



# Manorama Industries Limited

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

August 12, 2024

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

To,  
The Manger  
Listing Department  
**National Stock Exchange of India Limited ("NSE")**  
Exchange Plaza, Plot No. C-1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**BSE Scrip Code: 541974**  
**ISIN: INE00VM01036**

**NSE Symbol: MANORAMA**  
**ISIN: INE00VM01036**

**Subject : Integrated Annual Report for the Financial Year 2023-24 and Notice of the 19<sup>th</sup> Annual General Meeting of Manorama Industries Limited ("the Company").**

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 19<sup>th</sup> Annual Report of Manorama Industries Limited for the financial year 2023-24 and Notice convening the 19<sup>th</sup> Annual General Meeting scheduled to be held on Tuesday, September 03, 2024 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

In terms of the requirements of Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Business Responsibility and Sustainability Report forming part of Annual Report. The Annual Report containing the Notice of Annual General Meeting is also uploaded on the Company's website at [www.manoramagroup.co.in](http://www.manoramagroup.co.in) and the same shall also be made available on the website of Link Intime India Private Limited ("LIPL") at [www.linkintime.co.in](http://www.linkintime.co.in).

This is for your information and records.

Thanking you,

Yours faithfully,

**For Manorama Industries Limited**



**Deepak Sharma**  
**Company Secretary and Compliance Officer**  
**Membership. No: A48707**

**Encl: As above**

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CIN: L15142MH2005PLC243687  
GSTIN: 22AAECM3726C1Z1

#### Certifications :

FSSC 22000, ISO 14001, RSPO, Halal, Kosher,  
Fairtrade, Organic, FSSAI  
A Government of India Recognized Star Export House.

#### Registered Office :

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GSTIN - 27AAECM3726C1ZR

# EMPOWERING SUSTAINABLE SOLUTIONS WITH TREE-BORNE PLANT-BASED SPECIALTY FATS AND BUTTER





# **EMPOWERING SUSTAINABLE SOLUTIONS WITH TREE-BORNE PLANT- BASED SPECIALTY FATS AND BUTTER**

**As the world increasingly prioritizes environmental consciousness and responsible consumption, industries are actively seeking sustainable alternatives to traditional practices. The specialty butter sector, essential to luxury chocolates, confectionery, and cosmetic markets, is no exception. With a growing societal shift towards eco-friendly and ethically sourced products, the demand for sustainable solutions in this niche market has surged.**

By harnessing underutilized plant resources to create environment-friendly solutions, we can reduce waste, promote sustainable production, and preserve biodiversity. This approach also empowers communities through fair trade practices, fostering a more responsible and equitable future. Such initiatives are crucial in combating climate change, building a sustainable future, and raising awareness about responsible business practices.

**“Empowering Sustainable Solutions with Tree-Borne Plant-Based Specialty Fats & Butter”** perfectly captures our core values and vision. By highlighting our dedication to sustainability and social impact, we enhance our brand trust and reputation, attract ethically conscious consumers, and contribute to a more sustainable future for everyone.

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#### Investor Information

CIN	L15142MH2005PLC243687
BSE Code	541974
NSE Symbol	MANORAMA
Bloomberg Code	MANORAMA:IN
AGM Date	3 September, 2024
AGM Venue	Video Conferencing

Scan this QR code to navigate investor-related information  
<https://manoramagroup.co.in/investors-overview>

Disclaimer: This document contains statements about expected future events and financials of Manorama Industries Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



## A Global Leader in **SPECIALTY FATS AND BUTTERS**

At Manorama Industries Limited ('MIL,' 'We,' or 'The Company'), we take pride in being a global pioneer in the manufacture and supply of tree-borne plant-based exotic specialty fats and butter. With decades of experience, we have established a legacy of excellence in extracting premium ingredients from exotic seeds, nuts, and plant-based sources such as Sal seeds, Shea nuts, and Mango kernels. Our expertise encompasses the creation of innovative food ingredients, including functional cocoa butter equivalents (CBEs) tailored for chocolate, coating, and molding applications

We also develop custom fats and butter for filled chocolates, confectionery, dairy, bakery, and food service industries. Leveraging our capabilities, we aim to cater to the growing global demand. At MIL, we deliver bespoke solutions that drive success for our partners in the food and personal care sectors. Our integrated production capacity is supported by numerous domestic and international certifications. This ensures the consistent high quality of our products, adhering to the strictest industry standards.

In our pursuit of industry leadership, we have undertaken strategic initiatives with our Birkoni unit to enhance our shea specialty fats and butter offerings. The recent commissioning of a 25,000-tonne capacity expansion for our fractionation plant has further cemented MIL's dominant position in the market.

As a paragon of excellence with our Integrated Quality Management System, we meticulously transform selected raw materials into world-class super specialty fats. At the heart of our operations is innovation, fueled by our MILCOA Research & Development Centre, accredited by the Government of India's Department of

Scientific & Industrial Research (DSIR). Our commitment to innovation is exemplified by our new product development (NPD) initiatives, which focus on delivering effective and widely acceptable solutions. Customer satisfaction and delight remain our top priorities, fostering a successful and loyal customer base that has thrived for over two decades.

