	11,46,219.83	41,12,224.98	35,82,699.62	35,98,615.11	2,07,42,543.30	6,15,31,581.94	4,48,09,033.50
Revenue From Operations	in INR Lakhs	1,36,673.89	77,084.19	45,708.01	35,080.23	11,35,846.80	40,82,771.47	35,68,757.92	35,81,109.47	2,06,92,376.52	6,12,79,767.57	4,44,39,181.16
EBITDA	in INR Lakhs	36,133.26	18,640.11	7,352.06	5,645.07	1,41,133.05	4,71,078.78	4,50,253.49	4,42,464.79	3,91,868.80	18,72,488.17	16,57,641.37
EBITDA Margin	in %	26.44%	24.18%	16.08%	16.09%	12.43%	11.54%	12.62%	12.36%	1.89%	3.06%	3.73%
PAT	in INR Lakhs	22,491.80	10,978.95	4,010.87	2,977.55	96,249.75	3,04,826.12	2,80,576.68	2,29,829.61	6,436.49	7,11,005.28	9,51,407.49
PAT Margin	in %	16.46%	14.24%	8.77%	8.49%	8.47%	7.47%	7.86%	6.42%	0.03%	1.16%	2.14%
Operating Cash Flow	in INR Lakhs	25,041.77	-5,689.74	-15,349.52	5,928.46	1,39,138.24	76,472.68	1,86,311.79	4,13,444.33	-5,12,079.76	7,35,402.52	15,89,863.00
Current Ratio	In Times	1.97	1.67	1.62	2.82	2.05	1.99	1.93	1.95	1.60	1.61	2.15
Debt Equity Ratio	In Times	0.52	1.05	1.03	0.37	0.18	0.25	0.18	0.26	0.76	0.73	0.51
Debt Service Coverage Ratio	In Times	6.29	3.38	2.44	3.46	0.39	1.05	1.97	2.01	2.69	3.46	4.52
Return on Equity (ROE)	in %	32.97%	23.88%	11.90%	10.51%	4.48%	17.21%	17.58%	17.20%	0.39%	4.85%	10.85%
Inventory turnover ratio	In Times	6.62	5.25	3.87	4.03	0.96	3.90	4.39	4.64	1.53	7.14	7.81
Trade receivables turnover ratio	In Times	16.59	10.69	13.13	13.22	1.86	7.92	8.11	7.71	5.57	23.37	22.41
Trade payables turnover ratio	In Times	17.25	20.45	21.74	94.94	2.44	11.52	7.79	9.00	3.42	13.71	17.90
Net capital turnover ratio	In Times	2.96	2.42	2.14	2.00	0.96	4.32	4.12	5.02	2.15	7.59	6.23
Net profit ratio	in %	16.51%	14.31%	8.80%	8.55%	8.47%	7.47%	7.86%	6.42%	0.31%	1.20%	2.24%
Return on Capital employed	in %	33.29%	19.62%	10.62%	12.52%	4.92%	18.29%	20.04%	18.41%	0.60%	5.10%	10.85%
Working capital days	in Days	123	150	170	181	381	84	89	73	170	48	59
Inventory Days	in Days	55	70	94	91	379	94	83	79	239	51	47
Trade Receivable Days	in Days	22	34	28	28	197	46	45	47	65	16	16
Trade Payable Days	in Days	21	18	17	4	150	32	47	41	107	27	20

Particular	Unit	Fuji Oil Co. Limited			3F Industries Limited ^{iv}			
		As at the end of the Fiscal			As at end for Fiscal			
		FY 2026	FY 2025	FY 2024	FY 2026	FY 2025	FY 2024	FY 2023
Total Revenue	in INR Lakhs	45,87,401.63	39,48,689.29	31,46,907.71	NA	2,96,203.71	2,75,652.43	4,67,516.13
Revenue From Operations	in INR Lakhs	45,75,806.40	39,36,911.52	31,31,607.39		2,91,213.23	2,70,481.37	4,59,589.93
EBITDA	in INR Lakhs	3,02,240.18	1,86,567.31	2,02,584.86		21,352.13	5,020.24	14,986.67
EBITDA Margin	in %	6.61%	4.74%	6.47%		7.33%	1.86%	3.26%
PAT	in INR Lakhs	68,196.75	31,597.02	53,523.35		9,443.43	-3,037.99	6,434.76
PAT Margin	in %	1.49%	0.80%	1.71%		3.24%	-1.12%	1.40%
Operating Cash Flow	in INR Lakhs	3,24,927.00	2,86,396.77	2,67,822.17		11,686.16	15,502.04	0.00
Current Ratio	In Times	1.40	1.32	1.61		0.98	0.99	1.03
Debt Equity Ratio	In Times	0.97	1.20	0.42		0.97	0.92	0.80
Debt Service Coverage Ratio	In Times	5.02	4.26	5.86		2.77	1.16	2.07
Return on Equity (ROE)	in %	4.71%	2.55%	5.08%		14.96%	-5.99%	12.05%
Inventory turnover ratio	In Times	4.51	6.32	11.19		-	203.42	-86.17
Trade receivables turnover ratio	In Times	6.79	6.64	6.16		23.76	22.30	71.19
Trade payables turnover ratio	In Times	9.71	12.67	11.37		0.44	0.81	0.68
Net capital turnover ratio	In Times	7.59	7.62	6.27		-141.90	-461.19	127.38
Net profit ratio	in %	1.49%	0.80%	1.71%		3.24%	-1.12%	1.40%
Return on Capital employed	in %	6.56%	3.12%	7.93%		12.86%	4.60%	16.92%
Working capital days	in Days	48	48	58		-3	-1	3
Inventory Days	in Days	81	58	33		-	2	-4
Receivable Days	in Days	54	55	59		15	16	5
Payable Days	in Days	38	29	32		827	450	541

The above KPIs have been calculated based on Consolidated Financial Statements, wherever available

*Based on Standalone Financial Statements for FY 2024

1 We have considered Consolidated Financial Statements.

¹ Financial Year -

- Manorama Industries Limited – 1st April to 31st March (Fiscal Year)
- AAK AB – 1st January to 31st December (Calendar Year)
- Bunge Global SA – 1st January to 31st December (Calendar Year)
- Fuji Oil Co. Ltd. - 1st April to 31st March (Fiscal Year)

¹ Average Exchange rate use for currency conversion

Company	Currency	INR			
		Q1 FY 2026	CY 2025	CY 2024	CY 2023
Bunge Global SA, USA	1 USD	94.65 (As of 30 th March 2026)	87.13	83.68	82.57
AAK AG	1 SEK	9.97 (As of 31 st March 2026)	8.87	7.92	7.78
Fiscal Year (Apr-March)			FY 2026	FY 2025	FY 2024
Fuji Oil Co., Ltd., Japan	1 JPY	NA	0.59	0.56	0.57

1 In the case of 3F Industries Limited, the complete financial notes for FY2025 are not publicly available; therefore, certain ratio calculations may be subject to data limitations and may not be directly comparable.

Formula Used:

Parameter	Formula
Total Revenue	Total Income includes Revenue from Operations and Other Income.
Revenue From Operations	Revenue from operations means the revenue from operations as appearing in the restated statement of profit & loss for the relevant year/period.
Other Income	Other income represents income not directly related to the Company's core operations, including interest income, miscellaneous income and other non-operating income.
EBITDA	EBITDA has been calculated as profit before tax, adjusted for finance costs and depreciation and amortization expense less other income
EBITDA Margin (%)	EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations
Profit Before Tax (PBT)	Profit before tax represents profit for the year before tax expense, including current tax and deferred tax.
Profit after tax (PAT)	Profit after tax (PAT) refers to Restated Profit/(Loss) for the year from Continuing Operations as appearing in the Restated Financial Information
PAT Margin (%)	PAT Margin (%) has been calculated as PAT divided by Revenue from Operations.
Current Ratio	Current Assets / Current Liabilities
Debt Equity Ratio	Total Debt / Total Shareholders' Equity
Debt Service Coverage Ratio	Net Profit after taxes + depreciation and amortizations + Finance Cost / Finance Cost + Current Maturities of long term borrowings
Return on Equity (ROE)	Return on Equity ("ROE") (%) has been calculated as net profit after tax less preference dividend (if any), divided by closing shareholders' equity.
Inventory turnover ratio	Sales / Average inventory
Trade receivables turnover ratio	Net Credit Sales / Average Trade Receivables
Trade payables turnover ratio	Net credit purchases / Average Trade payables
Net capital turnover ratio	Net Sales / Working capital
Net profit ratio	Net Profit / Net Sales
Return on Capital Employed (ROCE)	Earnings before interest and taxes / (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)
Working capital days	(Current Assets - Current liabilities / Revenue from operations) *365
Inventory Days	365/ Inventory turnover ratio
Trade Receivable Days	365/ Trade receivables turnover ratio
Trade Payable Days	365/ Trade payables turnover ratio
Operating Cash Flow	Operating Cash Flow is calculated as the net cash generated from or used in operating activities, as reported in the Restated Statement of Cash Flows for the relevant Fiscal.

1 In the case of 3F Industries Limited, the complete financial notes for FY2025 are not publicly available; therefore, certain ratio calculations may be subject to data limitations and may not be directly comparable.

ORGANISATIONAL STRUCTURE

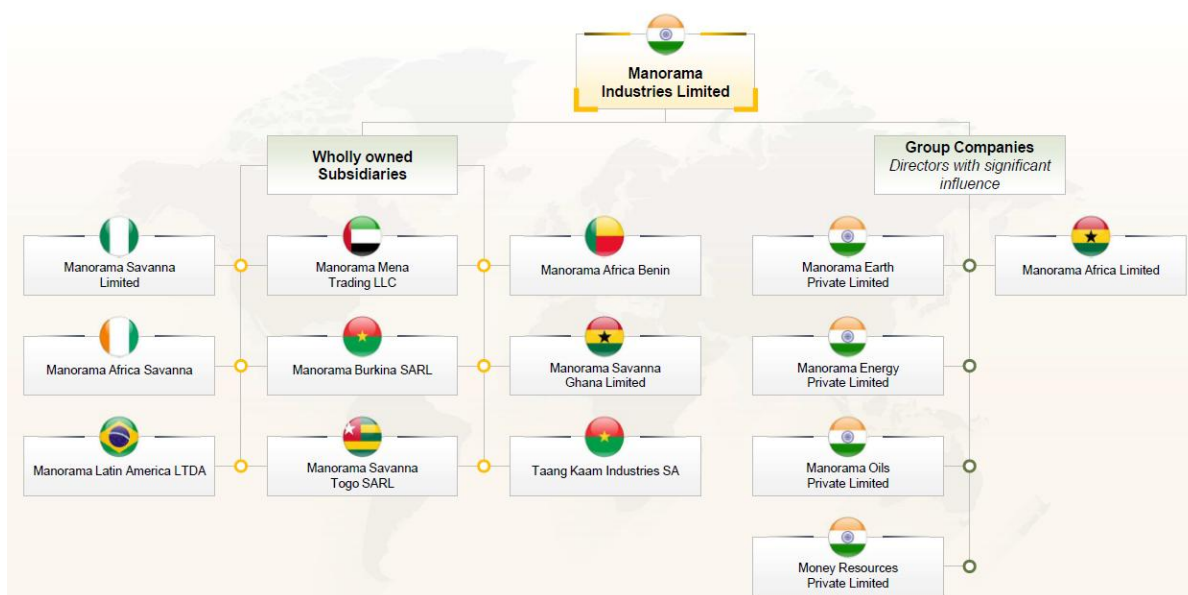
Corporate History

Our Company was originally incorporated as “Manorama Industries Private Limited”, as a private limited company under the Companies Act, 1956. The certificate of incorporation was issued on August 9, 2005, bearing Corporate Identification Number U15142CT2005PTC17858, by the Registrar of Companies, Madhya Pradesh & Chhattisgarh. Subsequently, following a resolution passed by shareholders at the Extraordinary General Meeting held on February 6, 2018, the Company was converted into a public limited company. Accordingly, its name was changed to “Manorama Industries Limited.” A fresh certificate of incorporation reflecting the conversion to a public limited company was issued on March 23, 2018 by the Registrar of Companies, Maharashtra at Mumbai. The corporate identification number of our Company is L15142MH2005PLC243687.

Our Registered Office is located Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, J.B. Nagar, Mumbai-400059, Maharashtra, India and our Corporate Office is located at F-6, Anupam Nagar, Raipur – 492007, Chhattisgarh, India

Our Equity Shares have been listed on BSE SME since October 4, 2018, migrated to the BSE main board on July 20, 2021, and listed on the NSE main board since July 1, 2022.

Organizational structure



Our Subsidiaries

As on the date of this Preliminary Placement Document, our Company has 9 (nine) subsidiaries.

- (i) Manorama Savanna Limited- Nigeria
- (ii) Manorama Mena Trading LLC, UAE
- (iii) Manorama Africa Benin, Benin
- (iv) Manorama Africa Savanna, Ivory Coast
- (v) Manorama Burkina SARL, Burkina Faso
- (vi) Manorama Savanna Ghana Limited, Ghana
- (vii) Manorama Latin America LTDA, Brazil
- (viii) Manorama Savanna Togo SARL, Togo
- (ix) Taang Kaam Industries SA, Burkina Faso

As on date of this Preliminary Placement Document, Manorama Savanna Ghana Limited, Ghana is the only material subsidiary of the Company, in accordance with requirements of Regulation 16 (1) (c) of the SEBI Listing Regulations.

Holding Company

As on date of this Preliminary Placement Document, our Company does not have a holding company.

Associate

As on the date of this Preliminary Placement Document, our Company does not have any associate company.

Joint Venture

As on the date of this Preliminary Placement Document, our Company does not have any joint venture.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of our Board is governed by the provisions of the Companies Act, 2013, as amended, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association. In terms of our Articles of Association, the Board shall have, unless otherwise determined in the general meeting of the Company, not less than three and not more than fifteen directors, subject to applicable provision of the Companies Act, 2013. As on the date of this Preliminary Placement Document, our Company has ten (10) Directors on our Board, comprising five (5) Executive Directors and five (5) Independent Directors including two (2) women Independent Directors.

The following table sets forth details regarding our Board as of the date of this Preliminary Placement Document:

Name, DIN, Term, Period of Directorship, Address, Occupation, Nationality and Date of Birth	Age (in years)	Designation
Ashish Ramesh Saraf DIN: 00183357 Term: Five years from October 23, 2024 to October 22, 2029 Period of directorship: Director since October 23, 2024 Address: H.No.- C/9, Anupam Nagar, Raipur, Pin: 492001, Chhattisgarh, India Occupation: Business Nationality: Indian Date of Birth: January 20, 1970	56	Chairman and Managing Director
Vinita Ashish Saraf DIN: 00208621 Term: Reappointed for a period of five years from July 30, 2024, to July 29, 2029 Period of directorship: Since March 25, 2006 Address: H.No- C/9, Near TV Tower, Anupam Nagar, Raipur, Pin: 492001, Chhattisgarh, India Occupation: Business Nationality: Indian Date of Birth: November 22, 1970	55	Vice-chairperson and Whole-time Director
Shrey Ashish Saraf DIN: 07907037 Term: Reappointed for a period of 5 years from April 22, 2022 to April 21, 2027 Period of directorship: Director since August 19, 2019 Address: C/9, Anupam Nagar, Near TV Tower, Shankar Nagar, Raipur, Pin: 492007, Chhattisgarh, India Occupation: Business Nationality: Indian	32	Whole-time Director

Name, DIN, Term, Period of Directorship, Address, Occupation, Nationality and Date of Birth	Age (in years)	Designation
Date of Birth: February 24, 1994		
Ashok Jain DIN: 09791163 Term: Reappointed for a period of 3 years from November 15, 2025 to November 14, 2028, and liable to retire by rotation Period of directorship: Director since November 15, 2022 Address: Flat No.316, 3 rd floor, Maruti Heritage Near Colors Mall, Pachpedi Naka, Raipur, Pin: 492001, Chhattisgarh, India Occupation: Professional Nationality: Indian Date of Birth: February 15, 1983	43	Chief Financial Officer and Whole-time Director
Gautam Kumar Pal DIN: 07645652 Term: Reappointed for a period of 5 years from March 22, 2022, to March 21, 2027 Period of directorship: Director since January 10, 2018 Address: Shivanand Nagar, Sector 2, W R S Colony, Om Nagar, Khamtarai, Raipur, Pin: 492008, Chhattisgarh, India Occupation: Professional Nationality: Indian Date of Birth: February 4, 1974	52	Whole-time Director
Subhprada Nishtala DIN: 01824635 Term: Five years from April 26, 2025 to April 25, 2030, and shall not be liable to retire by rotation Period of directorship: Director since April 26, 2025 Address: A 307, Oberoi Splendor, JV Link Road, Andheri East, Mumbai, Pin: 400060, Maharashtra, India Occupation: Business Nationality: Indian Date of Birth: September 19, 1976	49	Independent Director
Jose Vailappallil Joseph DIN: 08540226 Term: Reappointed for a period of 5 years from August 19, 2024 to August 18, 2029 and shall not be liable to	68	Independent Director

Name, DIN, Term, Period of Directorship, Address, Occupation, Nationality and Date of Birth	Age (in years)	Designation
retire by rotation. Period of directorship: Director since August 19, 2019 Address: 66, Federal Village, Elookkara, Muppathadam P.O, Ernakulam, Pin: 683110, Kerala, India Occupation: Retired Bank Manager Nationality: Indian Date of Birth: March 25, 1958		
Nipun Sumanlal Mehta DIN: 00255831 Term: Reappointed for a period of 5 years from March 5, 2026 to March 4, 2031, and shall not be liable to retire by rotation Period of directorship: Director since March 5, 2021 Address: B-121, Grand Paradi, August Kranti Marg, Mumbai, Pin: 400036, Maharashtra, India Occupation: Business Nationality: Indian Date of Birth: March 15, 1963	63	Independent Director
Mudit Kumar Singh DIN: 03276749 Term: Five consecutive years from September 6, 2021, up to September 5, 2026, and shall not be liable to retire by rotation Period of directorship: Director since September 6, 2021 Address: B-91, Sector-C, Mahanagar, Lucknow, Pin: 226006, Uttar Pradesh, India Occupation: Professional Nationality: Indian Date of Birth: July 3, 1961	64	Independent Director
Veni Mocherla DIN: 08082163 Term: Reappointed for a period of 3 years from December 22, 2023 to December 21, 2026 and shall not be liable to retire by rotation Period of directorship: Director since December 22, 2021 Address: 304, Tirumala Praveen Residency, Gandhi Nagar, Hyderabad, Pin: 500080, Telangana, India	50	Independent Director

Name, DIN, Term, Period of Directorship, Address, Occupation, Nationality and Date of Birth	Age (in years)	Designation
Occupation: Professional Nationality: Indian Date of Birth: December 22, 1975		

Relationship with other Directors

Except as stated below, none of our Directors are related to each other:

Director	Relative	Nature of Relationship
Ashish Ramesh Saraf	Vinita Ashish Saraf and Shrey Ashish Saraf	Spouse and Son respectively
Vinita Ashish Saraf	Ashish Ramesh Saraf and Shrey Ashish Saraf	Spouse and Son respectively
Shrey Ashish Saraf	Ashish Ramesh Saraf and Vinita Ashish Saraf	Father and Mother respectively

Borrowing powers of our Board

Subject to the provisions of the Companies Act, 2013, our Articles of Association authorise our Board, at its discretion, to generally secure the payment of any sum or sums of money for the purposes of our Company. In accordance with Section 180(1)(c) of the Companies Act, 2013 and as approved by our Shareholders at their meeting dated September 30, 2019, our Board has been authorised to borrow from time to time from, including without any limitation, any bank and/or financial institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by Board of Directors, any sum or sums of money not exceeding ₹ 35,000 lakhs over and above the equity paid-up capital of the Company, its free reserves and securities premium at any given point of time, including monies already borrowed by the Company on such terms and conditions as the Board may deem fit.

Interest of the Directors

Our Executive Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and respective appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. All our Non-Executive Directors may be deemed to be interested to the extent of sitting fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other reimbursement of expenses, commissions and profit linked incentives payable to them.

Except for Ashish Ramesh Saraf, Vinita Ashish Saraf and Shrey Ashish Saraf, who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company.

All our Directors may also be interested to the extent of Equity Shares held by them or stock options granted to them, if any (together with dividends, any benefits and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, members, proprietors or trustees or held by their relatives. Certain of our Directors may also be regarded as interested in the Equity Shares held by, or subscribed by and allotted to, the companies, firms, HUFs, and trusts, in which they are interested as directors, members, partners, Karta, trustees, etc.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed.

Except as provided in “*Related Party Transactions*” on page 32, and except as disclosed in this Preliminary Placement Document, our Company has not entered into any contract, agreement or arrangement during the three Fiscal Years immediately preceding the date of this Preliminary Placement Document in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them.

Further, our Company has neither availed of any loans from, nor extended any loans to the Directors which are currently outstanding.

Shareholding of Directors

Except as disclosed below, none of our Directors hold Equity Shares in our Company, as on the date of this Preliminary Placement Document:

Name	Number of Equity Shares	Percent of the issued and paid-up Equity Share capital (in %)
Ashish Ramesh Saraf	2,75,68,720	46.17
Vinita Ashish Saraf	45,67,292	7.65
Shrey Ashish Saraf	1,48,697	0.25
Ashok Jain	19,380	0.03
Gautam Kumar Pal	10,000	0.02
Total	3,23,14,089	54.12

Terms of appointment of Executive Directors

S. No.	Name	Particulars
1.	Ashish Ramesh Saraf	Designation: Chairman and Managing Director. Tenure as Executive Director: For a period of 5 years from October 23, 2024 to October 22, 2029. Remuneration: Annual remuneration of Rs. 6,00,00,000 with effect from January 1, 2026. Other Incentives/Expenses: Performance incentive of 3% on profit after tax of the Company from FY 2025-26 onwards. Perquisites & Allowances: As per Company's Policy.
2.	Vinita Ashish Saraf	Designation: Vice-chairperson and Whole-time Director. Tenure as Executive Director: For a period of 5 years from July 30, 2024 to July 29, 2029, and shall be liable to retire by rotation. Remuneration: Annual remuneration of Rs. 1,87,20,000 with effect from January 1, 2026. Other Incentives/Expenses: Performance incentive of 1% on profit after tax of the Company from FY 2025-26 onwards. Perquisites: As per Company's policy.
3.	Shrey Ashish Saraf	Designation: Whole-time Director. Tenure as Executive Director: For a period of 5 years from April 22, 2022 to April 21, 2027. Remuneration: Annual remuneration of Rs. 81,90,000 with effect from January 1, 2026. Other Incentives/Expenses: Performance incentive of 0.30% on profit after tax of the Company from financial year 2025-26 onwards. Perquisites and Allowances: As per Company's policy.
4.	Ashok Jain	Designation: Chief Financial Officer and Whole-time Director. Tenure as Executive Director: For a period of 3 years from November 15, 2025 to November 14, 2028, liable to retire by rotation. Remuneration: Annual Remuneration of Rs. 48,00,000. Other Incentives/Expenses: Performance incentive of 0.10% on profit after tax of the Company from financial year 2025-26 onwards. Perquisites: As per Company's policy.

S. No.	Name	Particulars
5.	Gautam Kumar Pal	Designation: Whole-time Director. Tenure as Executive Director: For a period of 5 years from March 22, 2022 to March 21, 2027. Remuneration: Annual remuneration of Rs. 66,00,000 with effect from January 1, 2026. Other Incentives/Expenses: Performance incentive of up to 1% on profit after tax of the Company from financial year 2025-26 onwards, subject to overall remuneration not exceeding Rs. 96,00,000 per annum. Perquisites and Allowances: As per Company's policy.

The total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all Directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, unless specifically approved by the members of the Company under Section 197 read with Schedule V to the Act.

Compensation of the Non-Executive Directors

The following table set forth the compensation (including sitting fees, as applicable) paid by our Company to the Non-Executive Directors of our Company during the relevant period, i.e., Fiscals 2026, 2025 and 2024:

(in ₹ lakhs)

S. No.	Name of Director*	Fiscal 2026	Fiscal 2025	Fiscal 2024
(1)	Jose Vailappallil Joseph	3.10	1.80	1.70
(2)	Mudit Kumar Singh	3.40	1.80	1.60
(3)	Nipun Sumanlal Mehta	3.40	1.80	1.70
(4)	Subhaprada Nishtala	2.90	-	-
(5)	Veni Mocherla	3.30	1.80	1.50

*Remuneration paid to each Non-Executive Directors refers to the director sitting fees paid for each of the specified period.

Compensation of the Executive Director(s)

The following tables set forth the details of remuneration paid by our Company to the Executive Directors of our Company during the relevant period i.e., Fiscals 2026, 2025 and 2024:

(in ₹ lakhs)

S. No.	Name of Director*	Nature of Transaction	Fiscal 2026	Fiscal 2025	Fiscal 2024
(1)	Ashish Ramesh Saraf	Performance Bonus	700.00	139.00	-
(2)	Ashish Ramesh Saraf	Remuneration	285.00	180.00	120.00
(3)	Vinita Ashish Saraf	Performance Bonus	233.00	56.00	-
(4)	Vinita Ashish Saraf	Remuneration	154.80	96.77	-
(5)	Vinita Ashish Saraf	Director Sitting Fees	-	0.80	1.70
(6)	Gautam Kumar Pal	ESOP Perquisites	113.71	-	-
(7)	Gautam Kumar Pal	Performance Bonus	41.25	24.00	10.00
(8)	Gautam Kumar Pal	Remuneration	54.75	51.00	51.00
(9)	Ashok Jain	ESOP Perquisites	214.75	-	-
(10)	Ashok Jain	Performance Bonus	23.00	-	-
(11)	Ashok Jain	Remuneration	42.38	39.00	39.00
(12)	Shrey Saraf	Performance Bonus	70.00	17.00	-
(13)	Shrey Saraf	Remuneration	67.73	63.00	42.00

Key Managerial Personnel

The Key Managerial Personnel are permanent employees of our Company. In addition to, our Chairman and Managing Director and Whole-time Directors whose details are provided in "Board of Directors" above, the details of our other Key Managerial Personnel in terms of the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations, as on the date of this Preliminary Placement Document are set forth below:

S. No.	Name	Date of appointment in the current designation	Designation
1.	Deepak Sharma	February 10, 2024	Company Secretary and Compliance Officer

Senior Management

All members of our Senior Management are permanent employees of our Company. Besides Mr. Ashok Jain, who is the Chief Financial Officer of our Company and Mr. Deepak Sharma who is the Company Secretary and Compliance Officer, the details of our Senior Management as on the date of this Preliminary Placement Document are as set forth below:

S. No.	Name	Designation	Date of Association
1.	Deep Saraf	Deputy Chief Executive Officer – Chief Coordinator	August 9, 2005
2.	Krishnadath Bhaggan	Deputy Chief Executive Officer- Business Development & Vice President- R&D	January 1, 2019
3.	Sten Andreas Appel	Vice President (New & Existing Projects)	April 1, 2021
4.	Chandan Gupta	Vice-President (Sales)	October 1, 2016
5.	Raj Shekhar	General Manager (Fractionation)	August 21, 2007
6.	Ekta Kadel	Associate Vice President – I-R	September 13, 2016

Shareholding of Key Managerial Personnel and Senior Management

Except as stated below, and at “*Shareholding of Directors*” on page 339 and as disclosed below, none of our Key Managerial Personnel or members of our Senior Management hold Equity Shares in our Company, as on the date of this Preliminary Placement Document:

Name	Designation	Number of Equity Shares	Percentage of the issued and paid-up Equity Share capital (in %)
Deepak Sharma	Company Secretary and Compliance Officer	8,000	0.01
Deep Saraf	Deputy Chief Executive Officer - Chief Coordinator	NIL	NIL
Krishnadath Bhaggan	Deputy Chief Executive Officer- Business Development & Vice President- R&D	2,500	0.00
Sten Andreas Appel	Vice President (New & Existing Projects)	NIL	NIL
Chandan Gupta	Vice-President (Sales)	10,000	0.01
Raj Shekhar	General Manager (Fractionation)	4,000	0.00
Ekta Kadel	Associate Vice President – I-R	NIL	NIL

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except (i) Ashish Ramesh Saraf and Vinita Ashish Saraf, who are spouses, (ii) Shrey Ashish Saraf, who is the son of Ashish Ramesh Saraf and Vinita Ashish Saraf, Executive Directors of the Company and (iii) Deep Saraf who is the brother of Ashish Ramesh Saraf, Executive Director of the Company, none of our Key Managerial Personnel and members of Senior Management are related to each other or to the Directors.

Interest of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel, other than the Directors of our Company, and members of Senior Management, do not have any interest in our Company other than to the extent of the remuneration, performance incentives or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them in the ordinary course of business and/or to the extent of stock options granted (if any). For details of interests of Directors, see “*Interest of the Directors*” on page 338. Our Key Managerial Personnel, other than the Directors of our Company, and members of Senior Management may also be interested to the extent of Equity Shares held by them in our Company along with the dividend payable and other benefits in respect of such Equity Shares.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel and members of Senior Management was selected as key managerial personnel or member of senior management.

Except as provided in “*Related Party Transactions*” on page 32, and except as disclosed in this Preliminary Placement Document, our Company has not entered into any contract, agreement or arrangement during the three Fiscals immediately preceding the date of this Preliminary Placement Document in which any of the Key Managerial Personnel and members of Senior Management are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them.

Corporate governance

Our Board presently consists of 10 (ten) Directors. In compliance with the requirements of the SEBI Listing Regulations, our Board consists of 5 (five) Independent Directors, including 2 (Two) women Independent Directors.

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, including constitution of our Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company’s executive management provides our Board detailed reports on its performance periodically.

Committees of our Board of Directors

Our Board has constituted statutory committees, which are constituted and function in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The statutory committees of our Board are: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Stakeholders Relationship Committee; (iv) Risk Management Committee; and (v) Corporate Social Responsibility Committee

The following table sets forth details of members of the aforesaid committees, as on the date of this Preliminary Placement Document:

S. No.	Committee	Name and Designation of Members
1.	Audit Committee	(1) Jose Vailappallil Joseph (Chairperson) (2) Mudit Kumar Singh (Member) (3) Nipun Sumanlal Mehta (Member) (4) Ashok Jain (Member)
2.	Nomination and Remuneration Committee	(1) Nipun Sumanlal Mehta (Chairperson) (2) Jose Vailappallil Joseph (Member) (3) Mudit Kumar Singh (Member) (4) Subhaprada Nishtala (Member)
3.	Stakeholders Relationship Committee	(1) Jose Vailappallil Joseph (Chairperson) (2) Ashish Ramesh Saraf (Member) (3) Nipun Sumanlal Mehta (Member) (4) Mudit Kumar Singh (Member) (5) Subhaprada Nishtala (Member)
4.	Risk Management Committee	(1) Nipun Sumanlal Mehta (Chairperson) (2) Ashish Ramesh Saraf (Member) (3) Jose Vailappallil Joseph (Member) (4) Mudit Kumar Singh (Member) (5) Gautam Kumar Pal (Member) (6) Ashok Jain (Member)
5.	Corporate Social Responsibility Committee	(1) Mudit Kumar Singh (Chairperson) (2) Jose Vailappallil Joseph (Member) (3) Ashish Ramesh Saraf (Member) (4) Vinita Ashish Saraf (Member)

Other confirmations

None of the Directors, Promoters, members of Senior Management or Key Managerial Personnel of our Company have any financial or other material interest in the Issue except as otherwise stated above in “– *Interest of the Directors*” and “– *Interest of Key Managerial Personnel and Senior Management*” and there is no effect of such interest as is different from the interest of other persons.

Neither our Company, nor the Directors or Promoters have ever been identified as a Wilful Defaulter or Fraudulent Borrower as defined under SEBI ICDR Regulations.

Neither our Company, nor our Directors or Promoters have been prohibited or debarred from accessing capital markets or restrained from buying, selling or dealing in securities under any order or direction made by SEBI, Stock Exchanges or any other regulatory or supervisory authority or courts/tribunal inside or outside India. Further, none of our individual Promoter or Directors have been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Directors, Promoters, members of Senior Management or Key Managerial Personnel of our Company intend to subscribe to the Issue.

No change in control in our Company will occur consequent to the Issue.

Policy on disclosures and internal procedure for prevention of insider trading

SEBI Insider Trading Regulations applies to us and our employees and requires us to formulate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by designated persons. Our Company is in compliance with the same and has implemented the “Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders” for prevention of insider trading in accordance with the SEBI Insider Trading Regulations and which is available on our website at <https://manoramagroup.co.in/investors-policies>.

Our Company has designated Ashish Ramesh Saraf, Ashok Jain and Deepak Sharma, as the authorised officers who are responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified under SEBI Insider Trading Regulations under the overall supervision of the Board.

Related party transactions

For details in relation to the related party transactions entered into by our Company during the last three Financial Years, see “*Related Party Transactions*” on page 32.

SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company, as on March 31, 2026, is set forth below.

Summary statement showing the shareholding pattern of the Company

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid- up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants, ESOPs ,etc.) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Total number of shares on fully diluted basis (including warrants, ESOPs and convertible securities(XII)= X+VII)	Number of Locked in shares (XIII)		Number of Shares pledged or otherwise encumbered (XIV)		Number of Disposal Undertaking and other encumbrances (if any)(XV)		Num eq share i dema form (XVI)
								No of Voting Rights			Total as a % of (A+B+ C)				No.	As a % of total Shar es held	No. (a)	As a % of total Share s held (b)	No.	As a % of total Shar es held	
								Class eg: X	Class eg:y	Total											
A	Promoter & Promoter Group	5	3,24,35,406	-	-	3,24,35,406	54.32	3,24,35,406	-	3,24,35,406	54.32	-	54.32	3,24,35,406	-	-	-	-	-	-	3,24,
B	Public	36,330	2,72,73,124	-	-	2,72,73,124	45.68	2,72,73,124	-	2,72,73,124	45.68	-	45.68	2,72,73,124	1,09,480	0.40	-	-	-	-	2,72,
C	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	36,335	5,97,08,530	-	-	5,97,08,530	100	5,97,08,530	-	5,97,08,530	100	-	100	5,97,08,530	1,09,480	0.18	-	-	-	-	5,97,

Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	Entity Type	No. of Share holders (III)	No. of fully Paid up equity share held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Total number of shares on fully diluted basis (including warrants, ESOPs and convertible securities)(XII= X+VII)	Number of Locked in shares (XIII)		Number of Shares pledged or otherwise encumbered (XIV)		Number of Disposal Undertaking and other encumbrances (if any)(XV)		Number of equity shares held in dematerialized form (XVI)	
									No of Voting Rights			Total as a % of Total Voting rights				No.	As a % of total Shares held	No. (a)	As a % of total shares held (b)	No.	As a % of total Shares held		
									Class X	Class Y	Total												
1	Indian																						
a	Individuals/Hindu undivided Family		5	3,24,35,406	-	-	3,24,35,406	54.32	3,24,35,406	-	3,24,35,406	54.32	-	54.32	3,24,35,406	-	-	-	-	-	-	-	3,24,35,406
i.	Ashish Ramesh Saraf	Promoter	1	2,75,68,720	-	-	2,75,68,720	46.17	2,75,68,720	-	2,75,68,720	46.17	-	46.17	2,75,68,720	-	-	-	-	-	-	-	2,75,68,720
ii.	Vinita Ashish Saraf	Promoter	1	45,67,292	-	-	45,67,292	7.65	45,67,292	-	45,67,292	7.65	-	7.65	45,67,292	-	-	-	-	-	-	-	45,67,292
iii.	Agastya Saraf	Promoter	1	1,48,697	-	-	1,48,697	0.25	1,48,697	-	1,48,697	0.25	-	0.25	1,48,697	-	-	-	-	-	-	-	1,48,697
iv.	Shrey Ashish Saraf	Promoter	1	1,48,697	-	-	1,48,697	0.25	1,48,697	-	1,48,697	0.25	-	0.25	1,48,697	-	-	-	-	-	-	-	1,48,697
v.	Bidyadevi Agarwal	Promoter Group	1	2,000	-	-	2,000	0.00	2,000	-	2,000	0.00	-	0.00	2,000	-	-	-	-	-	-	-	2,000
b	Central Government/ State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c	Financial Institutions/ Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	Category & Name of the Shareholders (I)	Entity Type	No. of Share holders (III)	No. of fully Paid up equity share held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculate d as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Total number of shares on fully diluted basis (including warrants, ESOPs and convertible securities(XII= X+VII)	Number of Locked in shares (XIII)		Number of Shares pledged or otherwise encumbered (XIV)		Number of Disposal Undertaking and other encumbrances (if any)(XV)		Number of equity shares held in dematerialized form (XVI)
									No of Voting Rights			Total as a % of Total Voting rights				No.	As a % of total Shar es held	No. (a)	As a % of total share s held (b)	No.	As a % of total Shar es held	
									Class X	Class Y	Total											
	Sub-Total (A)(1)		5	3,24,35,406	-	-	3,24,35,406	54.32	3,24,35,406	-	3,24,35,406	54.32	-	54.32	3,24,35,406	-	-	-	-	-	-	3,24,35,406
2	Foreign																					
a	Individuals (Non-Resident Individuals/ Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
b	Government		-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
c	Institutions		-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
d	Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
e	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
	Sub-Total (A)(2)		-	-	-	-	-	0.00	-	-	0.00	-	-	0.00		-	0.00	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		5	3,24,35,406	-	-	3,24,35,406	54.32	3,24,35,406	-	32,435,406	54.32	3,24,35,406	54.32	32,435,406	-	-	-	-	-	-	3,24,35,406