Sustainability is at the heart of our operations. Our 'Waste to Wealth' and 'Poorest to the Richest' models exemplify this philosophy, transforming potential waste into valuable Tree-Borne Plant-Based specialty fats and butter. This commitment is, mirrored in our responsible sourcing practices across the supply chain, takes Manorama from 'Pristine Forest to the Premium Brands'.

Our dedication to sustainable co-development and our commitment to meeting the unique needs of our diverse clientele have earned us the trust of prestigious Fortune 500 companies in the luxury and premium confectionery, chocolate, and cosmetics sectors. As we continue to explore new frontiers in growth and innovation, we remain steadfast in our leadership in tree-borne plant-based specialty fats and butter industry





# Vision

- Acquire and maintain a leadership position in our chosen areas of business by continuously innovating products and adopting a unique co-development approach for various applications and segments through ongoing Research & Development
- Become the first-choice solution provider for tree-borne plant-based specialty fats & butter
- Continuously create new opportunities for growth
- Produce substantial rewards, enrichment, and growth opportunities for our stakeholders and the communities in which we operate
- Uplift the health, sanitation, and education of tribal people through our Corporate Social Responsibility initiatives
- Serve as a one-stop shop, from the collection of Tree Borne Oilseeds (TBOs) with the help of tribal communities, through processing and manufacturing Cocoa Butter Equivalents (CBEs), and Specialty Fats and Butter, to their use in end products

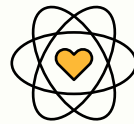


**Over the years, we have developed an extensive supply chain network involving millions of women tribal and forest dwellers, significantly improving their livelihoods.**



# Mission

- Prioritize customer delight as our highest priority
- Enhance the livelihood of tribal communities
- Ensure on-time delivery of high-quality products at the best price
- Adhere to socially and ecologically sustainable business models
- Maintain our credibility, respect, integrity, and honor by consistently fulfilling our commitments.



# Philosophy



## Growth For Development



### Environmental justice, positive economic development Fostering cleaner environment!

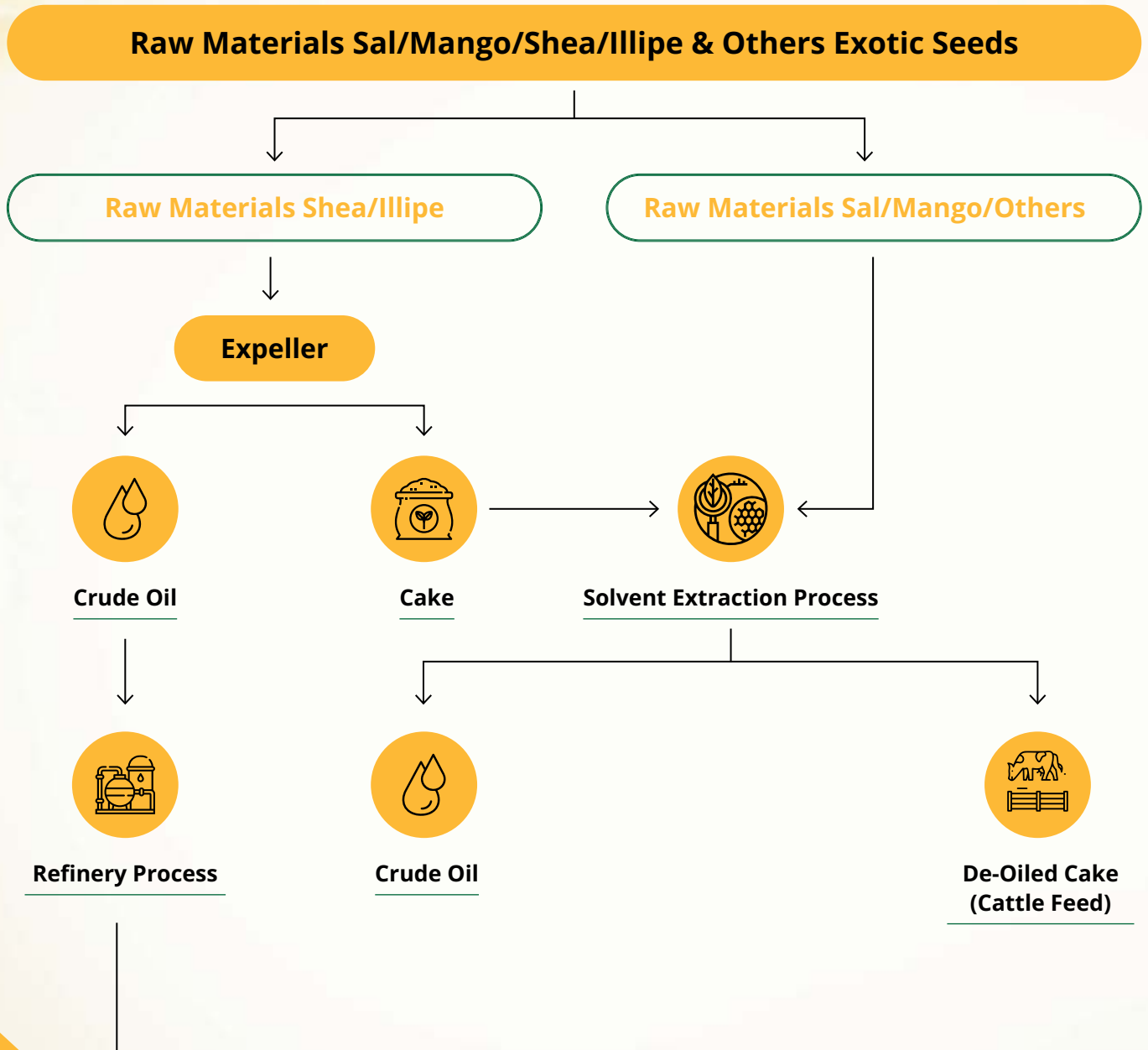
The 'Growth for Development' combines sustainability by aligning natural forces, harnessing latest technology in Manorama Industries for meeting present needs without compromising ability of future generations and making small efforts of change for big gains where women lead the way.

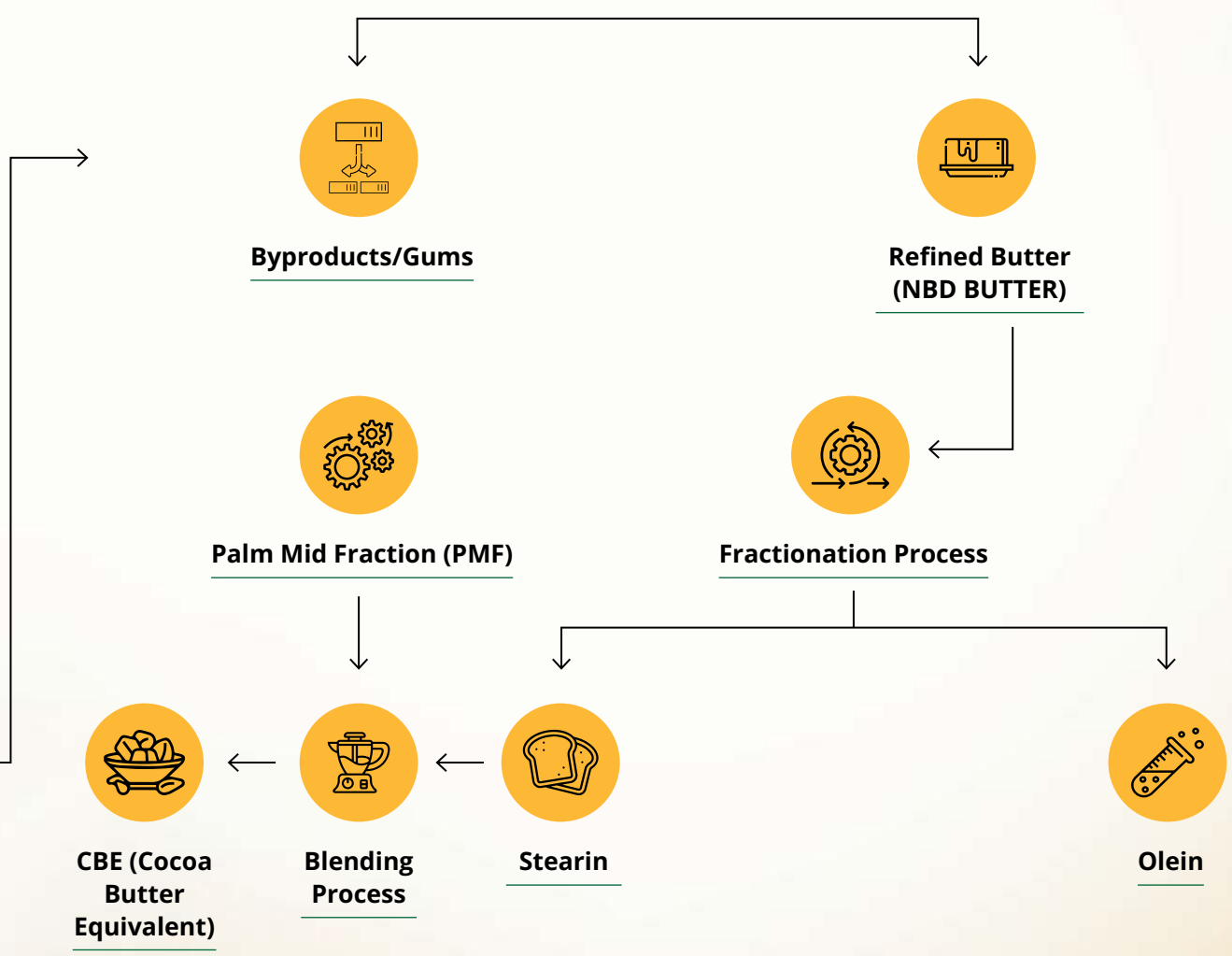
### Commitment to UN Global Compact

By signing the UN Global Compact (UNGC), we strengthen our commitment to social responsibility. This prestigious initiative unites businesses around upholding core principles like human rights, fair labor practices across the supply chain, and fighting discrimination. It aligns with MIL's existing focus on ethical practices, solidifying our position as a leader who prioritizes not just product quality, but also positive global impact.