Statement showing shareholding pattern of public Shareholders

	Category & Name of the Shareholders (I)	Nos. of share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Shareholding % calculate d as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Total number of shares on fully diluted basis (including warrants, ESOPs and convertible securities(XII= X+VII))	Number of Locked in shares (XIII)		Number of Shares pledged or otherwise encumbered (XIV)		Number of Disposal Undertaking and other encumbrances (if any)(XV)		Number of equity shares held in dematerialized form (XVI)
								No of Voting Rights			Total as a % of Total Voting rights				No.	As a % of total Shares held (a)	No. (Not applicable) (b)	As a % of total shares held (Not applicable) (c)	No.	As a % of total Shares held	
								Class X	Class Y	Total											
	Institutions																				
B1	Institutions (Domestic)																				
a	Mutual Funds	8	15,83,445	-	-	15,83,445	2.65	15,83,445	-	15,83,445	2.65	15,83,445	2.65	15,83,445	-	0.00	-	-	-	-	15,83,445
i.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Small Cap Fund	1	8,10,502	-	-	8,10,502	1.36	8,10,502	-	8,10,502	1.36	8,10,502	1.36	8,10,502	-	0.00	-	-	-	-	8,10,502
ii.	LIC Mf Multi Cap Fund	1	7,00,417	-	-	7,00,417	1.17	7,00,417	-	7,00,417	1.17	7,00,417	1.17	7,00,417	-	0.00	-	-	-	-	7,00,417
b	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c	Alternate Investment Funds	10	1,85,430	-	-	1,85,430	0.31	1,85,430	-	1,85,430	0.31	1,85,430	0.31	1,85,430	-	0.00	-	-	-	-	1,85,430
d	Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
e	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
f	NBFCs registered with RBI	1	21,185	-	-	21,185	0.04	21,185	-	21,185	0.04	21,185	0.04	21,185	-	0.00	-	-	-	-	21,185
	Sub Total B1	19	17,90,060	-	-	17,90,060	3.00	17,90,060	-	17,90,060	3.00	17,90,060	3.00	17,90,060	-	0.00	-	-	-	-	17,90,060
B2	Institutions (Foreign)																				-
a	Foreign Portfolio Investors Category I	64	15,98,349	-	-	15,98,349	2.68	15,98,349	-	15,98,349	2.68	15,98,349	2.68	15,98,349	-	0.00	-	-	-	-	15,98,349
b	Foreign Portfolio Investors Category II	10	1,24,923	-	-	1,24,923	0.21	1,24,923	-	1,24,923	0.21	1,24,923	0.21	1,24,923	-	0.00	-	-	-	-	1,24,923
	Sub Total B2	74	17,23,272	-	-	17,23,272	2.89	17,23,272	-	17,23,272	2.89	17,23,272	2.89	17,23,272	-	0.00	-	-	-	-	17,23,272
B3	Central Government/ State Government(s)/ President of India	0	0	-	-	-	0.00	-	-	-	0.00	-	0.00	0.00	-	0.00	-	-	-	-	-
B4	Non-Institutions	0	0	-	-	-	0.00	-	-	-	0.00	-	0.00	0.00	-	0.00	-	-	-	-	-
a	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b	Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c	Investor Education and Protection Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	34,249	76,50,527	-	-	76,50,527	12.81	-	-	76,50,527	12.81	-	12.81%	76,50,527	1,06,980	1.40	-	-	-	-	76,47,027
e	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	17	1,23,20,165	-	-	1,23,20,165	20.63	-	-	1,23,20,165	20.63	-	20.63 %	1,23,20,165	-	0.00	-	-	-	-	1,23,20,165
	Kailash Sahebrao Katkar	1	7,50,515	-	-	7,50,515	1.26	-	-	7,50,515	1.26	-	1.26%	7,50,515	-	0.00	-	-	-	-	7,50,515
	Prasoon Bhatt	1	15,00,000	-	-	15,00,000	2.51	-	-	15,00,000	2.51	-	2.51%	15,00,000	-	0.00	-	-	-	-	15,00,000
	Ritu Saraf	1	42,36,895	-	-	42,36,895	7.10	-	-	42,36,895	7.10	-	7.10%	42,36,895	-	0.00	-	-	-	-	42,36,895
	Sanjay Katkar	1	12,15,285	-	-	12,15,285	2.04	-	-	12,15,285	2.04	-	2.04%	12,15,285	-	0.00	-	-	-	-	12,15,285

	Category & Name of the Shareholders (I)	Nos. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Total number of shares on fully diluted basis (including warrants, ESOPs and convertible securities)(XII=X+VII)	Number of Locked in shares (XIII)		Number of Shares pledged or otherwise encumbered (XIV)		Number of Disposal Undertaking and other encumbrances (if any)(XV)		Number of equity shares held in dematerialized form (XVI)
								No of Voting Rights			Total as a % of Total Voting rights				No.	As a % of total Shares held	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	No.	As a % of total Shares held	
								Class X	Class Y	Total											
	Vaidyanath Balasubramanian	1	13,58,180	-	-	13,58,180	2.27	-	-	13,58,180	2.27	-	2.27%	13,58,180	-	0.00	-	-	-	-	13,58,180
	Vijay Balkrishna Pusalkar	1	6,09,500	-	-	6,09,500	1.02	-	-	6,09,500	1.02	-	1.02%	6,09,500	-	0.00	-	-	-	-	6,09,500
f	Non Resident Indians (NRIs)	972	16,38,402	-	-	16,38,402	2.74	-	-	16,38,402	2.74	-	2.74%	16,38,402	2,500	0.15	-	-	-	-	16,38,402
	Mahesh Shivanand Desai	1	12,60,120	-	-	12,60,120	2.11	-	-	12,60,120	2.11	-	2.11%	12,60,120	-	0.00	-	-	-	-	12,60,120
g	Bodies Corporate	221	9,48,452	-	-	9,48,452	1.59	-	-	9,48,452	1.59	-	1.59%	9,48,452	-	0.00	-	-	-	-	9,48,452
h	Any other (specify)	778	12,02,246	-	-	12,02,246	2.01	-	-	12,02,246	2.01	-	2.01%	12,02,246	-	0.00	-	-	-	-	12,02,246
	LLP	39	96,632	-	-	96,632	0.16	-	-	96,632	0.16	-	0.16%	96,632	-	0.00	-	-	-	-	96,632
	HUF	730	10,55,390	-	-	10,55,390	1.77	-	-	10,55,390	1.77	-	1.77%	10,55,390	-	0.00	-	-	-	-	10,55,390
	Clearing members	9	50,224	-	-	50,224	0.08	-	-	50,224	0.08	-	0.08%	50,224	-	-	-	-	-	-	50,224
	Sub Total B4	36,237	2,37,59,792	-	-	2,37,59,792	39.79	-	-	2,37,59,792	39.79	-	39.79%	2,37,59,792	1,09,480	0.46	-	-	-	-	2,37,56,292
	Total Public Shareholding(B)=(B1)+(B2)+(B3)+(B4)	36,330	2,72,73,124	-	-	2,72,73,124	45.68	-	-	2,72,73,124	45.68	-	45.68%	2,72,73,124	1,09,480	0.40	-	-	-	-	2,72,69,624

Statement showing shareholding pattern of non Promoter - non public Shareholders

	Category & Name of the Shareholders (I)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total no. shares held (VII= IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Total number of shares on fully diluted basis (including warrants, ESOPs and convertible securities)(XII= X+VII)	Number of Locked in shares (XIII)		Number of Shares pledged or otherwise encumbered (XIV)		Number of Disposal Undertaking and other encumbrances (if any)(XV)		Number of equity shares held in dematerialized form (XVI)
								No of Voting Rights			Total as a % of Total Voting rights				No.	As a % of total Shares held	No. (Not applicable)	As a % of total shares held (Not applicable)	No.	As a % of total Shares held	
								Class X	Class Y	Total											
1	Custodian/DR Holder	0	0	-	-	-	0.00	-	-	-	-	-	0.00	0.00	-	0.00	-	-	-	-	-
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	0	0	-	-	-	0.00	-	-	-	-	-	0.00	0.00	-	0.00	-	-	-	-	-
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	-	-	-	0.00	-	-	-	-	-	0.00	0.00	-	0.00	-	-	-	-	-

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the application, payment of Bid Amount, Allocation and Allotment of the Equity Shares to be issued pursuant to the Issue. The procedure followed in the Issue may differ from the one mentioned below and investors are assumed to have apprised themselves of the same from our Company or the Lead Managers. Prospective investors are advised to inform themselves of any restrictions or limitations that may be applicable to them. Also see “Selling Restrictions” and “Transfer Restrictions” on pages 366 and 373, respectively.

Our Company, the Lead Managers and its respective directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.

Bidders that have applied in the Issue are required to confirm and are deemed to have represented to our Company, the Lead Managers and their respective directors, employees, counsels, officers, agents, affiliates and representatives that they were eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Lead Managers and their respective directors, officers, employees, counsels, agents, affiliates, and representatives accept no responsibility or liability for advising any Bidder on whether such Bidder was eligible to acquire the Equity Shares. For details, see section titled, “Selling Restrictions” and “Transfer Restrictions” on pages 366 and 373, respectively.

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

This Preliminary Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and rules thereunder, through the mechanism of a Qualified Institutions Placement (“QIP”). Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India may issue Equity Shares to Eligible QIBs, provided that:

- the Shareholders have adopted a special resolution passed by way of postal ballot on April 19, 2026 approving the Issue. Such special resolution specifies (a) that the allotment of Equity Shares is proposed to be made pursuant to the Issue and (b) the Relevant Date for the Issue;
- the explanatory statement to the notice to the Shareholders for convening the general meeting must disclose, amongst others, the particulars of the Issue including the date of passing the board resolution, the kind of securities being offered, the price at which they are offered, amount which the company intends to raise by way of such securities and the material terms of raising such securities, proposed Issue schedule, the purpose or objects of offer, the contribution made by the Promoters or Directors either as part of the offer or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;
- under Regulation 172(1)(b) of the SEBI ICDR Regulations, equity shares of the same class of such issuer, which are proposed to be allotted through the Issue, are listed on a recognized stock exchange in India that has nation-wide trading terminals for a period of at least one year prior to the date of issuance of notice to its Shareholders for convening the meeting to pass the above-mentioned special resolution. This is not applicable to such companies who propose to undertake a QIP for complying with the minimum public shareholding requirements specified in the SCRR;
- the “Equity Shares of the same class” shall mean Equity Shares which rank pari passu in relation to rights as to the dividend, voting otherwise of our Company;
- At any given time, there shall be only one denomination of the Equity Shares of our Company.

- invitation to apply in the Issue must be made through a private placement offer letter (i.e., this Preliminary Placement Document and an Application Form) serially numbered and addressed specifically to the Eligible QIBs to whom the Issue is made either in writing or electronic mode, within 30 days of recording the name of such person in accordance with applicable law;
- the allotments with respect to any earlier offer or invitation made by the Company shall have been completed or the Company shall have withdrawn or abandoned such invitation or offer made, except as permitted under the Companies Act, 2013;
- in accordance with the SEBI ICDR Regulations, issuance and allotment of Equity Shares shall be made only in dematerialized form;
- our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue;
- our Company shall have completed allotments with respect to any offer or invitation made by our Company earlier or has withdrawn or abandoned any such invitation or offer, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed;
- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer cum application letter, the Company must prepare and record a list of Eligible QIBs to whom the offer will be made. The QIP must be made only to such Eligible QIBs whose names are recorded by the issuer prior to the invitation to subscribe;
- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the QIP is prohibited. In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees;
- the Promoters and Directors are not Fugitive Economic Offenders under section 12 of the Fugitive Economic Offenders Act, 2018;
- the Promoters or Directors are not declared as Wilful Defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters issued by the RBI;
- the Equity Shares issued through the QIP shall be listed on the Stock Exchanges where the Equity Shares of our Company are listed and our Company shall seek approval under rule 19(7) of the SCRR, if applicable;
- the Promoters or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in accordance with the guidelines on Wilful Defaulters issued by the RBI; and
- the Issuer shall not issue or allot any partly paid-up shares.

Please note that the requirement under Regulation 172(1)(b) of the SEBI ICDR Regulations, i.e. the Equity Shares of the same class of our Company, which are proposed to be allotted through the Issue, are listed on the Stock Exchanges, for a period of at least one year prior to the date of issuance of notice to our Shareholders for convening the meeting to adopt the above-mentioned special resolution.

At least 10% of the Equity Shares issued to Eligible QIBs shall be allotted to Mutual Funds, provided that, if this portion or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may have been allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Issue Closing Date.

Bidders were required to make certain representations, warranties and undertakings in order to participate in the Issue. Bidders are deemed to have represented to us and the Lead Managers in order to participate in the Issue that they are outside the United States and purchasing the Equity Shares in an "*offshore transaction*" as defined and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. For details, see sections titled "*Representations by Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" beginning on pages 3, 366 and 373, respectively of this Preliminary Placement Document.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price of the Equity Shares issued under this Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" referred to above means the date of the meeting in which the Board of Directors decides to open the Issue and "stock exchange", for the purposes

of determination of price, means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. Further, in accordance with the special resolution of our Shareholders passed by way of a postal ballot dated April 19, 2026 our Company may offer a discount of up to 5% on the Floor Price in accordance with the SEBI ICDR Regulations.

In accordance with Regulation 172(1)(1) of the SEBI ICDR Regulations, the Equity Shares will be Allotted within 365 days from the date of the Shareholders' resolution approving the Issue being April 19, 2026, and within 60 days from the date of receipt of Bid Amount from the Successful Bidders, failing which our Company shall refund the Bid Amount in accordance with applicable law. For details of refund of Bid Amount, see “– Pricing and Allocation – Designated Date and Allotment of Equity Shares” on page 362.

Subscription to the Equity Shares offered pursuant to the Issue must be made by Eligible QIBs on the basis of this Preliminary Placement Document and the Placement Document, which shall contain all material information required under applicable law including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under Form PAS-4. This Preliminary Placement Document and the Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Preliminary Placement Document addressed to you, you may not rely on this Preliminary Placement Document or the Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

This Issue was authorized and approved by our Board on March 12, 2026 and approved by our Shareholders, by way of a postal ballot resolution on April 19, 2026.

The minimum number of allottees with respect to a QIP shall not be less than:

- two, where the issue size is less than or equal to ₹25,000 lakhs; and
- five, where the issue size is greater than ₹25,000 lakhs.

No single Allottee shall be Allotted more than 50% of the Issue Size.

Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single allottee. For details of what constitutes “same group” or “common control”, see section “*Bid Process—Application Form*” on page 357.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on a recognized stock exchange. In addition, purchasers of the Equity Shares Allotted pursuant to the Issue shall comply with the resale restrictions set forth in the sections titled, “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 366 and 373, respectively.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold in any jurisdiction outside India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold outside the United States in offshore transactions as defined in and in reliance upon Regulation S. For the selling restrictions in certain other jurisdictions, see “*Selling Restrictions*” on page 366. The Equity Shares purchased in the Issue are transferable only in accordance with the restrictions described under “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 366 and 373, respectively.

Our Company has filed a copy of this Preliminary Placement Document with each of the Stock Exchanges. Our Company has received in-principle approvals from each of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares on the BSE and NSE on June 29, 2026.

Our Company shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules.

Issue Procedure

1. On the Issue Opening Date, our Company and the Lead Managers shall circulate serially numbered copies of this Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to Eligible QIBs and the Application Form will be specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company shall maintain records, to the extent applicable, of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to whom this Preliminary Placement Document and the serially numbered Application Form will be dispatched. Our Company will make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form is delivered and this Placement Document will be delivered, will be determined by our Company in consultation with the Lead Managers, at its sole discretion.
2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Bid Amount is to be deposited, is addressed to a particular Eligible QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.
3. Eligible QIBs may submit the Application Form, including any revisions thereof along with the Bid Amount transferred to the Escrow Account specified in the Application form and a copy of the PAN card or PAN allotment letter, during the Issue Period to the Lead Managers. Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are made on behalf of the Eligible QIB and the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. In case of an upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid.
4. Bidders are required to indicate the following in the Application Form:
 - it has agreed to the representations as set forth in the Application Form and this Preliminary Placement Document;
 - a representation that it is outside the United States acquiring the Equity Shares in an offshore transaction under Regulation S and the applicable laws of the jurisdiction where those offers and sales are made, and it has agreed to certain other representations set forth in the “*Representation by Investors*”, “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 3, 366 and 373, respectively, and certain other representations made in the Application Form;
 - full official name of the Eligible QIB to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details, contact number and bank account details;
 - number of Equity Shares Bid for;
 - price at which they were agreeable to subscribe for the Equity Shares and the aggregate Bid Amount for the number of Equity Shares Bid for;
 - Equity Shares held by the Eligible QIBs in our Company prior to the Issue;
 - details of the depository/beneficiary account maintained with a depository participant to which the Equity Shares should be credited; and
 - Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that

the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund are treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

5. Pursuant to press note no. 3 (2020 series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments by an entity of a country which shares land border with India or where the beneficial owner of such investment is situated in or is a citizen of such country, may only be made through the government approval route, as prescribed in the FEMA Rules and shall have to be in conformity with the applicable provisions of the FEMA Rules. As per press note no.2 (2026 series) dated March 15, 2026, the expression 'beneficial owner' of an investment into India shall have the meaning as defined under the Prevention of Money Laundering Act, 2002 read with the Prevention of Money Laundering (Maintenance of Records) Rules, 2005. Further, where the beneficial ownership held by citizens or entities of countries sharing a land border with India does not exceed the applicable threshold (generally 10%) and such persons do not exercise control over the investing entity, the investment may be eligible under the automatic route, subject to compliance with applicable reporting requirements.
6. Each Bidder shall be required to make the entire payment of the Bid Amount for the number of Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name "Manorama Industries Limited - QIP Escrow Account" within the Issue Period as specified in the Application Form sent to the respective Bidders. No payment shall be made by the Bidders in cash. Please note that any payment of Bid Amount for the Equity Shares shall be made from the bank accounts of the relevant Bidders and our Company is required to keep a record of the bank account from where such payment has been received. Bid Amount payable on Equity Shares to be held by joint holders is required to be paid from the bank account of the person whose name appears first in the Application Form. Pending Allotment, and the filing of return of Allotment by our Company with the RoC, or receipt of final trading approval from the Stock Exchanges, whichever is later, Bid Amount received for subscription of the Equity Shares will be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event (a) any Bidder is not allocated Equity Shares in the Issue, (b) the number of Equity Shares Allotted to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, (c) the Bid Amount has been arrived at using an indicative price higher than the Issue Price or the Application Amount was in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, or (d) any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but on or prior to the Issue Closing Date, the excess Bid Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "*-Refunds*" on page 363.
7. Once a duly completed Application Form is submitted by a Bidder and the Bid Amount is transferred to the Escrow Account, such Application Form will constitute an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of an upward revision before the Issue Closing Date, an additional amount is required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form. In case Bids are being made on behalf of the Eligible QIB and the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.
8. The Eligible QIBs acknowledge that in accordance with the requirements of the Companies Act, 2013, upon Allocation, our Company is required to disclose the names of proposed Allottees and the percentage of their post Issue shareholding in the Placement Document and any other regulatory filing and consented to such disclosure, if any Equity Shares were allocated to it.
9. The Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids were made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.
10. Upon receipt of the duly completed Application Form and the Bid Amount in the Escrow Account, on or after the Issue Closing Date, our Company will, in consultation with Lead Managers determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such

determination, the Lead Managers will send the serially numbered CAN and the Placement Document to the Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price, refund details in case of partial refunds and the aggregate amount received towards the Equity Shares Allocated. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form. **Please note that the Allocation will be made at the absolute discretion of our Company and will be based on the recommendation of the Lead Managers.**

11. Upon determination of the Issue Price and the issuance of CAN and prior to Allotment of Equity Shares to the Successful Bidders, the Lead Managers, will, on our behalf, send a serially numbered Placement Document either in electronic form or through physical delivery to each of the Successful Bidders who will be Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.
12. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.
13. After passing the resolution for Allotment by the Board or its committee approving the Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the depository participant, as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.
14. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.
15. Our Company will then apply for the final listing and trading approvals from the Stock Exchanges.
16. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Bidders shall be eligible for trading on the Stock Exchanges only upon the receipt of final listing and trading approvals from the Stock Exchanges.
17. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the final listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Lead Managers shall not be responsible for any delay or non-receipt of the communication of the final listing and trading permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Prospective investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.
18. In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, or Equity Shares are not Allocated to a Bidder for any reasons, or a Bidder withdraws the Bid prior to the Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted, in the form and manner set out in the Refund Intimation which will be dispatched to such Bidder.