## Journey from Seeds to Specialty Products

At Manorama Industries, we meticulously transform raw materials like Sal, Mango, Shea and other exotic seeds into high-quality specialty fats and butter. From extraction to refinement and blending, every phase of this journey showcases our dedication to sustainability, innovation, and excellence, ensuring that we consistently deliver premium products like refined butter, fractionated butter and cocoa butter equivalents (CBE).







# Pioneering Achievements in MANORAMA'S JOURNEY

In last two decades, we have reached several key milestones that underscore our ongoing commitment to excellence and innovation in the tree-borne plant-based specialty fats and butter industry. Our progress has been characterized by groundbreaking advancements in extraction technology, significant expansions in our product offerings, and strategic integrations that have strengthened our market position. Each milestone reflects our commitment to industry leadership and the pursuit of excellence in everything we do.

				
<p>ESTABLISHED IN 2005</p>	<p>Received 'Highest Processors and Exporters of Sal seed and Mango Kernel' award</p>	<p>Received award for CSR and Fair Trade at Glob fats/ butter India 2017</p>	<p>Signed major contracts with the world's largest chocolate and cosmetic companies</p>	<p>Got listed on BSE SME Index via Initial Public Offering in 2018</p>
<p><b>2005</b></p>	<p><b>2016</b></p>	<p><b>2017</b></p>	<p><b>2018</b></p>	<p><b>2020</b></p>
<p>Incorporated in 2005</p>		<p>Entered into an MoU with the Chhattisgarh Government for setting up Industry in the State</p>		<p>Received the GoI Department of Scientific and Industrial Research certificate in 2020</p>
				<p>Commenced new state-of-the-art plant at Birkoni with in-house R&amp;D unit</p>

**2021**

Successfully raised Rs. 100.9 Cr. for new capex plans in August 2021

Listed on BSE Mainboard from BSE SME platform



**2022**

Listed on NSE Mainboard in July 2022



**2023**

Commercialized our new refinery plant of 30,000 tonnes in May 2023, and added seed mining (expeller) capacity of 30,000 tonnes per annum (TPA), and interesterification capacity of 15,000 TPA



**2024**

Successfully commercialized a new Fractionation Plant and added Solvent Fractionation Capacity of 25,000 TPA, enhancing the overall Fractionation Capacity to 40,000 TPA

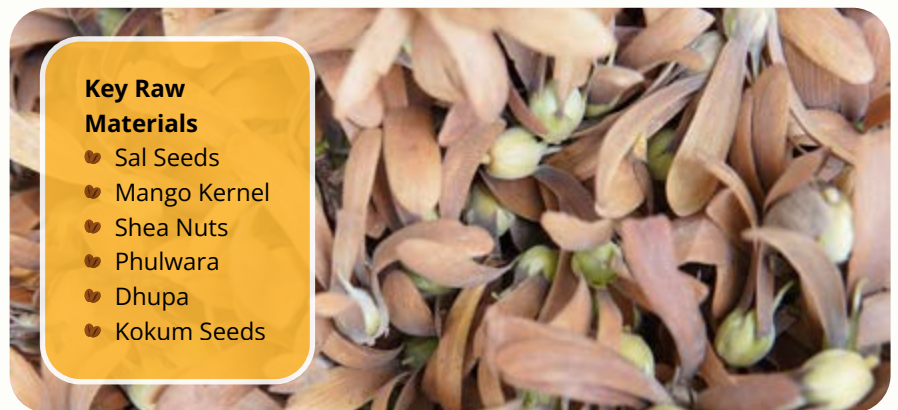


## Unique Product Offerings

# EMPOWERING TOMORROW

At MIL, we excel in crafting high-quality products that closely resemble the unique properties of cocoa butter. Our innovative formulations are carefully crafted to ensure comparable and equivalent physical and chemical properties, maintaining the subtlety and excellence of cocoa butter.

What sets us apart is our commitment to flexibility and compatibility. Our CBEs and specialty fats seamlessly integrate into a wide range of applications, maintaining the integrity and flavor profile of the final products. Moreover, our proprietary blending processes ensure the creation of customized, trans-fat-free fats that are a sustainable and ethical alternative to cocoa butter.



## Description of Various Products



CBEs replicate the fatty acids and triglycerides found in cocoa butter. Our approach involves formulating these fats to closely match cocoa butter's physical and chemical properties, ensuring that the final products exhibit similar behavior. Palm oil fractionation produces a middle-melting fraction rich in palmitic oleic palmitic (POP). These selectively fractionated ingredients are blended without hydrogenation to create customized fats that are free from trans fats and closely resemble cocoa butter.



Derived from Sal seeds, Sal Butter contains essential fatty acids like stearic and oleic acids. It is used in lotions, creams, and butter mixes for its moisturizing and nourishing properties.



When used in creams and lotions, Mango Butter's fatty acid content and unique unsaponifiable substances help maintain smooth and supple skin. It is highly prized in cosmetic formulations for its skin-preserving properties.



Sal Stearin is the solid fraction obtained through the solvent fractionation of Sal butter. It is used in various formulations requiring a stable and solid fat.





**Mango Stearin**

Produced from Mango Butter by solvent or dry fractionation, Mango Stearin has a composition and physical properties similar to Sal Stearin. It is used in applications that require a stable and solid fat.



**Shea Stearin**

Shea Stearin is the solid fraction obtained through the solvent fractionation of shea butter. This product is valued for its stability and versatility in various applications.



**Mowrah Butter**

Extracted from the fruit, Mowrah Butter is versatile, used in cooking, lighting, and as a natural exfoliator. It has softening and nourishing properties that protect against diseases and germs. In Ayurvedic medicine, Mowrah Butter acts as a coolant, moisturizes the skin, and enhances radiance. Its emollient characteristics make it an excellent base for cosmetic products.



**Shea Butter**

Shea nuts have a butter content ranging from 45-52% and are abundant in stearic, oleic, and other essential fatty acids. These properties make them excellent for use in lotions, creams, and butter blends. The triglycerides in shea butter make it a viable raw material for CBEs after undergoing fractionation.



**Kokum Butter**

Made from Kokum seeds native to India's southern regions, Kokum Butter is rich in fatty acids and vitamin E. It calms and moisturizes the skin, making it a common ingredient in medicinal cosmetics and an excellent base for skin and hair care products.



**De-Oiled Cake - A preferred Product for Cattle Feed**

We also produce cattle feeds from the by-products of our de-oiled cake (DoC). By incorporating these by-products into the animal feed industry, the Company supports resource efficiency. The Indian cattle feed industry has significant demand potential, providing an opportunity for MIL to capitalize on this market. This forward integration completes the whole value chain, reinforcing the Company's objective of resource efficiency.

## Applications

**Foods:** Our CBEs and specialty fats are utilized in various food applications such as bakery, dairy, and savory products where the functional properties of cocoa butter are required.

**Chocolate and Confectionery:** Ideal for chocolate and confectionery products due to their ability to mimic the texture, melting point, and mouthfeel of cocoa butter.

**Cosmetics:** Widely used in the cosmetic industry for skincare products, offering emollient properties and compatibility with other ingredients.

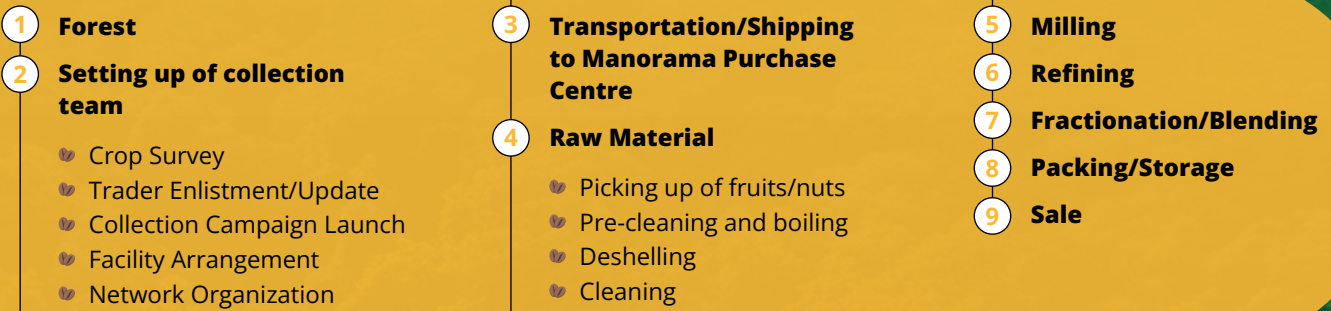
**HoReCa (Hotel, Restaurant, and Café):** Essential for the HoReCa industry, our products are used to create high-quality, consistent, and innovative culinary offerings, catering to the diverse and evolving preferences of customers in this dynamic sector.

**Bakery:** Used in baking applications to improve the texture and moisture content of various baked goods, ensuring a high-quality end product.

# Integrating a Robust SUPPLY NETWORK

With a strong network of millions of tribals and thousands of collection centers across our supply chain, we believe in taking responsibility for the growth of all stakeholders involved in our supply chain. Through this robust network of local women cooperatives and partnerships with numerous self-help groups, we are proudly contributing to the upliftment of livelihoods across India and West Africa. Our efforts are focused on improving the livelihoods of smallholders and women, with an emphasis on creating lasting positive impacts in their communities.

The journey of our products begins with the collection of seeds and nuts from the forest floors across India and West Africa and ends with their purchase by consumers. Throughout this journey, numerous stakeholders and processes are involved in shaping these products into their final form.