Qualified Institutional Buyers

Only Eligible QIBs are eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to foreign portfolio investors, only Eligible FPIs applying under Schedule II of the FEMA Rules will be considered as Eligible QIBs. FVCIs will not be permitted to participate in the Issue. QIBs, who are eligible to participate in the Issue and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- alternate investment funds registered with SEBI;
- Eligible FPIs other than individuals, corporate bodies and family offices, registered with SEBI;
- insurance companies registered with Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;

- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions, if eligible to invest in India under applicable law;
- Mutual Funds, VCFs and AIFs registered with SEBI;
- pension funds with minimum corpus of ₹2,500 lakhs registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013;
- provident funds with minimum corpus of ₹2,500 lakhs;
- public financial institutions as defined under Section 2(72) of the Companies Act, 2013;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- systemically important non-banking financial companies;
- subject to such QIB not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and
- accredited investors as defined in clause (ab) of sub-regulation (1) of regulation 2 of the SEBI AIF Regulations, for the limited purpose of their investment in angel funds registered with SEBI, under the SEBI AIF Regulations.

Eligible FPIs are permitted to participate through the portfolio investment scheme under Schedule II of FEMA Rules respectively, in this Issue. Eligible FPIs are permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of the FPIs did not exceed specified limits as prescribed under applicable laws in this regard. Other eligible non-resident QIBs shall participate in the Issue under Schedule I of the FEMA Rules. FVCIs are not permitted to participate in this Issue.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or more of the post-Issue Equity Share Capital of our Company, and the total holding of all FPIs, collectively, shall not exceed 24% of the paid-up equity share capital of our Company. In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in the Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis, and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company on a fully diluted basis. In case the holding of an FPI or investor group increases to 10% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach, or such other time as may be prescribed by SEBI and RBI from time to time. In the event that such divestment of excess holding is not done within the aforementioned prescribed time, the total investment made by such FPI together with its investor group will be re-classified as FDI as per the procedure specified by SEBI, and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (i) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. Further, the aggregate limit of FPI investment in the Company shall be 24% of its paid-up equity share capital or such higher limit, up to the sectoral cap applicable to the Company (i.e., 100% under the automatic route), as may be approved by the Board of Directors and the shareholders of the Company by way of a special resolution, in accordance with applicable law.

As per the circular issued by SEBI on November 5, 2019, these investment restrictions shall also apply to subscribers of P- Notes. Two or more subscribers of P-Notes having a common beneficial owner shall be considered together as a single subscriber of the P-Note. In the event an investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying company.

Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. Pursuant to the SEBI

Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (Circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars/public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs were permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Restriction on Allotment

Our Company shall, in consultation with the Lead Managers, determine Allocation to the Eligible FPIs and such Bids which are above the Eligible FPI Limit, shall be liable to be rejected, in the sole discretion of our Company. Please note that this is subject to the extent of Foreign Portfolio Investment in our Company on the date of Allocation of Equity Shares.

Under Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being, Promoters, or any person related to, the Promoters. QIBs which have all or any of the following rights shall be deemed to be persons related to the promoter:

- rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the promoter group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that a QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the promoter.

Our Company, the Lead Managers and any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document.

A minimum of 10.00% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of under subscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Further, Eligible QIBs are required to satisfy themselves that their Bids would not eventually result in triggering an open offer under the SEBI Takeover Regulations and ensure compliance with applicable laws.

***Note:** Affiliates or associates of the Lead Managers who are QIBs may participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and/or the Lead Managers in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of this Preliminary Placement Document. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Issue Period, and in such case, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Preliminary Placement Document, the Eligible QIB was deemed to have made the following representations, warranties, acknowledgements and undertakings as well as those given or made under the sections “*Notice to Investors*”, “*Representations by Investors*”, “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 1, 3, 366 and 373, respectively:

1. Each Eligible QIB confirms that it is a QIB in terms of Regulation 2 (1) (ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;
2. Each Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoter, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter or Promoter Group or persons related to the Promoter;
3. Each Eligible QIB confirms that it has no rights under a shareholders’ agreement or voting agreement with the Promoter or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender which shall not be deemed to be a person related to the Promoter;
4. Each Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Issue Closing Date;
5. Each Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the Stock Exchanges;
6. Each Eligible QIB confirms that it is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The Eligible QIB further confirms that the holding of the Eligible QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;
7. Each Eligible QIB confirms that its Bid would not result in triggering an open offer under the SEBI Takeover Regulations;
8. Each Eligible QIB confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI or a non-resident multilateral or bilateral development financial institution;
9. Each Eligible QIB agrees that although the Bid Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Lead Managers. The Eligible QIB further acknowledges and agrees that the payment of Bid Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;
10. Each Eligible QIB acknowledges that in terms of the requirements of the Companies Act, 2013, upon Allocation, the Company will be required to disclose names as proposed Allottees and percentage to post-Issue shareholding of the proposed Allottees in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Lead Managers;
11. Each Bidder agrees that it will make payment of its Bid Amount along with submission of the Application Form within the Issue Period. Each Bidder agrees that once a duly filled Application Form is submitted by a Bidder, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date;
12. Each Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:
 - a. Eligible QIBs “belonging to the same group” shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiaries or holding company, not less than 15% of the voting

- rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiaries or holding company and any other QIB; and
- b. 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;
13. Each Eligible QIB acknowledges that no Allotment shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price;
14. Each Eligible QIB confirms that:
- It has made payment of its Bid Amount along with submission of the Application Form within the Bidding Period;
 - if it is outside the United States, it is purchasing the Equity Shares in an offshore transaction as defined in and in reliance upon Regulation S, and is not our affiliate or a person acting on behalf of such an affiliate;
15. Each Eligible QIB confirms that it has agreed to certain other representations set forth in the sections titled, "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 366 and 373, respectively, and the other representations made in the Application Form;
16. Each Eligible QIBs confirms that they shall not undertake any trade in the Equity Shares credited to their beneficiary accounts maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares Allotted in the Issue are issued by the Stock Exchanges;
17. Each Bidder acknowledges that it is eligible to invest and hold the Equity Shares of our Company in accordance with press note no. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the FDI Policy and the FEMA Rules wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route. Pursuant to press note no. 2 (2026 series) dated March 15, 2026, the expression 'beneficial owner' of an investment into India shall have the meaning as defined under the Prevention of Money Laundering Act, 2002 read with the Prevention of Money Laundering (Maintenance of Records) Rules, 2005. Further, where the beneficial ownership held by citizens or entities of countries sharing a land border with India does not exceed the applicable threshold (generally 10%) and such persons do not exercise control over the investing entity, the investment may be eligible under the automatic route, subject to compliance with applicable reporting requirements. The Bidder confirms that no government approval is required under the FEMA Rules, as mandated under the Companies (Share Capital and Debentures) Rules, 2014 and PAS Rules as amended;
18. The Bidder acknowledges, represents and agrees that in the event its total interest in the paid-up share capital of our Company or voting rights in our Company, whether direct or indirect, beneficial or otherwise (any such interest, your "**Holding**"), when aggregated together with any existing Holding and/or Holding of any of the persons acting in concert, results in Holding of 5% or more of the total paid-up share capital of, or voting rights in, our Company a disclosure of the aggregate shareholding and voting rights will have to be made under the SEBI Takeover Regulations. In case such Eligible QIB is an existing shareholder who, together with persons acting in concert, holds 5% or more of the underlying paid up share capital of, or voting rights in our Company a disclosure will have to be made under the SEBI Takeover Regulations in the event of a change of 2% or more in the existing Holding of the Eligible QIB and persons acting in concert;
19. The Eligible FPI, confirms that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis. The Bidder confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.

ELIGIBLE QIBS MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS MUST ENSURE THAT THE NAME GIVEN IN

THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.

IF SO REQUIRED BY THE LEAD MANAGERS, THE ELIGIBLE QIBS SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE LEAD MANAGERS TO EVIDENCE THEIR STATUS AS AN “ELIGIBLE QIB” AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE LEAD MANAGERS, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSURE, THE ELIGIBLE QIBS SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFIL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Bid Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Bid Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Bid Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder to pay the entire Issue Price for the Equity Shares and becomes a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company in favour of the Successful Bidder.

Submission of Application Form

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application Form will include details of the relevant Escrow Account into which the Bid Amounts will have to be deposited. The Bid Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the Lead Managers either through electronic form or through physical delivery at the following address:

Name of Lead Manager	Address	Contact Person	Website	Email	Contact details
Ambit Private Limited	Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra	Miraj Sampat/ Nitya Chandak	www.ambit.co	manorama.qip@ambit.co	+91 22 6623 3030
ITI Capital Limited	ITI House, 36. Dr. R K Shirodkar Marg, Parel, Mumbai 400 012, Maharashtra, India	Pallavi Shinde / Mayank Sangani/ Ranjana Chhabria / Sarthak Kumar	www.iticapital.in	project.nihon@iticapital.in	+91 22 6911 3300

The Lead Managers shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Bid Amount.

Bidders Bidding in the Issue shall pay the entire Bid Amount along with the submission of the complete Application Form, within the Issue Period.

Bank Account for Payment of Bid Amount

Our Company has opened the “Manorama Industries Limited – QIP Escrow Account” with the Escrow Bank in terms of the arrangement among our Company, the Lead Managers and the Escrow Bank. Each Bidder will be required to deposit the entire Bid Amount payable for the Equity Shares Bid by it along with applied for through the Application Form

submitted by it in accordance with the applicable laws. Bidders can make payment of the Bid Amount only through electronic transfer of funds from their own bank account.

Note: Payments are to be made only through electronic fund transfer. Payments made through cash, demand draft or cheques are liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form is liable to be rejected.

If the payment is not made favouring the “Manorama Industries Limited – QIP Escrow Account” within the Issue Period stipulated in the Application Form, the Application Form of the Eligible QIB is liable to be cancelled.

Pending Allotment, our Company undertakes to utilise the amount deposited in “Manorama Industries Limited – QIP Escrow Account” with Escrow Bank only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) refund of Bid Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, the excess Bid Amount will be refunded to the same bank account from which Bid Amount was remitted, in the form and manner set out in “- Refunds” on page 363.

Permanent Account Number or PAN

Each Bidder should mention its PAN allotted under the Income Tax Act, 1961 in the Application Form and enclose a copy of the PAN card or PAN allotment letter along with the Application Form. Applications without this information will be considered incomplete and are liable to be rejected. Bidders should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

Bank Account Details

Each Bidder shall mention the details of the bank account from which the payment of Bid Amount has been made along with confirmation that such payment has been made from such account.

Pricing and Allocation

Build-up of the Book

The Eligible QIBs shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Lead Managers. Such Bids cannot be withdrawn or revised downwards after the Issue Closing Date. The book shall be maintained by the Lead Managers.

Price Discovery and Allocation

Our Company, in consultation with the Lead Managers, shall determine the Issue Price, which shall be at or above the Floor Price. However, our Company may offer a discount of not more than 5% on the Floor Price in accordance with the special resolution of our Shareholders passed by way of postal ballot on April 19, 2026. After finalisation of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document.

Method of Allocation

Our Company shall determine the Allocation in consultation with the Lead Managers on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for a minimum of 10% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with Lead Managers have the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE LEAD MANAGERS IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL BIDDERS. BIDDERS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY, IN CONSULTATION WITH THE LEAD MANAGERS AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE BID AMOUNT AT OR ABOVE THE ISSUE PRICE WITHIN THE ISSUE PERIOD. NEITHER OUR COMPANY NOR THE LEAD MANAGERS ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

CONFIRMATION OF ALLOCATION NOTE (“CAN”)

Based on receipt of the serially numbered Application Forms and Bid Amount, our Company, in consultation with the Lead Managers, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price and the Bid Amount for the Equity Shares Allotted shall be notified to such Successful Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Bidders’ account, as applicable to the respective Bidder, and details of amount to be refunded, if any.

The Successful Bidders shall be provided with a serially numbered Placement Document (which includes the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in the Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIBs to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees in consultation with the Lead Managers.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, an Eligible QIB would have deemed to have made the representations and warranties as specified in “*Notice to Investors*” on page 1 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by Stock Exchanges.

Designated Date and Allotment of Equity Shares

Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the respective CANs.

The Equity Shares in the Issue will be issued and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment of the Equity Shares pursuant to the Issue, our Company shall apply to the Stock Exchanges for listing approvals and post receipt of the listing approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

Following the credit of Equity Shares into the Successful Bidders’ beneficiary accounts maintained with the Depository Participant, as indicated in the respective Application Form, our Company will apply for final listing and trading approvals from the Stock Exchanges.

Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company will be disclosed in the Placement Document.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company only upon receipt of notice from the Lead Managers and the listing and trading approvals of the Stock Exchanges for Equity Shares offered in the Issue are received by our Company and after filing return of Allotment under Form PAS-3 with the RoC within the prescribed timelines under the Companies Act, 2013.

In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

After finalization of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and has filed the same with the Stock Exchanges as the Placement Document, which will include names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, or the Bid Amount paid by a Bidder is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to such Bidder and the Issue Price, or Equity Shares are not Allocated to a Bidder for any reasons, or a Bidder lowers or withdraws the Bid prior to the Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which the Bid Amount was remitted, in the form and manner set out in the Refund Intimation. The Refund Amount will be transferred to the relevant Bidders within two Working Days from the issuance of the CAN.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue or on cancellation of the Issue, within 60 days from the date of receipt of the Bid Amount, or where our Company has Allotted the Equity Shares but final listing and trading approvals are refused by the Stock Exchanges, our Company shall repay the Bid Amount within 15 days from expiry of 60 days, failing which our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever. Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final listing and trading approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

Other Instructions

Submission of Documents

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted with the Company/Lead Managers as soon as practicable.

Right to Reject Applications

Our Company, in consultation with the Lead Managers, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Lead Managers in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Bid Amount paid by the Bidder shall be refunded to the same bank account from which the Bid Amount was remitted by such Bidder. For details see “-Bid Process” and “-Refund” on pages 357 and 363, respectively.

Equity Shares in dematerialized form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all Eligible QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Lead Managers will not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the Bidders.

Release of Funds to our Company

The Escrow Bank shall not release the monies lying to the credit of the “Manorama Industries Limited – QIP Escrow Account” to our Company until receipt of notice from the Lead Managers, the listing and trading approvals of the Stock Exchanges for Equity Shares offered in the Issue and filing of return of Allotment under Form PAS-3 with the RoC, whichever is later.

PLACEMENT

Placement Agreement

The Lead Managers have entered into the Placement Agreement dated June 29, 2026, with our Company, pursuant to which the Lead Managers have agreed, subject to certain conditions, to manage the Issue and to act as placement agent and procure subscription to Equity Shares on a reasonable efforts basis to be placed with the Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, as amended and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Placement Agreement contains customary representations, warranties and indemnities from our Company and the Lead Managers, and it is subject to termination in accordance with the terms contained therein. Applications shall be made to list the Equity Shares issued pursuant to the Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold in any jurisdiction outside India except in compliance with the applicable laws of each such jurisdiction.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in this Issue are not being offered and sold by our Company outside the United States, in offshore transactions, as defined in and in reliance on Regulation S. For the selling restrictions in certain other jurisdictions, see “*Selling Restrictions*” on page 366. The Equity Shares sold in the Issue are transferable only in accordance with the restrictions described in the sections titled “*Selling Restrictions*” and “*Transfer Restrictions*” on pages 366 and 373, respectively.

This Preliminary Placement Document has not been and the Placement Document will not be, filed as a prospectus with the RoC and, no Equity Shares issued pursuant to the Issue, will be offered in India or overseas to the public or any members of the public or any other class of prospective investors, other than Eligible QIBs.

Relationship with the Lead Managers

In connection with the Issue, the Lead Managers (or its affiliates) may, for its own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the Lead Managers may hold long or short positions in such Equity Shares.

These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Lead Managers may purchase Equity Shares and be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of P-Notes. For further details, see “*Offshore Derivative Instruments*” on page 9.

From time to time, the Lead Managers, and its affiliates and associates have engaged in or may in the future engage in transactions with and perform services including but not limited to investment banking, advisory, banking, trading services for our Company, our Subsidiaries, affiliates and the shareholders of our Company, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the Lead Managers and their affiliates and associates.

Lock-up

Under the Placement Agreement, our Company agrees, not to for a period of 90 days from the date of Allotment under the Issue, without the prior written consent of the Lead Managers, directly or indirectly subject to exceptions set out below, (a) issue, offer, contract to issue, or issue or offer any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares which may be deemed to be beneficially owned), or file any registration statement under the U.S. Securities Act, 1993, with respect to any of the foregoing; (b) enter into any swap or other agreement or registration or any transaction (including a transaction involving derivatives) that transfers, in whole or in part, directly or indirectly, which has an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares or ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in paragraphs (a) or (b) is to be settled by the delivery of Equity Shares or such other securities,

in cash or otherwise); or (c) file, or cause to be filed, any offer document, placement document, prospectus, draft offer document or other document with any regulatory authority in connection with any issuance of Equity Shares or securities of the Company; (d) publicly announce any intention to enter into any transaction falling within (a) to (b) above. However, the foregoing restriction shall not be applicable to the (i) the issuance of the Equity Shares pursuant to the Issue; (ii) issuance of Equity Shares pursuant to the exercise or conversion of any employee stock options or grant of options under Manorama Industries Limited Employees Stock Option Plan, 2021, or any warrants or other securities outstanding as of the date of this Placement Agreement in accordance with applicable law; and (iii) any transaction required by law or an order of a court of law or a statutory authority.