## Sourcing Policy

Four core principles that guide our forest sourcing policy include:



### Preserving Forests and Biodiversity:

- Protecting high carbon stock (HCS) forests
- Preserving high conservation value (HCV) areas
- Actively reducing greenhouse gas emissions in existing plantations



### Traceability:

- Implementing a traceable system to ensure raw materials are easily identifiable back to the forest source



### Legal Adherence:

- Ensuring full compliance with laws and regulations
- Operating in accordance with relevant legal obligations, promoting proactive and accountable management



### Ethical Practices:

- Upholding workers' rights
- Promoting gender equality in the sustainable procurement of Tree-Borne Exotic Seeds and Shea Nuts, ensuring equal access to resources, training, and decision-making rights in rural areas

## Human Rights Due Diligence

At MIL, we ensure that our supply chain adheres to human rights principles through a robust framework of due diligence, audits, and stakeholder engagement. We conduct comprehensive due diligence processes to assess potential suppliers, evaluating their adherence to human rights standards such as fair labor practices and the fair treatment of workers. Regular audits and assessments, including on-site visits, are carried out to verify compliance with these standards. By engaging with a wide range of stakeholders—including suppliers, workers, local communities, women's groups, and NGOs—we gain diverse perspectives and identify potential human rights risks. Additionally, we invest in training and capacity-building programs to raise awareness about human rights and promote best practices across our supply chain.

Technological integration, along with rigorous supplier engagement and regular audits, ensures transparency and accountability throughout the supply chain. We seek third-party certifications, such as Fair Trade and Organic, to validate the ethical and sustainable origins of our raw materials. These certifications, combined with pilot projects and collaborations with local producers, help us maintain high standards of quality and safety, mitigate risks associated with environmental impacts or human rights violations, and support sustainable sourcing practices. By continuously evaluating and improving our traceability initiatives, we strengthen our commitment to fair and ethical procurement and environmental stewardship. This ensures that our supply chain operations align with broader sustainability goals.



## From Local Roots **TO GLOBAL REACH**

At MIL, we have established ourselves as a global powerhouse, providing bespoke solutions for tree-borne plant-based specialty fats and butter across an extensive international market. Our operations, serving an esteemed clientele that includes renowned global chocolate, confectionery, and cosmetic companies. This not only reinforces our global footprint but also highlights our ability to cater to diverse market needs.

In light of the growing demand for tree-borne plant-based specialty fats and butter our international presence positions us to seize market opportunities effectively. We are committed to furthering our expansion through strategic acquisitions and partnerships, ensuring our sustained growth and leadership in the industry. Recognized by the Government of India as a 'Three Star Export House,' we are set to continue our journey of global prominence and innovation.

Manorama has its presence in International market.



**Disclaimer:** This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. Our Company or any of our Directors, officers or employees cannot be held responsible for any misuse or misinterpretation of any information or design thereof. Our Company does not warrant or represent any kind of connection with its accuracy or completeness.

## Global Certifications and Memberships

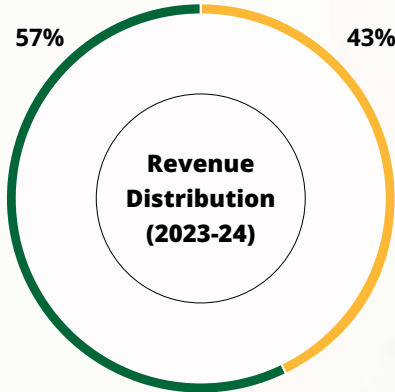
### Memberships

- Indian Green Building Council-CII Membership (IGBC)
- Solvent Extractors Association of India Membership(SEA)
- Global Shea Alliance
- Federation of India Export Organization Membership (FIEO)
- UN Global Compact
- Shellac and Forest Products Export Promotion Council (SHEFXIL)
- Plant Based Food Industry Association (PBFI)
- Indian Oil Seeds & Produce Export Promotion Council

### Certifications

- Three Star Export House
- US FDA
- Food Safety and Standards Authority of India (FSSAI)
- FSSC 22000
- Department of Scientific & Industrial Research (DSIR)
- ISO 9001:2015
- ISO 14001:2015
- ISO 45001:2018
- ISO 16128-1:2016
- ISO 50001:2018
- Organic NPOP
- Organic USDA-NOP (Handling Processing)

- Organic EU
- Cosmos Organic
- Cosmos Natural
- KOSHER Certification
- HALAL-MUI & JUHF
- Fair Trade
- Fair for Life
- RSPO Trademark
- RSPOSCC
- SEDEX
- SA 8000:2014
- ZED Gold Certificate
- ECOVADIS



● Exports ● Domestic

■ Import  
■ Export  
■ Import & Export



# Setting OURSELVES APART

We stand out in the tree-borne plant-based specialty fats and butter through our firm commitment to excellence, innovation, and sustainability. Our unique strengths and strategic initiatives have positioned us as a global leader, trusted by top-tier clients and recognized by industry authorities. Our unique capabilities and strategic foresight drive our sustained growth and industry leadership, making us a preferred partner for the world's most prestigious companies.

## What sets us apart and drives our progress:



### Leadership Status

*#1 Indian exporter of Sal and Mango-based specialty fats and butter*

MIL is the #1 Indian exporter of Sal and Mango-based specialty fats and butter and the leading Sal fat manufacturer in the world. Our leadership in these niche markets is a testament to our unparalleled expertise and commitment to producing high-quality products.