Under the Placement Agreement, each of our Promoters severally and not jointly agree, not to for a period of 90 days from the date of Allotment under the Issue, without the prior written consent of the Lead Managers, directly or indirectly subject to exceptions set out below (a) sell, contract to sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, any Equity Shares held by them or any securities held by them that are convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares which may be deemed to be beneficially owned), or file any registration statement under the U.S. Securities Act, 1993, with respect to any of the foregoing; or (b) enter into any swap or other agreement or any transaction or registration (including a transaction involving derivatives) that transfers, in whole or in part, directly or indirectly, which has an economic effect on the ownership of any of the Equity Shares held by them or any securities held by them which are convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in paragraphs (a) or (b) is to be settled by the delivery of Equity Shares or such other securities, in cash or otherwise), (c) publicly announce any intention to enter into any transaction falling within (a) to (b) above. However, the foregoing restriction shall not be applicable to the (a) any inter-se transfer of the Equity Shares among the Promoters; and (iii) any transaction required by law or an order of a court of law or a statutory authority.

SELLING RESTRICTIONS

General

The distribution of this Preliminary Placement Document and the offer and sale of the Equity Shares offered in the Issue is restricted by law in certain jurisdictions. This Preliminary Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised. No action has been taken or will be taken by our Company or the Lead Managers that would permit a public offering of the Equity Shares offered in the Issue to occur in any jurisdiction. Except for in India, no action has been taken or will be taken by our Company or the Lead Managers that would permit the offering of the Equity Shares offered in the Issue or the possession, circulation or distribution of this Preliminary Placement Document or any other information relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required. The Equity Shares offered in the Issue may not be offered or sold, directly or indirectly, and this Preliminary Placement Document or any offering materials or advertisements may not be distributed in any jurisdiction except under circumstances that will result in compliance with the applicable laws, rules and regulations of any such jurisdiction. Persons who may come into possession of this Preliminary Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions.

Each subscriber of the Equity Shares offered in the Issue will be deemed to have made the representations, warranties, acknowledgments and agreements as described in this section and in “*Notice to Investors*”, “*Representations by Investors*” and “*Transfer Restrictions*” on pages 1, 3 and 373, respectively.

Republic of India

The Issue will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

This Preliminary Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which the Offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public or any other class of investors other than Eligible QIBs. This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC, and will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

Australia

This Preliminary Placement Document is not a disclosure document or a prospectus under Chapter 6D.2 of the Corporations Act 2001 (Cth) (“**Corporations Act**”) and has not been lodged with the Australian Securities and Investments Commission and it does not purport to include the information required of a disclosure document under Chapter 6D.2 of the Corporations Act.

No offer will be made under this Preliminary Placement Document to investors to whom disclosure is required to be made under Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to represent and warrant that it is either a “sophisticated investor” or a “professional investor” and that not it is not a “retail client” within the meaning of those terms in the Corporations Act.

The Equity Shares acquired in the Issue in Australia must not be offered for sale in Australia in the period of 12 months after the date of the Allotment, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under Section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to undertake to our Company that it will not, for a period of 12 months from the date of purchase of the Equity Shares, offer, transfer, assign or otherwise alienate those Equity Shares to investors in Australia except in circumstances where disclosure to investors is not required under Chapter 6D.2 of the Corporations Act or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act.

No financial product advice is provided in this Preliminary Placement Document and nothing in this Preliminary Placement Document should be taken to constitute a recommendation or statement of opinion that is intended to influence a person or persons in making a decision to invest in the Equity Shares offered in the Issue.

This Preliminary Placement Document does not take into account the objectives, financial situation or needs of any particular person. Before acting on the information contained in this Preliminary Placement Document, or making a decision to invest in the Equity Shares offered in the Issue, investors should seek professional advice as to whether investing in the Equity Shares is appropriate in light of their own circumstances.

None of the Lead Managers has an affiliate in Australia that is the holder of an Australian Financial Services Licence.

Bahrain

This Preliminary Placement Document may only be distributed to Accredited Investors as defined by the Central Bank of Bahrain and the Equity Shares offered in the Issue may be offered and sold only to Accredited Investors as defined by the Central Bank of Bahrain by way of private placement in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to purchase the Equity Shares in the Issue may be to the public in the Kingdom of Bahrain and this Preliminary Placement Document may not be issued, passed to, or made available to the public generally.

The Central Bank of Bahrain, the Bahrain Bourse and the Ministry of Industry, Commerce and Tourism of the Kingdom of Bahrain take no responsibility for the accuracy of the statements and information contained in this Preliminary Placement Document or the performance of the Equity Shares, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein.

Cayman Islands

No offer or invitation to subscribe for the Equity Shares offered in the Issue may be made to the public in the Cayman Islands.

European Economic Area

In relation to each Member State of the European Economic Area (each a “**Relevant State**”), an offer to the public of any Equity Shares in the Issue may not be made in that Relevant State, except if the Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the “**Prospectus Regulation**”):

- to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
 - to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the Lead Managers for any such offer;
 - or in any other circumstances falling within Article 1(4) of the Prospectus Regulation,
- provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Lead Managers of a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this section, the expression an “offer of Equity Shares to the public” in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Except for each person who is not a qualified investor and who has notified the Lead Managers of such fact in writing and has received the consent of the Lead Managers in writing to subscribe for or purchase Equity Shares in the Issue, each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a “qualified investor” as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Lead Managers has been obtained to each such proposed offer or resale.

Our Company, the Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Hong Kong

This Preliminary Placement Document has not been reviewed or approved by any regulatory authority in Hong Kong. In particular, this Preliminary Placement Document has not been, and will not be, registered as a “prospectus” in Hong Kong under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) (“**CO**”) nor has it been authorised by the Securities and Futures Commission (“**SFC**”) in Hong Kong pursuant to the Securities and Futures Ordinance (Cap 571) (“**SFO**”). Recipients are advised to exercise caution in relation to the Issue. If recipients are in any doubt about any of the contents of this Preliminary Placement Document, they should obtain independent professional advice.

This Preliminary Placement Document does not constitute an offer or invitation to the public in Hong Kong to acquire any Equity Shares nor an advertisement of the Equity Shares in Hong Kong. This Preliminary Placement Document must not be issued, circulated or distributed in Hong Kong other than:

- (a) to “professional investors” within the meaning of the SFO and any rules made under that ordinance (“**Professional Investors**”); or
- (b) in other circumstances which do not result in this Preliminary Placement Document being a prospectus as defined in the CO nor constitute an offer to the public which requires authorization by the SFC under the SFO.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to Professional Investors.

Any offer of the Equity Shares will be personal to the person to whom relevant offer documents are delivered, and a subscription for the Equity Shares will only be accepted from such person. No person who has received a copy of this Preliminary Placement Document may issue, circulate or distribute this Preliminary Placement Document in Hong Kong or make or give a copy of this Preliminary Placement Document to any other person. No person allotted Equity Shares may sell, or offer to sell, such Equity Shares to the public in Hong Kong within six months following the date of issue of such Equity Shares.

Kuwait

This Preliminary Placement Document has not been licensed for the offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of securities in the State of Kuwait (“**Kuwait Securities Laws**”). Therefore, in accordance with the Kuwait Securities Laws, no private or public offering of the Equity Shares is or will be made in the State of Kuwait, no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the Equity Shares offered in the Issue may be made to the public in Mauritius without, amongst other things, the prior approval of the Mauritius Financial Services Commission. This Preliminary Placement Document has not been approved or registered by the Mauritius Financial Services Commission. Accordingly, this Preliminary Placement Document does not constitute a public offering. This Preliminary Placement Document is for the exclusive use of the person to whom it has been given by one of the Lead Managers and is a private concern between the sender and the recipient.

Oman

This Preliminary Placement Document does not constitute an offer to sell or the solicitation of any offer to buy non-Omani securities in the Sultanate of Oman. This Preliminary Placement Document is strictly private and confidential and is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of the Sultanate of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient.

This Preliminary Placement Document has not been approved by the Capital Market Authority of Oman (the “**CMA**”) or any other regulatory body or authority in the Sultanate of Oman (“**Oman**”), nor have the Lead Managers received

authorisation, licensing or approval from the CMA or any other regulatory authority in Oman, to market, offer, sell, or distribute the Equity Shares in Oman.

No marketing, offering, selling or distribution of any Equity Shares has been or will be made from within Oman and no subscription for any Equity Shares may or will be consummated within Oman. None of the Lead Managers is a company licensed by the CMA to provide investment advisory, brokerage, or portfolio management services in Oman, nor a bank licensed by the Central Bank of Oman to provide investment banking services in Oman. The Lead Managers do not advise persons or entities resident or based in Oman as to the appropriateness of investing in or purchasing or selling securities or other financial products.

The Equity Shares offered in the Issue have not and will not be listed on any stock exchange in the Sultanate of Oman.

Nothing contained in this Preliminary Placement Document is intended to constitute Omani investment, legal, tax, accounting or other professional advice. This Preliminary Placement Document is for your information only, and nothing herein is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice on the basis of your situation.

Qatar (excluding the Qatar Financial Centre)

This Preliminary Placement Document does not, and is not intended to, constitute an invitation or an offer of Equity Shares in the State of Qatar and accordingly should not be construed as such. The Equity Shares offered in the Issue have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of the Equity Shares in the State of Qatar.

By receiving this Preliminary Placement Document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Preliminary Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, or any other authority or agency in the State of Qatar; (b) our Company and the Lead Managers are not authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Preliminary Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Issue has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Preliminary Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. Our Company and the Lead Managers are not, by distributing this Preliminary Placement Document, advising individuals resident in the State of Qatar as to the appropriateness of purchasing Equity Shares in the Issue. Nothing contained in this Preliminary Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar Financial Centre

This Preliminary Placement Document does not, and is not intended to, constitute an invitation or offer of Equity Shares from or within the Qatar Financial Centre (“**QFC**”), and accordingly should not be construed as such. This Preliminary Placement Document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC. This Preliminary Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Company has not been approved or licenced by or registered with any licensing authorities within the QFC.

Singapore

This Preliminary Placement Document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore (“**MAS**”) under the Securities and Futures Act 2021 of Singapore (“**SFA**”). Accordingly, the Equity Shares offered in the Issue may not be offered or sold, or made the subject of an invitation for subscription or purchase nor may this Preliminary Placement Document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Equity Shares be circulated or distributed, whether directly or indirectly, in Singapore other than (i) to an “institutional investor” within the meaning of Section 4A of the SFA and in accordance with the conditions of an exemption invoked under Section 274, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) other pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited

investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 except: (1) to an institutional investor (as defined in Section 4A of the SFA) or to a relevant person defined in Section 275(2) of the SFA; (2) for a trust, to any person pursuant to an offer that is made on terms that such rights or interest in that trust are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets (3) for a corporation, where that transfer arises from an offer referred to in Section 275(1A) of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Equity Shares are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

South Korea (Republic of Korea)

No securities registration statement in relation to the Solicitations (as defined under Financial Investment Services and Capital Markets Act of the Republic of Korea (“**South Korea**”) (the “**FISCMA**”)) of the Equity Shares offered in the Issue in South Korea has been or will be filed pursuant to the FISCMA. The Solicitations shall only be made (i) to certain professionals as prescribed in the FISCMA and the enforcement decree promulgated thereunder (“**Professional Investors**”) and (ii) to no more than 49 persons (excluding any Professional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Furthermore, the Equity Shares may not be offered, sold, transferred or delivered for reoffering or resale, directly or indirectly, in South Korea or to, or for the account or benefit of, any resident (as defined under the Foreign Exchange Transactions Act of South Korea and the decree, rules and regulations promulgated thereunder) thereof for a period of one year from the date of the issuance of the Equity Shares, except as otherwise permitted under applicable South Korean laws and regulations.

Switzerland

The offering of the Equity Shares offered in the Issue in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act (“**FinSA**”) because such offering in Switzerland is directed only at investors classified as “professional clients” within the meaning of the FinSA and the Equity Shares offered in the Offer will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the Issue.

No key information document under article 58 of the FinSA or article 59(2) of the FinSA in respect of the Issue has been prepared and published. Accordingly, the Equity Shares offered in the Issue may not be offered to “private clients” within the meaning of the FinSA in Switzerland.

Each person in Switzerland who acquires Equity Shares in the Issue shall be deemed to have represented to our Company and the Lead Managers that it is a “professional client” within the meaning of the FinSA and that it has not opted-in to be treated as a “private client” on the basis of article 5(5) of the FinSA.

This document is not intended to constitute an advertising document within the meaning of article 68 of the FinSA and article 95 of the Swiss Federal Financial Services Ordinance.

The Equity Shares do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not licensed by the Swiss Financial Market Supervisory Authority (“**FINMA**”) thereunder. Accordingly, neither the Equity Shares nor the Shareholders benefit from protection under the Swiss Federal Act on Collective Investment Schemes or supervision by FINMA.

United Arab Emirates (excluding the Dubai International Financial Centre)

No offering, marketing, promotion, advertising or distribution (collectively, “**Promotion**”) of this Preliminary Placement Document or the Equity Shares may be made in the United Arab Emirates (the “**UAE**”) unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the “**SCA**”) and is made in accordance with the laws and regulations of the UAE, including the SCA Board of Directors’ Decision No. (13/R.M) of 2021 (the “**Rulebook**”), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made only to Professional Investors (as such term is defined in the Rulebook);

or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE.

The Promotion of this Preliminary Placement Document and the Equity Shares has not been and will not be approved by the SCA and, as such, this Preliminary Placement Document does not constitute an offer to the general public in the UAE to acquire any Equity Shares. Except where the Promotion of this Preliminary Placement Document and the Equity Shares is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE, the Promotion of this Preliminary Placement Document and the Equity Shares in the UAE is being made only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations).

None of the SCA, the Central Bank of the United Arab Emirates or any other regulatory authority in the UAE has reviewed or approved the contents of this Preliminary Placement Document and nor does any such entity accept any liability for the contents of this Preliminary Placement Document.

Dubai International Financial Centre

The Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial Centre except on that basis that an offer is: (i) an “Exempt Offer” in accordance with the Markets Rules (MKT) (the “**Markets Rules**”) adopted by the Dubai Financial Services Authority (the “**DFSA**”); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. This Preliminary Placement Document must not be delivered to, or relied on by, any other person. The DFSA has not approved this Preliminary Placement Document nor taken steps to verify the information set out in it and has no responsibility for it. Capitalised terms not otherwise defined in this Preliminary Placement Document have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Equity Shares offered in the Issue should conduct their own due diligence on the Equity Shares. If you do not understand the contents of this Preliminary Placement Document, you should consult an authorised financial adviser.

United Kingdom

No Equity Shares have been offered or will be offered pursuant to the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Equity Shares at any time:

- (a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
 - (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Lead Managers for any such offer; or
 - (c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,
- provided that no such offer of the Equity Shares shall require our Company or the Lead Managers to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an “offer to the public” in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Preliminary Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as “relevant persons”). This Preliminary Placement Document is directed only at relevant persons. Other persons should not act on this Preliminary Placement Document or any of its contents. This Preliminary Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

United States

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the

United States in “offshore transactions” as defined in and in reliance on Regulation S. To help ensure compliance with Regulation S, each purchaser of Equity Shares in the Issue will be deemed to have made the representations, warranties, acknowledgements and agreements set forth in “*Transfer Restrictions*” on page 373. The Equity Shares purchased in the Issue are transferable only in accordance with the restrictions described in “*Transfer Restrictions*” on page 373.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of Equity Shares offered in the Issue within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the U.S. Securities Act.

TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult legal counsel prior to purchasing Equity Shares in the Issue or making any resale, pledge or transfer of Equity Shares purchased in the Issue.

Pursuant to Chapter VI of the SEBI ICDR Regulations, any resale of Equity Shares Allotted in the Issue, except on the Stock Exchanges, is not permitted for a period of one year from the date of Allotment. Investors are advised to consult legal counsel prior to making any resale, pledge or transfer of Equity Shares purchased in the Issue. In addition to the above, Allotments made to Eligible QIBs, including FPIs, VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them.

The Equity Shares Allotted in the Issue are also subject to the resale restrictions in “*Selling Restrictions*” on page 366 and the following resale restrictions.

United States

Each purchaser of the Equity Shares offered in the Issue shall be deemed to have represented, warranted and acknowledged to and agreed with our Company and the Lead Managers as follows:

- It understands that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.
- It was outside the United States at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States when its buy order for the Equity Shares offered in the Issue was originated.
- It did not purchase the Equity Shares offered in the Issue as a result of any “directed selling efforts” (as defined in Regulation S).
- It is buying the Equity Shares offered in the Issue for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer the Equity Shares offered in the Issue except in transactions complying with Rule 903 or Rule 904 of Regulation S or an available exemption from registration under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- Where it is subscribing to the Equity Shares offered in the Issue as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is subscribing to the Equity Shares offered in the Issue for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to “it” to include such accounts.
- It agrees to indemnify and hold our Company and the Lead Managers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.
- It acknowledges that our Company, the Lead Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Our Company, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Lead Managers or any of their respective affiliates or advisors. Investors are advised to consult their legal counsel prior to purchasing Equity Shares or making any resale, pledge or transfer of the Equity Shares.

The Indian Securities Market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Indian Stock Exchanges

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the Securities Contracts (Regulation) Act, 1956 (the “SCRA”) and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the “SCR (SECC) Regulations”), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum net worth requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investor, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, the BSE was incorporated as a company under the Companies Act, 1956 on August 8, 2005. BSE was listed on NSE with effect from February 3, 2017.

NSE

NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

Listing and delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013 the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company’s obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange’s governing body and withdraw recognition of a recognized stock exchange.

Further, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 govern the voluntary and compulsory delisting of equity shares from the stock exchanges. Following a compulsory delisting of equity shares, a company, its whole-time directors, its promoter, person(s) responsible for ensuring compliance with the securities laws

and the companies promoted by any of them cannot directly or indirectly access the securities market or seek listing of any equity shares for a period of 10 years from the date of such delisting. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Disclosures under the Companies Act, 2013 and SEBI Listing Regulations

The Companies Act, 2013 also sets forth procedures for the acceptance of subscriptions and payment of commission rates for the sale of securities. Pursuant to the provisions of the SEBI Act, SEBI has issued detailed guidelines concerning disclosures by public companies and to further investor protection.

Public listed companies are required to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations. Accordingly, companies are required to publish unaudited financial statements (subject to a limited review by the company's auditors) on a quarterly basis and are required to inform stock exchanges immediately regarding any unpublished price sensitive information

Minimum Level of Public Shareholding

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding of 25%. Where the public shareholding in a listed company falls below 25% at any time, such company shall bring the public shareholding to 25 % within a maximum period of 12 months from the date of such fall. However, every public sector listed company whose public shareholding falls below 25 % at any time on or after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25%, within a period of three years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the abovementioned requirements.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. The stock exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 20% movements either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. This permits clients throughout the country to trade using brokers' internet trading systems. Stock brokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Settlement

The stock exchanges in India operate on a trading day plus one, or T+1 rolling settlement system. At the end of the T+1 period, obligations are settled with buyers of securities paying for and receiving securities, while sellers transfer and receive payment for securities. For example, trades executed on a Monday would typically be settled on a Tuesday. Additionally, SEBI has introduced the beta version of T+0 rolling settlement cycle on optional basis in addition to existing T+1 settlement cycle for a limited set of 25 scrips and with a limited number of brokers. Subsequently, the beta version of the T+0 rolling settlement cycle was optionally extended to the top 500 scrips by market capitalization as of December 31, 2024, in addition to the initial set of 25 scrips to which this settlement cycle had already been applied.

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. This permits clients throughout the country to trade using brokers' internet trading systems. Stock brokers

interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated under applicable law. NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the “equities” as well as the “derivatives” segments of NSE.

Trading Hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading facility in 1995. This totally automated screen-based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation fully automated BSE on-line trading platform (“**BOLT+**”) through which all trades on the equity cash, equity derivatives and currency segments of the exchange are executed.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading (“**NEAT**”), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the SEBI Takeover Regulations, which provides for specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company’s shares/voting rights/control. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition.

The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to aggregate shareholding and voting rights in the target company. These relaxations have been given on account of implementation of the System Driven Disclosures (“**SDD**”). **SEBI Insider Trading Regulations**

The SEBI Insider Trading Regulations, *inter alia*, impose certain restrictions on the communication of information by listed companies. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any unpublished price sensitive information (“**UPSI**”) relating to such companies and securities to any person including other insiders; and (ii) no person shall procure from or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

The SEBI Insider Trading Regulations define the term “unpublished price sensitive information” to mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of its securities and ordinarily includes but not restricted to information relating to the following: (a) financial results; (b) dividends; (c) change in capital structure; (d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; (e) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor; (f) change in rating(s), other than ESG rating(s); (g) fund raising proposed to be undertaken; (h) agreements, by whatever name called, which may impact the management or control of the company; (i) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or

director of the company, whether occurred within India or abroad; (j) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions; (k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016; (l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report; (m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company; (n) outcome of any litigation(s) or dispute(s) which may have an impact on the company; (o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; (p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals. Further, in terms of the SEBI Insider Trading Regulations, “generally available information” is defined as information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media. An “insider” means any person who is i) a connected person; or ii) in possession of or having access to unpublished price sensitive information. The term “connected person” means any person who is or has been during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position, including a professional or business relationship, whether temporary or permanent, with the company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

The SEBI Insider Trading Regulations make it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the SEBI Insider Trading Regulations.

The SEBI Insider Trading Regulations also provides for disclosure obligations for Promoters, members of the Promoter group, designated person and director in case value of trade exceed monetary threshold of ₹10.00 lakh or such other value as may be specified over a calendar quarter, within two trading days of reaching such threshold.

The board of directors of all listed companies are required to formulate and publish on the company’s official website a code of practices and procedures for fair disclosure of UPSI along with a code of conduct to regulate, monitor and report trading by its designated persons and their immediate relatives towards achieving compliance with the SEBI Insider Trading Regulations. On July 17, 2020, SEBI amended the SEBI Insider Trading Regulations to prescribe that the board of directors or head(s) of listed companies shall ensure maintenance of a structured digital database containing the nature of UPSI, the names of such persons who have shared the information and the names of such persons with whom information is shared under the SEBI Insider Trading Regulations along with the permanent account number or any other identifier authorised by law where the permanent account number is not available.

Buy-back

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act, 2013, as amended and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, 2013, as amended, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term “securities”, as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of SEBI.

The above information is given for the benefit of investors in the Issue. Our Company, and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Investors are advised to make their independent investigations and ensure that they are eligible to subscribe to, purchase or otherwise acquire the Equity Shares they Bid for under Indian laws or regulations.

DESCRIPTION OF THE EQUITY SHARES

The following is information relating to the Equity Shares including a brief summary of the Memorandum of Association and Articles of Association, and the relevant sections of the Companies Act, 2013. Prospective investors are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share Capital

Our Company's authorized share capital is ₹ 30,00,00,000 divided into 15,00,00,000 Equity Shares of ₹ 2 each. As on the date of this Preliminary Placement Document, the issued, subscribed and paid up share capital of our Company is ₹ 119,417,060 divided into 5,97,08,530 Equity Shares of face value of ₹ 2 each. For further details please see "Capital Structure" beginning on page 68.

Dividends

Under Indian law, a company pays final dividend upon a recommendation by its board of directors and approval by a majority of the shareholders at the AGM of shareholders held each financial year. The shareholders have the right to decrease but not increase the dividend amount recommended by the board of directors. Dividends are generally declared as a percentage of par value (on per share basis) and distributed and paid to shareholders. The Companies Act, 2013 provides that shares of the same class of a company must receive equal dividend treatment. Subject to certain conditions specified under Section 123 of the Companies Act, 2013 and the rules made thereunder no dividend can be declared or paid by a company for any financial year except (a) out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013; or (b) out of the profits of the company for any previous financial year(s) arrived at in accordance with the Companies Act, 2013 and remaining undistributed; or (c) out of both; or (d) out of money provided by the Central Government or a state Government for payment of dividend by our Company in pursuance of a guarantee given by that Government.

According to the Articles of Association, our Company in a general meeting may declare dividends, but no dividend shall exceed the amount recommended by our Board. Subject to the provisions of the Companies Act, 2013, our Board may from time to time pay to the shareholders such interim dividends as appear to it to be justified by the profits of our Company. According to the Articles of Association, our Company may declare a 'Smaller dividend' in a general meeting.

Our Board may declare dividends for a financial year out of the profits of our Company for that year arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013, or out of the profits of our Company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both. Further, no dividend shall be declared or paid by our Company from its reserves other than free reserves and our Company shall declare dividend unless carried over previous losses and depreciation not provided in previous year or years are set off against profit of our company for the current year. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Under the Companies Act, 2013, dividends must be paid within 30 days from the date of its declaration. Where our Company has declared dividend, but which has not been paid or claimed within 30 days from the date of declaration, our Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of the unpaid or unclaimed dividend to the unpaid dividend account. All Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by our Company in the name of Investor Education and Protection Fund, established by the Central Government.

Capitalisation of Reserves and Issue of Bonus Shares

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act, 2013 permits the board of directors, if so approved by the shareholders in a general meeting, to capitalise its profits or reserves for the purpose of issuing fully paid-up bonus shares, which are similar to stock dividend. The Companies Act, 2013 permits the issue of fully paid up bonus shares from its free reserves, securities premium account or capital redemption reserve account, provided that bonus shares shall not be issued by capitalising reserves created by revaluation of assets.

Pre-emptive Rights and Alteration of Share Capital

A company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. Subject to the provisions of Section 61, the company may, by ordinary resolution, in general meeting from time to time, alter the conditions of its Memorandum as follows, that is

to say, it may: (a) increase its share capital by such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the National Company Law Tribunal on an application made in the prescribed manner; (c) convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denomination; (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and (e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Companies Act, 2013.

General Meetings of shareholders

All general meetings other than annual general meeting shall be called extraordinary general meeting. The Board may, whenever it thinks fit, or at the request of the shareholders, call an extraordinary general meeting. Written notice or notice via electronic mode means setting out the business to be transacted at the extraordinary general meeting must be given at least 21 days prior to the date set for such general meeting to the shareholders. Shorter notice is permitted if complied with the relevant provisions of the Companies Act, 2013. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

Voting Rights

Subject to any rights or restrictions being attached to any class or classes of shares or on any members, (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of every member present in person or by proxy shall be in proportion to his share or the paid-up equity share capital of the Company. A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act, 2013 and shall vote only once. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by means of e-voting, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

Directors

The Articles of Association provide that the minimum and maximum number of Directors of the Company shall be as per the Companies Act, 2013 and SEBI Listing Regulations. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Independent Director, as may be prescribed by law from time to time.

The remuneration payable to each Director for every meeting of the Board or committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Companies Act, 2013.

Transfer and Transmission of Shares

Equity Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are subject to STT (levied on and collected by the stock exchanges on which such equity shares are sold), however, are exempt from stamp duty. Our Company has entered into an agreement for such depository services with NSDL and CDSL. SEBI requires that the shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange.

Pursuant to the SEBI Listing Regulations, except in case of transmission or transposition of Equity Shares, requests for effecting transfer of Equity Shares shall not be processed unless the Equity Shares are held in dematerialized form with a depository.

The Equity Shares shall be freely transferable, subject to applicable laws.

The executor or administrator of a deceased member (not being one of the several joint-holders) shall be the only person recognized in the name of such member, and in case of the death of anyone or more of the joint holders of any registered Equity Share, the survivor shall be the only person recognized by our Company as having any title to or interest in such Equity Share. However, the above stated shall not release the estate of a deceased joint holder from any liability in respect of any Equity Share which had been jointly held by him with other persons.

If any person becoming entitled to Equity Shares in consequence of the death of a Shareholder, elects to be registered as holder of the equity share himself, he shall deliver or send to our Company, a notice signed by him stating that he so elects. If the said person elects to transfer the Equity Shares, he shall testify his election by executing an instrument of transfer of the Equity Shares. Our Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased, lunatic, insolvent, bankrupt shareholder had transferred the Equity Share(s) before his death, lunacy, bankruptcy or insolvency.

Any person becoming entitled to Equity Shares by reason of the death, lunacy, bankruptcy or insolvency of a Shareholder shall, subject to Section 123 of the Companies Act, 2013 be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the Equity Shares, except that he shall not before being registered as holder of such shares, be entitled in respect of them to exercise any right conferred on a member in relation to meetings of the Company.

Buy-back

Our Company may buy-back its shares subject to compliance with the requirements of Section 68-70 of the Companies Act, 2013, as amended and the SEBI (Buy-back of Securities) Regulations 2018, as amended.

Under Section 68 of the Companies Act, 2013, as amended, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

Winding Up

Our Articles of Association provide that on winding up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required under Companies Act, 2013 divide amongst the shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. The liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

TAXATION

STATEMENT OF POSSIBLE SPECIAL DIRECT AND INDIRECT TAX BENEFITS AVAILABLE TO MANORAMA INDUSTRIES LIMITED AND ITS SHAREHOLDERS

To,

Board of Directors
Manorama Industries Limited
701, 7th floor
Bonanza Building
Sahar Plaza Complex
Andheri Kurla Road Andheri East,
Mumbai
Maharashtra- 400 059

Dear Madam(s) / Sir(s),

Subject: Qualified institutions placement of equity shares of face value ₹ 2 each (“Equity Shares”) by Manorama Industries Limited (the “Company”) under Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and Sections 42 and 62 of the Companies Act, 2013, as amended, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (the “Issue”).

We, **M/s Singhi & Co.**, the Statutory Auditors of the Company, hereby confirm that the enclosed **Annexure A**, prepared by the Company and initialed by us for identification purpose (“**Statement**”) for the Placement Document, provides the possible special tax benefits available to the Company and to its shareholders under direct tax and indirect tax laws presently in force in India, including the Income Tax Act, 2025, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2027-28 relevant to the financial year 2026-27, Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (read with the rules, circulars and notifications issued in connection thereto). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company and/ or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may be based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company and its shareholders, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in the **Annexure A** are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this statement.

Management’s Responsibility

The preparation of the Statement is the responsibility of the Management including responsibility for maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation.

The Management is responsible, in particular, for identifying and ensuring that the Company complies with the direct and indirect tax laws and regulations applicable to its activities.

The Management shall be responsible for providing us with the required information/documents as may be required by us for certifying the requirement as per the paragraph above.

The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI ICDR Regulations and the Companies Act, 2013, as amended, and rules, circulars and guidelines thereto.

Auditor's responsibility

Pursuant to the SEBI ICDR Regulations, it is our responsibility to report whether the Statement prepared by the Management, presents, in all material respects, the possible special tax benefits available to the Company and its shareholders as identified by the Management in accordance with direct tax laws (including the Income Tax Act, 2025) and indirect tax laws, presently in force in India as on the date of this report.

We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

The procedures selected depend on the auditor's judgement, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise.

Inherent Limitations

We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

The benefits discussed in the accompanying statement are not exhaustive and conclusive. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

The contents stated in the Statement are based on the information and explanations obtained from the Management. The Statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for a professional tax advice.

Our views are based on the existing provisions of the direct tax laws (including Indian Income Tax Act, 2025) and indirect tax laws, presently in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Nothing in this para shall limit our liability to any person which cannot be lawfully limited.

Our view is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

Opinion

Based on the procedures performed by us as mentioned above and the information and explanations provided to us by the Management, in our opinion, the possible special tax benefits available as on the date of this report to the Company and its shareholders as identified by the Management in accordance with the direct tax laws (including the Income Tax Act, 2025) and indirect tax laws, presently in force in India.

Several of these stated tax benefits/consequences are dependent on the Company and/or shareholders of the Company fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company and/or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest money based on this Statement.

We do not express any opinion or provide any assurance as to whether:

- i) the Company and its shareholders will continue to obtain these benefits in the future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with; or

- iii) the revenue authorities/courts will concur with the views expressed herein
- iv) In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

We confirm that the information in this certificate is true and correct and is in accordance with the requirements of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

Restriction on use and other clauses

This Statement is for information and for inclusion in the Placement Documents or any other Issue-related material, and may be relied upon by the Company, the Lead Managers and the legal advisors appointed by the Company and the Lead Managers in sole relation to the Issue. We hereby consent to (i) the submission of this certificate as may be necessary to the SEBI, the Registrar of Companies, Mumbai-I at Mumbai (“**RoC**”), the relevant stock exchanges, document repository platform of the relevant stock exchanges, and any other regulatory authority and/or for the records to be maintained by the Lead Managers and in accordance with applicable law; and (ii) the disclosure of this certificate if required by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority; or in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We confirm that on obtaining or gaining of any relevant and material information in the abovementioned position from the Company, we undertake to immediately inform the LMs and legal counsels in case of any changes to the above until the date when the Equity Shares issued pursuant to the Issue commence trading on the Stock Exchanges. In the absence of any such communication, it may be assumed that there is no change in respect of the matters covered in this certificate.

All Capitalized terms used herein, shall have the same meaning as ascribed to them in the Placement Documents.

For M/s Singhi & Co.
Chartered Accountants
(ICAI Firm Regn. No.: 302049E)

Sanjay Kumar Dewangan
Partner
Membership No.: 409524
Place: Raipur
UDIN:

Annexure A

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL DIRECT AND INDIRECT TAX BENEFITS AVAILABLE TO MANORAMA INDUSTRIES LIMITED (“THE COMPANY”) AND ITS SHAREHOLDERS

The information outlined below sets out the possible special tax benefits available to the Company and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares, under the Indian direct tax laws (including the Income Tax Act) and rules currently in force in India (i.e., applicable for the financial year 2026-27 relevant to the assessment year 2027-2028) and current provisions of the indirect tax laws and the rules, regulations, orders, circulars, etc., thereunder. The legislations, their judicial interpretation and the policies of the regulatory authorities are subject to change from time to time, and these may have a bearing on the implications listed below. Accordingly, any change or amendments in the law or relevant regulations would necessitate a review of the below. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the possible tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may or may not choose to fulfil. This Statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

A. DIRECT TAXATION:

I. Special Tax Benefits available to the Company:

a) Deduction under section 146

The Company can avail deduction under section 146 of the Income Tax Act, 2025 in respect of employment of new employee (who have been employed for a minimum period of 240 days during the year) @ 30% of additional employee cost incurred in the course of such business in the tax year, for three consecutive tax years beginning from the tax year in which the employment is provided.

b) Deduction under section 148

As per the provisions of section 148 of the Income Tax Act, 2025 dividend received by the Company from any other domestic company or a foreign company shall be eligible for deduction while computing its total income for the relevant year. A deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it at least one month before the due date of filing the return of income under section 263(1) of the Income Tax Act, 2025. Since the Company has investments in foreign subsidiaries, it can avail the above-mentioned benefit.

c) Carry forward and set off of losses under section 112

As per the provisions of section 112 of the Income Tax Act, 2025 if the net result of the computation of income from business, not being a loss sustained in a speculation business, for the tax year is a loss to the Company such loss that could not be set off against any other income, can be carried forward for eight tax year immediately succeeding the tax year in which the loss was first computed and shall be set off against business income.

d) Concessional tax rate under section 200

The Company has opted for the beneficial tax rate of 22% (plus applicable surcharge and cess) as provided under section 200 of the Income Tax Act, 2025 subject to the condition that going forward it does not claim the deductions as specified. Sub-section 6 to section 200 of the Income Tax Act, 2025 provided that once the Company opts for paying tax as per section 200, such option cannot be subsequently withdrawn for the same or any subsequent year. The Company will continue to adopt the beneficial tax rate under corresponding section 200 of the Income Tax Act, 2025.

II. Special Tax Benefits available to the Shareholders under the Act:

a) Section 198

As per Section 198 of the Income Tax Act, 2025, long-term capital gains arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust, in excess of Rs. 1,25,000, shall be taxed at 12.5% of such capital gains.

b) Dividend Income

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, maximum rate of surcharge would be restricted to 15%, as provided in the First Schedule of the Finance Act, 2026.

c) Surcharge on concessional tax regime under Section 202

Surcharge on personal income capped at 25% for individuals opting for concessional tax regime under section 202.