### Robust Supply Chain

*Strong network of millions of tribals and thousands of seed collection centers across India*

MIL's robust supply chain is anchored by a strong network of millions of tribals and thousands of seed collection centers across India. Our strategic location, with the Raipur plant's proximity to the Visakhapatnam port, facilitates the seamless procurement of Shea seeds from Africa, ensuring a steady supply of raw materials. This extensive network allows us to mitigate risks and secure a reliable source of high-quality ingredients.



### Competitive Advantage

*Nearly two decades of expertise*

With nearly two decades of rich management experience, we leverage our deep knowledge of specialty fats and butter to maintain a competitive edge. We dominate the market with our tailor-made product offerings, consistently prioritizing quality over price, even amidst inflationary pressures. Our commitment to excellence guarantees that our products meet the highest standards, fostering strong customer loyalty.



### Raw Materials Availability

*Low-risk policy regarding the availability of raw materials*

Our commitment to sustainable sourcing is reflected in our approach to raw materials. We source seeds from the forests of India and West Africa, maintaining a low-risk policy regarding the availability of raw materials. Moreover, in India, Chhattisgarh, Odisha, Bihar, Jharkhand, Madhya Pradesh, Bihar, West Bengal, Madhya Pradesh, and Chhattisgarh account for 30% of the total Sal Forest. In Africa, the West African region has billions of Shea trees, while the entire African continent has billions of Shea trees. This abundant availability of raw materials ensures a consistent supply and supports our sustainable business practices.



## Marquee Clientele

*Serving a distinguished clientele, including Fortune 500 companies*

We serve a distinguished clientele, including Fortune 500 companies in the premium confectionery, chocolate, and cosmetic sectors. Our customer-centric solutions cater to the unique needs of each client, fostering high retention and satisfaction rates. This prestigious client base underscores our ability to deliver exceptional quality and tailored products.



## Manufacturing Excellence

*Multiple domestic and international certifications, ensuring high product quality*

MIL's manufacturing excellence is underscored by numerous domestic and international certifications, guaranteeing superior product quality. Our Birkoni unit has strengthened our position in the Shea specialty fats segment. Furthermore, the 25,000-tons capacity expansion takes our fractionation plant capacity to 40,000 tons per annum and expansion of capacities across various functions has solidified our industry dominance. This enables us to meet increasing market demands effectively.



## Research and Development

*Government of India's DSIR accredited MILCOA R&D Center*

At MIL, innovation is at the heart of our operations. Our MILCOA R&D Centre is accredited by the Government of India's Department of Scientific and Industrial Research (DSIR). Additionally, our in-house R&D unit at the Birkoni Plant in Raipur is dedicated to developing new products and applications, ensuring that we stay at the forefront of industry advancements.



From the  
**PRESIDENT'S  
DESK**



*The commissioning of our new fractionation plant not only boosts our capacity but also opens up a myriad of strategic opportunities for innovation and growth.*

**Dear Esteemed Stakeholders,**

It is with great pride that I present to you MIL's Annual Report for 2023-24. This past year has been a transformative one, marked by strategic expansion, operational excellence, and a strong commitment to sustainability.

In 2023, advanced economies experienced slight growth improvements, while emerging markets remained stable. During the 2023-24 period, India's economy stood out with a remarkable 8.2% GDP growth, driven by significant capital investments and a robust manufacturing sector. The focus of the Union Budget for 2024-25 on infrastructure development and encouraging private investments has strengthened urban consumption and stimulated rural demand. Initiatives like Aatmanirbhar Bharat played a crucial role in sustaining this growth momentum.

On the industry front, the global CBE market grew significantly, fueled by increasing demand for high-quality, ethically sourced ingredients in chocolate and confectionery products, aligning perfectly with modern consumer preferences for responsible and health-conscious products. India's diverse agro-climatic conditions have provided us with a rich raw material base, fueling our food processing ventures and opening new avenues for value addition. Rising domestic demand and the potential for export expansion have further boosted our prospects. The increasing disposable incomes and changing consumer preferences towards premium products have further encouraged us to broaden our high-end offerings. This strategic alignment with industry trends positions us to continue our trajectory of robust growth and excellence.

At MIL, we have continued to solidify our position as a leading producer and exporter of high-quality CBEs, and other tree-borne plant-based exotic specialty fats and butter. Our strategic location in India's forest regions, coupled with our state-of-the-art

manufacturing facilities, has provided us with a distinct sourcing and production advantage.

The commissioning of our new fractionation plant not only boosts our capacity but also opens up a myriad of strategic opportunities for innovation and growth. We are dedicated to developing and introducing new products that meet evolving market demands while upholding our commitment to sustainability. Our focus remains on value-added products like CBE derived from Stearin, which exemplifies our ability to create high-quality, sustainable solutions. The new plant enables us to expand our portfolio with cutting-edge products and projects, reinforcing our leadership status in the global specialty fats and butter industry. By investing in these advancements, we ensure that our offerings remain at the forefront of both technological and environmental standards, driving long-term value for our stakeholders and meeting the needs of our diverse customer base responsibly.