B. INDIRECT TAXATION

I. Special Tax Benefits available to the Company:

The Company is availing the following benefits under certain Indian indirect tax laws:

a) Export rebate on payment of IGST

In accordance with provisions under Rule 96 of the Central Goods and Services Tax (CGST) Rules, 2017 (“CGST Rules”) relating to “Refund of IGST on Exported Goods/ Services”, the Company is entitled for refund on GST paid on export of goods.

b) Export under Letter of Undertaking without payment of IGST

As per rule 96A of the CGST Rules, 2017 and vide Central Board of Indirect Tax and Customs (“CBIC”) Circular No. 8-08-2017- GST dated October 4, 2017, the Company is entitled to avail input tax credit on exports made under Letter of Undertaking without payment of output tax.

c) Export to SEZ unit

As per Section 16 of IGST Act, the Company is eligible to claim input tax credit on sale of goods to units in Special Economic Zones SEZ even though such sales are not taxable.

d) Remission of Duties and Taxes on Exported Products (RoDTEP):

The Company is entitled for RoDTEP under Foreign Trade Policy towards export of goods. These scrips can either be used towards payment of customs duty on import or be sold in the market.

e) Export Promotion Capital Goods (EPCG):

This scheme allows the Company to import capital goods at zero rates of customs duty. The scheme is subject to an export value equivalent to 6 times of duty saved on the importation of such capital goods within six years from the date of issuance of the authorization.

f) Duty Drawback:

The Company avails Duty Drawback which are made to grant rebate of duty or tax chargeable on any imported / excisable materials and input services used in the manufacture of export goods. The duties and taxes neutralized under the scheme are (i) Customs and Union Excise Duties in respect of inputs and (ii) Service Tax in respect of input services.

Duty Drawback is of two types: (i) All Industry Rate and (ii) Brand Rate. The legal framework is provided under Section 75 and Section 76 of the Customs Act, 1962 and the Customs and Central Excise 184 Duties and Service Tax Drawback Rules, 1995 (Drawback Rules, 1995) issued under the provisions of Section 75 of the Customs Act, 1962, Section 37 of the Central Excise Act, 1944 and Section 93A read with section 94 of the Finance Act, 1994.

II. Special Tax Benefits available to the Shareholders under the Act:

There are no special tax benefits available for the shareholders of the Company under the provisions of indirect tax laws.

For Manorama Industries Limited

Ashok Jain

Chief Financial Officer & Whole Time Director

Place: Raipur

Date: June 29, 2026

Note:

- a. The above Statement set out in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- b. The above Statement covers general tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- c. The above statement covers only certain relevant tax law benefits and does not cover any benefit under any other law.
- d. This Statement is intended only to provide general information to the investors and is neither designed

nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

- e. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO MANORAMA SAVANNA GHANA LIMITED AND ITS SHAREHOLDERS

To,

Board of Directors

Manorama Industries Limited

701, 7th floor
Bonanza Building
Sahar Plaza Complex
Andheri Kurla Road Andheri East,
Mumbai
Maharashtra- 400 059

Ambit Private Limited

Ambit House, 449
Senapati Bapat Marg
Lower, Parel, Mumbai
Maharashtra- 400 013, India

ITI Capital Limited

ITI House,
36, Dr. R.K. Shirodkar Road
Parel, Mumbai – 400 012
Maharashtra, India

(Ambit Private Limited, ITI Capital Limited and other lead manager(s) as defined in the Placement Agreement, together, the “Lead Managers” or the “LMs”)

Dear Madam(s) / Sir(s),

Subject: Qualified institutions placement of equity shares of face value ₹ 2 each (“Equity Shares”) by Manorama Industries Limited (the “Company”) under Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and Sections 42 and 62 of the Companies Act, 2013, as amended, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (the “Issue”).

We, **B. Omane Antwi Consult**, the statutory auditors of the **Manorama Savanna Ghana Limited** (“Subsidiary”), hereby report the possible tax benefits available to the Subsidiary and its shareholders, under the **Income Tax Act, 2015 (Act 896) and Value Added Tax Act, 2025 (Act 1151)**, applicable indirect tax laws, along with the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2027-28 relevant to the financial year 2026-27, presently in force in **Ghana**, in the enclosed statement at **Annexure A**.

Several of these stated tax benefits/consequences are dependent on the Subsidiary and/or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Subsidiary and/or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are not exhaustive. **Annexure A** is for your information and we consent to its inclusion in the preliminary placement document and placement document, as amended or supplemented thereto (together the “**Placement Documents**”) to be filed by the Company with the stock exchanges on which the Equity Shares of the Company are listed (the “**Stock Exchanges**”), and any other authority and such other documents as may be prepared in connection with the Issue.

In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

- i) the Subsidiary or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with; or
- iii) the revenue authorities / courts will concur with the views expressed herein.

We also consent to the references to us as “Experts” under section 26 of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Placement Documents of the Company or in any other documents in connection with the Issue.

We confirm that the information in this certificate is true and correct, and complete in all aspects, and is not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision in respect of the Issue.

We have conducted our examination of the Statement in accordance with the **applicable laws mentioned in Annexure A.**

International Standards on Auditing

We hereby confirm that while providing this certificate we have complied with the **International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants. (2025)**

We consent to the inclusion of the above information in the Placement Documents to be filed by the Company with the Stock Exchanges, and any other authority and such other documents as may be prepared in connection with the Issue.

We also consent to the submission of this certificate to any regulatory / statutory authority including the Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges as may be necessary, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation (iii) for the records to be maintained by the Lead Managers in connection with the Issue and in accordance with applicable laws.

This statement is prepared for inclusion in the Placement Documents in connection with the Issue, to be filed by the Company with the Stock Exchanges.

The aforesaid information contained herein may be relied upon by the LMs and legal counsels appointed pursuant to the Issue and may be submitted to the Stock Exchanges, the SEBI, Registrar of Companies, Mumbai-I at Mumbai and any other regulatory or statutory authority in respect of the Issue. We undertake to immediately inform the LMs and legal counsels in case of any changes to the above until the date when the Equity Shares issued pursuant to the Issue commence trading on the Stock Exchanges. In the absence of any such communication, it may be assumed that there is no change in respect of the matters covered in this certificate.

Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Placement Documents.

For **B. Omane Antwi Consult**
Chartered Accountants
ICAG/F/2026/153
Kwame Boasiako Omane-Antwi
(Partner)
ICAG/P/1069
June 03, 2026

CC:

Legal Counsel to the Company

JSA Advocates & Solicitors
3rd Floor, Tower C,
World Trade Centre Nauroji Nagar,
New Delhi – 110 029, India

Legal Counsel to the LMs

Verist Law
The Empire Business Centre
414, Senapati Bapat Marg
Lower Parel
Mumbai 400 013, Maharashtra, India

Annexure A

- 1) Income Tax Act, 2015 (Act 896)
First Schedule, Paragraph 3(3)
(CORPORATE INCOME TAX RATE OF 8%)
- 2) Value Added Tax Act, 2025 (Act 1151)
Second Schedule, Paragraph 2(1)
(ZERO RATE OF VALUE ADDED TAX ON EXPORTS)

OUR STATUTORY AUDITOR

In terms of provisions of Section 139 of the Act, our Company's current Statutory Auditors, M/s Singhi & Co., Chartered Accountants, having firm registration number 302049E are independent auditors with respect to our Company as required by the Companies Act, 2013 and in accordance with the guidelines prescribed by the ICAI and have been appointed as the statutory auditors of our Company, pursuant to the approval of the shareholders of our Company at the general meeting held on September 4, 2024.

The Fiscal 2026 Audited Consolidated Financial Statements and Fiscal 2025 Audited Consolidated Financial Statements as included in this Preliminary Placement Document, have been audited by our Statutory Auditors, as stated in their reports appearing in "*Financial Information*" on page 73.

The Fiscal 2024 Audited Standalone Financial Statements, included in this Preliminary Placement Document, have been audited by the Previous Auditors as stated in their reports included in "*Financial Information*" on page 73.

The peer review certificate of our current Statutory Auditor, M/s. Singhi & Co., Chartered Accountants is valid on the date of this Preliminary Placement Document.

OUTSTANDING LITIGATION AND LEGAL PROCEEDINGS

We are, from time to time, involved in various litigation proceedings in the ordinary course of our business. These legal proceedings are primarily in the nature of, among others, civil suits, criminal cases, tax proceedings and regulatory and statutory actions. These legal proceedings may have been initiated by us or by other parties against us and are pending at different levels of adjudication before various courts and tribunals. We assess each such legal proceeding filed by or against us and monitor the legal position on an ongoing basis.

As on the date of this Preliminary Placement Document, except as disclosed below, there are no outstanding legal proceedings which has been considered material in accordance with our Company's "Policy on Determination of Materiality of Events/ Information" framed in accordance with Regulation 30 of the SEBI Listing Regulations and adopted by the Board pursuant to its resolution dated October 29, 2020 and subsequently revised on May 12, 2024.

Additionally, for the purpose of identification of litigation, pursuant to the terms of the policy approved by the Board in its meeting held on June 29, 2026, solely for the purpose of this Issue, this section of the Preliminary Placement Document also discloses (i) all outstanding criminal proceedings (including matters at first information report stage and police complaints where no/some cognizance has been taken by the court or judicial authority) filed by and against the Parties involving our Company and its Subsidiaries, (ii) all outstanding civil proceedings involving our Company and/or Subsidiaries, which involve an amount equivalent to or above ₹ 624.69 lakhs, i.e., the lower of the following three thresholds, as applicable, considered for the purpose of determining materiality: (A) 2% of turnover, as per the last audited consolidated financial statements of the Company (i.e., ₹ 2,733.48 lakhs for Fiscal 2026); (B) 2% of the net worth, as per the last audited consolidated financial statements of the Company (i.e., ₹ 1,364.26 lakhs for Fiscal 2026), except in case the arithmetic value of the net worth is negative; or (C) 5% of the average of absolute value of profit or loss after tax, as per the Audited Financial Statements of the Company for the preceding three Fiscals (i.e., ₹ 624.69 lakhs) (iii) all material violations of the statutory regulations by the Company and its Subsidiaries as considered material (as defined below in point c) and disclosed previously in accordance with Schedule III of SEBI Listing Regulations including any outstanding actions initiated (including, any findings/ observations, penalties or show cause notices received) initiated by any regulatory and/or statutory authorities such as Securities and Exchange Board of India or such similar authorities or stock exchanges, involving the Company and its Subsidiaries; (iv) all outstanding claims related to direct and indirect tax matters involving our Company and/or our Subsidiaries which are disclosed in a consolidated manner, giving the number of cases and total amount demanded and (v) other outstanding proceedings wherein a monetary liability is not determinable or quantifiable, or which does not exceed the Materiality Threshold, which if results in an adverse outcome would have a material adverse effect on the business, financial position, reputation or operations of the Company; and (vi) economic offences where proceedings have been initiated against the Company and/or our Subsidiaries.

Except as disclosed in, this section of the Preliminary Placement Document, there are no (i) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous Companies law in the last three years preceding the year of issue of this Preliminary Placement Document involving our Company and our Subsidiaries and any prosecutions filed (whether pending or not) fines imposed, compounding of offences in such duration for our Company and our Subsidiaries; (ii) material fraud committed against our Company in the last three years from the date of this Preliminary Placement Document, and if so, the action taken by our Company; (iii) significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; (iv) defaults by our Company (on a consolidated basis) in repayment of: (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interest thereon; or (d) loan from any bank or financial institution and interest thereon; (v) defaults in annual filing of our Company under the Companies Act, 2013 or the rules made thereunder; and (vi) litigations or legal actions, pending or taken, by any ministry or department of the government or a statutory authority against the Promoters of our Company during the last three years and any direction issued by such ministry or department or statutory authority upon conclusion of such litigation or legal action. It is clarified that for the purposes of the above, pre-litigation notices received by our Company, or our Subsidiaries (excluding FIRs and notices issued by statutory/regulatory/ judicial/quasi-judicial/government/tax authorities) shall, unless otherwise decided by the Board of Directors, not be considered as litigation until such time that our Company or its Subsidiaries, as the case may be, is impleaded as a defendant in litigation proceedings before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

I. Summary of Outstanding Litigation

Summary of outstanding litigation and legal proceedings, wherever quantifiable for the pending matters which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company, as included in this Preliminary Placement Document is as follows as per the Materiality Policy:

Particulars	Outstanding criminal proceedings	Outstanding actions (including notices received) by regulatory and/ or statutory authorities alleging material violations of Applicable Law	Economic offences where proceedings have been initiated against our Company and its Subsidiaries	Material civil litigations	Aggregate amount involved (in ₹ lakhs)
Company					
By our Company	2	NIL	NIL	NIL	NIL
Against our Company	NIL	NIL	NIL	NIL	NIL
Subsidiaries					
By our Company	NIL	NIL	NIL	NIL	NIL
Against our Company	NIL	NIL	NIL	NIL	NIL

II. Litigation involving our Company

A. Criminal litigation involving our Company

Criminal litigation initiated against our Company

As on date of this Preliminary Placement Document, there are no criminal proceedings against our Company.

Criminal litigation initiated by our Company

Except as disclosed below, as on date of this Preliminary Placement Document, there are no criminal proceedings initiated by our Company:

1. Our Company has filed a First Information Report (“**FIR**”) No. 0289/2026 on March 19, 2026, under Sections 316(3) and 3(5) of the Bharatiya Nyaya Sanhita, 2023 (“**BNS**”) against the proprietor of UTS Logistics, Avinash Dubey, as well as the truck owner, Rohit Dikshit, and the driver, Jay Prakash, in relation to an incident dated November 22, 2025. The aforesaid FIR pertains to the alleged misappropriation of goods during transportation, wherein the goods entrusted for carriage were not delivered in accordance with the agreed terms, resulting in a financial loss to the Company. The Company has alleged dishonest conduct on the part of the aforesaid parties in handling the consignment. Pursuant to the registration of the FIR, police authorities have initiated investigation into the matter.
2. Our Company has filed an FIR bearing No. 020/2026 dated April 15, 2026 under Sections 316(2), 316(5), 318(4) and 3(5) of the BNS, alleging that Govind Yashwantrao Sewliker and Mohan Sahukari, who were employed with our Company and were entrusted with maintaining the confidentiality of the company’s proprietary technologies, processes and trade secrets, misused their position by extracting and transmitting highly confidential information, including complete technical drawings, process data systems relating to production and other sensitive business information, to their personal email accounts and thereafter sharing such information with a competing entity, resulting in financial loss to the Company. It is further noted that after transferring the said confidential information, the aforesaid individuals resigned from the Company and subsequently joined a rival company. The Company has alleged breach of trust, cheating and misuse of information. Pursuant to the registration of the FIR, police authorities have initiated investigation into the matter.

B. Material civil proceedings involving our Company

Material civil proceedings initiated against our Company

As on the date of this Preliminary Placement Document, there are no outstanding material civil proceedings against our Company.

Material civil proceedings initiated by our Company

As on the date of this Preliminary Placement Document, there are no outstanding material civil proceedings initiated by our Company.

C. *Outstanding proceedings initiated by statutory and/or regulatory authorities against our Company*

As on the date of this Preliminary Placement Document, there are no outstanding material proceedings initiated by any statutory or regulatory authorities against our Company.

D. *Economic offences where proceedings have been initiated against our Company*

As on the date of this Preliminary Placement Document, there are no economic offences where proceedings have been initiated against our Company.

III. Litigation involving our Subsidiaries

A. *Criminal litigation involving our Subsidiaries*

Criminal litigation initiated against our Subsidiaries

As on the date of this Preliminary Placement Document, there are no outstanding material criminal proceedings against our Subsidiaries.

Criminal litigation initiated by our Subsidiaries

As on the date of this Preliminary Placement Document, there are no outstanding material criminal proceedings initiated by our Subsidiaries.

B. *Material civil proceedings involving our Subsidiaries*

Material civil proceedings initiated against our Subsidiaries

As on the date of this Preliminary Placement Document, there are no outstanding material civil proceedings against our Subsidiaries.

Material civil proceedings initiated by our Subsidiaries

As on the date of this Preliminary Placement Document, there are no outstanding material civil proceedings initiated by our Subsidiaries.

C. *Outstanding proceedings initiated by statutory or regulatory authorities against our Subsidiaries*

As on the date of this Preliminary Placement Document, there are no outstanding material proceedings initiated by any statutory or regulatory authorities against our Subsidiaries.

D. *Economic offences where proceedings have been initiated against our Subsidiaries*

As on the date of this Preliminary Placement Document, there are no economic offences where proceedings have been initiated against our Subsidiaries.

IV. Tax Proceedings

Except as disclosed below, there are no claims related to direct and indirect taxes involving our Company and our Subsidiaries.

[Remainder of the page is intentionally left blank.]

Nature of case	Number of cases	Amount involved (in ₹ lakhs)
Company		
Direct Tax	4	35.02
Indirect Tax	1	19.13
Subsidiaries		
Direct Tax	NIL	NIL
Indirect Tax	NIL	NIL

As certified by Statutory Auditors, by way of their certificate dated June 29, 2026

V. Litigations or legal actions pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Preliminary Placement Document and any direction issued by any such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

There is no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority (including any direction issued by any such Ministry or Department or statutory authority upon conclusion of such litigation or legal action) against our Promoters during the last three years immediately preceding the year of circulation of this Preliminary Placement Document.

VI. Inquiries, inspections, or investigations under the Companies Act, 2013

There have been no inquiries, inspections or investigations initiated or conducted against our Company and our Subsidiaries under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of circulation of this Preliminary Placement Document, nor have there been any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document involving our Company and our Subsidiaries.

VII. Details of acts of material frauds committed against our Company in the last three years, if any, and if so, the action taken by our Company

There have been no material frauds committed against our Company in the last three years preceding the date of this Preliminary Placement Document.

VIII. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interest thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon

There are no defaults in the payment of statutory dues (including provident fund, employees' state insurance, income-tax, custom duty and goods and service tax), repayment of debentures and interest thereon, repayment of deposit and interest thereon and repayment of loan from any bank or financial institution and interest thereon by our Company, as on date of this Preliminary Placement Document.

IX. Details of defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder.

As on the date of this Preliminary Placement Document, our Company has not defaulted in any annual filing under the Companies Act, 2013, as amended, or the rules made thereunder.

X. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations.

As on the date of this Preliminary Placement Document, there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations.

XI. Summary of reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of circulation of this Preliminary Placement Document and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks.

There are no reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of circulation of this Preliminary Placement Document.

XII. Material violations of the statutory regulations by our Company or our Subsidiaries

As on the date of this Preliminary Placement Document, there are no material violations of the statutory regulations by our Company or our Subsidiaries.

GENERAL INFORMATION

1. Our Company was originally incorporated as “Manorama Industries Private Limited”, as a private limited company under the Companies Act, 1956. The certificate of incorporation was issued on August 9, 2005, bearing Corporate Identification Number U15142CT2005PTC17858, by the Registrar of Companies, Madhya Pradesh & Chhattisgarh. Subsequently, following a resolution passed by shareholders at the Extraordinary General Meeting held on February 6, 2018, the Company was converted into a public limited company. Accordingly, its name was changed to “Manorama Industries Limited.” A fresh certificate of incorporation reflecting the conversion to a public limited company was issued on March 23, 2018 by the Registrar of Companies, Maharashtra at Mumbai.
2. The Registered Office of our Company is located at Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, J.B. Nagar, Mumbai-400059, Maharashtra, India.
3. The Corporate Office of our Company is situated at F-6, Anupam Nagar, Raipur, Chhattisgarh - 492007, India.
4. The CIN of our Company is L15142MH2005PLC243687.
5. The LEI of our Company is 335800V6ZZRC3X6PN525.
6. The website of the Company is www.manoramagroup.co.in.
7. The Equity Shares of the Company are listed on BSE SME since October 4, 2018, migrated to BSE mainboard on July 20, 2021 and listed on NSE since July 1, 2022.
8. The Issue was authorised and approved by our Board pursuant to a resolution dated March 12, 2026, and by the shareholders of our Company pursuant to a special resolution dated April 19, 2026 passed by way of postal ballot.
9. Our Company has received in-principle approvals under Regulation 28(1)(a) of the SEBI Listing Regulations to list the Equity Shares to be issued pursuant to the Issue, from each of BSE and NSE, on June 29, 2026. We will apply to the respective Stock Exchanges for the final listing and trading approvals of the Equity Shares on the Stock Exchanges after Allotment of the Equity Shares in the Issue.
10. The authorised share capital of our Company is ₹ 30,00,00,000 comprising 15,00,00,000 Equity Shares of face value of ₹ 2 each.
11. In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed Crisil Ratings Limited, for monitoring the utilisation of the Issue Proceeds. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations. Our Company shall, in compliance with requirements of the SEBI Listing Regulations, within 45 days from the end of each quarter, place the report of the Monitoring Agency before the audit committee, upload it on our website and also submit the same to the Stock Exchanges.
12. Copies of our Memorandum of Association and Articles of Association will be available for inspection between 9:30 am to 5:30 pm on any weekday (except Saturdays and public holidays) during the Issue Period at our Registered Office and Corporate Office.
13. Our Company has obtained all consents, approvals and authorisations required in connection with the Issue.
14. No change in control of the Company will occur consequent to the Issue.
15. There have been no defaults in the annual filings of our Company under the Companies Act, 2013 or the rules made thereunder.
16. There has been no material change in the financial or trading position of our Company since March 31, 2026, being the date of Fiscal 2026 Audited Consolidated Financial Statements prepared in accordance with applicable accounting standards included in this Preliminary Placement Document, except as disclosed herein.
17. Except as disclosed in this Preliminary Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see “*Outstanding Litigation and Legal Proceedings*” on page 392.

18. As on the date of this Preliminary Placement Document M/s. Singhi & Co., Chartered Accountants, (having Firm Registration No. 302049E) is the Statutory Auditor of our Company.
19. Our Company confirms that it is in compliance with the minimum public shareholding requirements as required under the terms of the SEBI Listing Regulations, SCRA and Rule 19A of SCRR.
20. The Floor Price is ₹ 1,547.18 per Equity Share, calculated in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, as certified by the Statutory Auditors, pursuant to their certificate dated June 29, 2026. Our Company may offer a discount of up to 5% on the Floor Price constituting ₹ [•] per Equity Share, in terms of Regulation 176 of the SEBI ICDR Regulations in accordance with the approval of our Board resolution dated March 12, 2026, and the Shareholders of our Company accorded through a special resolution through a postal ballot dated April 19, 2026, and Regulation 176(1) of the SEBI ICDR Regulations.
21. Details of the Company Secretary and Compliance Officer of our Company:
Name: Deepak Sharma
Address: F-6, Anupam Nagar, Raipur, Chhattisgarh - 492007, India
Tel: +91-9329932082
E-mail: cs@manoramagroup.co.in
22. Our Company and the Lead Managers accept no responsibility for statements made otherwise than in this Preliminary Placement Document and anyone placing reliance on any other source of information, including our website or any other website linked directly or indirectly thereto, would be doing it at his or her own risk.

PROPOSED ALLOTTEES

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotments of Equity Shares pursuant to this Issue shall be made by our Company, in consultation with the Lead Managers, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees and the percentage of post-Issue capital (assuming that the Equity Shares are Allotted to them pursuant to this Issue) that may be held by them in our Company is set forth below. These details of the proposed Allottees, assuming that the Equity Shares are allotted to them pursuant to the Issue, will be included in the Placement Document to be sent to such proposed Allottees.

S. No.	Name of the proposed Allottees	Percentage of the post-Issue share capital held (%) [^] #
1.	[●]	[●]
2.	[●]	[●]
3.	[●]	[●]

[^] Based on beneficiary position as on [●], 2026 (adjusted for Equity Shares Allocated in the Issue).

The post-Issue shareholding pattern (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, Insurance Companies, and FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.

Note: Subject to receipt of funds and allotment in the Issue. The above table has been intentionally left blank and shall be updated in the Placement Document.

DECLARATION

The Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Preliminary Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on the Company's business have been obtained, are currently valid and have been complied with. The Company further certifies that all the statements in this Preliminary Placement Document are true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

Name: Ashish Ramesh Saraf
Designation: Chairman and Managing Director
DIN: 00183357
Date: June 29, 2026
Place: Raipur, Chhattisgarh

DECLARATION

We, the Board of the Company, certify that:

- (i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- (ii) the compliance with the Companies Act, 2013 and the rules thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and
- (iii) the monies received under the Issue shall be used only for the purposes and objects indicated in this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4).

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

Name: Ashish Ramesh Saraf
Designation: Chairman and Managing Director
DIN: 00183357
Date: June 29, 2026
Place: Raipur, Chhattisgarh

I am authorized by Board of the Company, vide resolution dated June 29, 2026, to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoter subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed by:

Name: Ashish Ramesh Saraf
Designation: Chairman and Managing Director
DIN: 00183357
Date: June 29, 2026
Place: Raipur, Chhattisgarh

MANORAMA INDUSTRIES LIMITED

Corporate Office

F-6, Anupam Nagar, Raipur – 492007, Chhattisgarh, India

Registered Office

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

Email: cs@manoramagroup.co.in

Website: www.manoramagroup.co.in

CIN: L15142MH2005PLC243687

Contact Person: Deepak Sharma

Designation: Company Secretary and Compliance Officer

Tel: +0771-2283071|22-67088148

E-mail: cs@manoramagroup.co.in

Address: F-6, Anupam Nagar, Raipur – 492007, Chhattisgarh, India

LEAD MANAGERS

Ambit Private Limited

Ambit House

449, Senapati Bapat Marg

Lower Parel, Mumbai – 400 013

Maharashtra, India

&

ITI Capital Limited

ITI House

36, Dr. R K Shirodkar Road

Parel, Mumbai – 400 012

Maharashtra, India

STATUTORY AUDITORS OF OUR COMPANY

M/S. Singhi & Co., Chartered Accountants

JDS Chamber, First floor

6, Central Avenue

Choube Colony, Raipur- 492001

Chhattisgarh, India

LEGAL COUNSEL TO OUR COMPANY

As to Indian law

JSA Advocates & Solicitors

3rd Floor, Tower C

World Trade Centre Nauroji Nagar

New Delhi – 110 029, India

LEGAL COUNSEL TO THE LEAD MANAGERS

As to Indian law

Verist Law

Empire Business Centre

414 Senapati Bapat Marg

Lower Parel, Mumbai – 400 013

Maharashtra, India

SPECIAL INTERNATIONAL LEGAL COUNSEL TO THE LEAD MANAGERS

Duane Morris & Selvam LLP
16 Collyer Quay, 17-00
Collyer Quay Centre
049 318, Singapore

SAMPLE APPLICATION FORM

An indicative form of the Application Form is set forth below:

(Note: The format of the Application Form included herein below is indicative and for illustrative purposes only and no Bids in this Issue can be made through the sample Application Form. The Company, in consultation with the Lead Managers, shall identify Eligible QIBs and circulate serially numbered copies of the Preliminary Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in the Issue should be made only upon receipt of serially numbered copies of the Preliminary Placement Document and the Application Form and not on the basis of the indicative format below.)

 MANORAMA INDUSTRIES LIMITED	APPLICATION FORM
<i>Our Company was originally incorporated as “Manorama Industries Private Limited”, as a private limited company under the Companies Act, 1956. The certificate of incorporation was issued on August 9, 2005, bearing Corporate Identification Number U15142CT2005PTC17858, by the Registrar of Companies, Madhya Pradesh & Chhattisgarh. Subsequently our Company was converted into a public limited company pursuant to shareholders resolution passed at the extraordinary general meeting of our Company held on February 6, 2018, and the name of our Company was changed to “Manorama Industries Limited”. Upon such conversion, a fresh certificate of incorporation was issued by the Registrar of Companies, Maharashtra at Mumbai on March 23, 2018.</i> Registered Office: Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, J.B. Nagar, Mumbai, Maharashtra, India, 400059 Corporate Office: F-6, Anupam Nagar, Raipur – 492007, Chhattisgarh, India Telephone: +0771-2283071 +022-67088148 Contact Person: Deepak Sharma, Company Secretary and Compliance Officer Email: cs@manoramagroup.co.in Website: www.manoramagroup.co.in CIN: L15142MH2005PLC243687 LEI: 335800V6ZZRC3X6PN525 ISIN: INE00VM01036	Name of Bidder: _____ Form No: _____ Date: _____

QUALIFIED INSTITUTIONS PLACEMENT OF [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH (THE “EQUITY SHARES”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (“ISSUE PRICE”), INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE, AGGREGATING UP TO ₹ 50,000 LAKHS UNDER CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”) AND SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE “COMPANIES ACT”), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE “PAS RULES”), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY MANORAMA INDUSTRIES LIMITED (THE “COMPANY”) (HEREINAFTER REFERRED TO AS THE “ISSUE”). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 1,547.18 PER EQUITY SHARE AND THE COMPANY MAY OFFER A DISCOUNT OF UPTO 5% ON THE FLOOR PRICE, IN TERMS OF REGULATION 176(1) OF THE SEBI ICDR REGULATIONS AND IN ACCORDANCE WITH THE APPROVAL OF ITS SHAREHOLDERS.

Only Qualified Institutional Buyers (“QIBs”) as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and who (a) are not, excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) are not prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws including foreign exchange related laws and other applicable laws; (c) hold a valid and existing registration under the applicable laws in India (as applicable); and (d) are eligible to invest in the Issue can submit this Application Form. In addition to the foregoing, with respect to the Issue, Eligible QIBs shall consist of QIBs which are residents in India or Eligible FPIs (as defined herein below) participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended (“FEMA Rules”) or a multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules can submit this Application Form. However, except as provided herein, other non-resident QIBs, in terms of the FEMA Rules, are not permitted to participate in the Issue. Further, in terms of the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended, foreign venture capital investors (“FVCIs”) are not permitted to participate in the Issue. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and, may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold outside the United States in “offshore transactions” as defined in and in reliance upon Regulation S under the U.S. Securities Act (“Regulation S”) and the applicable laws of the jurisdictions where those offers and sales are made. You should note and observe the selling and transfer restrictions contained in the sections entitled “Selling Restrictions” and “Transfer Restrictions” in the accompanying preliminary placement document dated June 29, 2026 (the “PPD”).

ELIGIBLE NON-RESIDENT QIBs CAN PARTICIPATE IN THE ISSUE IN COMPLIANCE WITH THE SCHEDULE II OF FEMA RULES. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THE ISSUE UNDER FEMA RULES IN THE ISSUE THROUGH THE PORTFOLIO INVESTMENT SCHEME AND UNDER THE RESPECTIVE SCHEDULES OF FEMA RULES, IN THIS ISSUE, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, AS AMENDED, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED IN THE FEMA RULES AND SHALL HAVE TO BE IN CONFORMITY WITH THE APPLICABLE PROVISIONS OF

THE FEMA RULES. ALLOTMENTS MADE TO AIFs AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.

To,

The Board of Directors
MANORAMA INDUSTRIES LIMITED
Office No. 701, 7th floor
Bonzana Building
Sahar Plaza Complex, Andheri Kurla Road
Andheri East, J.B. Nagar, Mumbai
Maharashtra, India, 400 059

Respected All,

On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, on the terms and price indicated below. We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the PPD and this Application Form. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations and foreign exchange related laws. We are not a promoter of the Company, directly or indirectly, (as defined in the SEBI ICDR Regulations), or any person related to the promoters of the Company, directly or indirectly and this Application Form does not directly or indirectly represent the promoter or promoter group or persons related to the promoter. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with promoters or persons related to promoters of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either an Eligible QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules, or a multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules. We confirm that we are not a FVCI. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules, nor an FVCI. Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue.

We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**"). We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted a separate Application Form, and asset management companies or custodians or asset management company of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of shares to be Allotted under each scheme.

We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant authorisations. We note that the Board of Directors of the Company is entitled, in consultation with Ambit Private Limited and ITI Capital Limited (the "**Lead Managers**"), in their sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document and the Confirmation of Allocation Note ("**CAN**"), when issued and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of Application Form and the Bid Amount towards the Equity Shares that may be Allocated to us. The Bid Amount payable by us for the Equity Shares applied for has been/will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form prior to the Bid/Issue Closing Date and such Bid Amount has been /will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash, demand draft or cheque. We are aware that Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the Lead Managers; and (i) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or (ii) the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or (iii) the Company is unable to issue and Allot the Equity Shares offered in the Issue or (iv) if we withdraw the Bid before Bid / Issue Closing Date, or (v) if there is a cancellation of the Issue, or in case of rejection of Bids or non-allocation of Equity Shares or the listing of the Equity Shares does not occur in the manner described in the PPD, the Placement Document, the SEBI ICDR Regulations and other applicable laws, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements.

STATUS (Please ✓)			
FI	Scheduled Commercial Banks and Financial Institutions	AIF	Alternative Investment Fund*
MF	Mutual Funds	IF	Insurance Funds
FPI	Eligible Foreign Portfolio Investors**	NIF	National Investment Fund
VCF	Venture Capital Funds*	SI-NBFC	Systemically Important Non-Banking Financial Companies
IC	Insurance Companies	OTH	Others (Please specify)
Total shares currently held by QIB or QIBs belonging to the same group or those who are under common control. For details of what constitutes "same group" or "common control", see "Application Form" under Issue Procedure section of the PPD.			
* Sponsor and Manager should be Indian owned and controlled.			
** Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue			

In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

We acknowledge and agree that (i) our names, addresses, nationalities, email ids, contact details, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Lead Managers; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Mumbai-I at Mumbai (“RoC”) as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of the National Stock Exchange of India Limited and BSE Limited (together, the “Stock Exchanges”), and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the RBI and other applicable laws. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

By signing and submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections “*Notice to Investors*”, “*Representations by Investors*”, “*Issue Procedure*”, “*Selling Restrictions*” and “*Transfer Restrictions*” sections of the PPD and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the Lead Managers, each of whom is entitled to rely on, and is relying on, these representations and warranties in consummating the Issue.

By signing and submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section “*Risk Factors*” therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the Lead Managers or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document, this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company, in consultation with the Lead Managers, and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose our names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Lead Managers; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the Lead Managers; and if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office. For the purposes of this representation: the expression ‘belong to the same group’ shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and ‘control’ shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) we agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below; (10) we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares; (11) we have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares; (12) no action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction; (13) we satisfy any and all relevant suitability standards for investors in Equity Shares; (14) we acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws and that the Equity Shares are only being offered and sold only outside the United States in in “offshore transactions” as defined in and in reliance on Regulation S; and (16) we are located outside the United States (as defined in Regulation S) and we are not submitting this Application Form as a result of any “directed selling” efforts (as defined in Regulation S).

We acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of such Eligible QIB.

BIDDER DETAILS (in Block Letters)	
NAME OF BIDDER*	
NATIONALITY	

REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
TELEPHONE NO.		FAX NO.	
EMAIL ID			
FOR ELIGIBLE FPIs**	SEBI FPI REGISTRATION NO. _____		
FOR MFs	SEBI MF REGISTRATION NO. _____		
FOR AIFs***	SEBI AIF REGISTRATION NO. _____		
FOR VCFs***	SEBI VCF REGISTRATION NO. _____		
FOR SI-NBFC	RBI REGISTRATION DETAILS _____		
FOR INSURANCE COMPANIES	IRDAI REGISTRATION DETAILS _____		
FOR PENSION FUNDS	PFRDA REGISTRATION DETAILS _____		
* Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the Bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Company and the Lead Managers. ** In case you are an FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number. *** Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.			

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under Form PAS-4 of the PAS Rules. For such information, the Lead Managers will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER	
REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER	
BY 1:00 PM (IST), [●], 2026	
Name of the Account	Manorama Industries Limited - QIP Escrow Account
Name of the Bank	Axis Bank Limited
Address of the Branch of the Bank	Mega Wholesale Banking Centre, Block B-1, Pujari Chambers, Pachpedhi Naka, Besides Pujari Park, Raipur, Chhattisgarh Pin- 492001
Legal Entity Identifier Code	335800V6ZZRC3X6PN525
Account Type	Escrow
Account Number	926020024640995
IFSC	UTIB0006334

The Bid Amount should be transferred pursuant to the Application Form. All payments must be made only by way of electronic funds transfer, in favour of "Manorama Industries Limited - QIP Escrow Account". Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/Issue Period, i.e., prior to the Bid/Issue Closing Date. **The payment for subscription to the Equity Shares Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

DEPOSITORY ACCOUNT DETAILS												
Depository Name (Please ✓)	National Security Depository Limited						Central Depository Services (India) Limited					
Depository Participant Name												
DP – ID	I	N										
Beneficiary Account Number												
(16-digit beneficiary account. No. to be mentioned above)												
The Demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. However, for the purpose of refund, if any, only the bank details as mentioned below, from which remittance towards subscription has been made, will be considered.												

The Bidders are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by them. The Company and the Lead Managers shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	
NO. OF EQUITY SHARES BID		PRICE PER EQUITY SHARE (RUPEES)	
(In figures)	(In words)	(In figures)	(In words)
BID AMOUNT (RUPEES)			
(In Figures)		(In Words)	

DETAILS OF CONTACT PERSON

NAME			
ADDRESS			
TEL. NO.		FAX NO.	
EMAIL			

OTHER DETAILS

PAN*	
Legal Entity Identifier Code ("LEI")	
Date of Application	
Signature of Authorised Signatory (may be signed either physically or digitally)**	

ENCLOSURES ATTACHED

Attested / certified true copy of the following:

☐ Copy of PAN Card or PAN allotment letter*

☐ Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF

☐ Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank

☐ Copy of notification as a public financial institution

☐ FIRC

☐ Copy of IRDAI registration certificate

☐ Intimation of being part of the same group

☐ Certified true copy of power of attorney

☐ Other, please specify

* It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground, unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 1961.

** A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.

*** The Application Form is liable to be rejected if any information provided is incomplete and / or inadequate.

Note:

- (1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD and PD.
- (2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the Lead Managers.
- (3) This Application Form, the PPD and the Placement Document sent to you/ will be sent to you, either in physical form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.
- (4) The duly filed Application Form along with all enclosures shall be submitted to the Lead Managers either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in PPD.
- (5) This Application Form, the PPD and the PD sent to you/ be sent to you, either in physical form or electronic form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.