Ensuring the sustainability and traceability of our supply chain is a top priority for MIL. We have implemented robust systems to track the origin of our raw materials, from the forest to our production facilities. This commitment is further strengthened by our adherence to various certifications, such as Fair Trade and Organic, which validate the ethical and sustainable sourcing of our ingredients. Furthermore, sustainability is deeply ingrained in our business ethos. In alignment with the United Nations Sustainable Development Goals (UN SDGs), we have made significant strides in reducing our environmental impact through energy-efficient processes, the adoption of renewable energy, and the implementation of water conservation measures. Our facilities are designed in alignment with the principles of the Indian Green Building Council, highlighting our dedication to sustainable operations.

A strong foundation of ethical governance practices underpins our success. Our Board of Directors provides adept oversight, guiding us with precision and acumen to ensure the integrity and resilience of the Company. We have also implemented robust policies and procedures to uphold human rights, promote diversity and inclusion, and safeguard the well-being of our employees.

As we look ahead, our growth strategies are firmly rooted in market diversification, innovation, and operational excellence. We will continue to expand our reach into new geographical regions and sectors, leveraging the growing demand for our CBEs and exotic specialty fats and butter. Our firm focus on R&D will enable us to develop cutting-edge solutions that cater to the evolving needs of our customers.

MIL is poised for continued success, driven by our strategic initiatives, operational efficiency, and commitment to sustainability. We are confident that our robust business model, coupled with our adaptability to market dynamics, will enable us to navigate the challenges and capitalize on the opportunities that lie ahead.

I would like to express my sincere gratitude to our millions of tribal women and self-help groups (SHGs), valued customers, suppliers, business partners, bankers and shareholders for their unwavering support and trust. I also extend my heartfelt appreciation to our dedicated team of employees, whose passion, integrity, and hard work have been instrumental in our journey.

Together, we will continue to push the boundaries of innovation and create a sustainable future for all.

Warm regards,

**Ashish Saraf**

President, Manorama Industries Limited



# MANAGING DIRECTOR'S COMMUNIQUE

## Dear Stakeholders,

Despite global challenges, MIL has emerged stronger than ever, solidifying our position as a world leader in the specialty fats and butter industry. The CBE industry is witnessing a notable trend towards sustainable and ethically sourced ingredients, driven by changing consumer preferences. This shift is prompting innovation within the industry, as companies explore new formulations and product offerings that cater to these evolving demands. Furthermore, the emphasis on sustainability is reshaping market dynamics, encouraging businesses to adopt responsible sourcing practices and develop products that contribute positively to both health and the environment. These trends present a significant opportunity for us to enhance our portfolio and align with the values of today's consumers.

As we navigate this evolving landscape, our outstanding performance over the past year underscores our commitment to these trends. Over the past year, we have achieved outstanding performance, with revenue growing by 30.3% to Rs. 4,570.8 million. Additionally, our Profit After Tax (PAT) increased by 34.7% to Rs. 401.1 million. This remarkable financial achievement is a testament to our strategic initiatives and operational excellence. Key drivers of this growth include significant volume expansion, driven by our new capacity investments and enhanced operational leverage. The expansion of our production capacities has enabled us to scale up operations efficiently and effectively. Additionally, our focus on market diversification and strong export contributions have further bolstered our performance. I am pleased to announce that the Board has recommended a final dividend of Rs. 0.40 (20% of face value) per equity share for our shareholders.

In our ongoing pursuit of growth and innovation, we have strategically focused on market diversification and the launch of new products throughout the year. To bolster our market position and meet diverse customer needs, we have undertaken robust initiatives aimed at expanding our production capacity and enhancing operational efficiency. This includes the establishment of a new 300-TPD Solvent Extraction Plant and the installation of a state-of-the-art 25,000-MTPA fractionation and 30,000-MT refinery facility. This expansion has elevated our total fractionation capacity to 40,000 TPA, positioning us to meet the increasing

demand for CBE and exotic specialty fats and butter from our esteemed clients across the confectionery, chocolate, and cosmetics industries. Additionally, we have expanded our capacities in seed milling and interesterification and have constructed new storage tanks and warehouses.

These strategic investments have significantly increased our overall production capacity, improved cost-effectiveness, and strengthened our competitiveness in the market. Through these advancements, we continue to drive innovation, offering a broader range of high-quality products while ensuring we remain agile and responsive to market demands. These enhancements are expected to drive significant growth in both revenue and profitability, while also improving our production efficiency. This strategic move strengthens our production capabilities, enabling us to better serve both our existing and new clients and further reinforce our industry leadership.

Innovation and new product development are at the heart of MIL's operations. Our MILCOA R&D Centre, accredited by the DSIR, Government of India, has been pivotal in developing innovative solutions to meet changing preferences of our customers. Our robust supply chain management has been another crucial aspect of our success. Additionally, MIL seeks third-party certifications, such as Fair Trade and Organic, to ensure sustainable sourcing of our raw materials.

Our dedication to sustainability drives every facet of our operations. Through our 'Waste to Wealth', 'Pristine Forest to Premium Brands', and 'Poorest to Richest' model, we transform potential waste into valuable specialty fats and butter, demonstrating our commitment to environmental responsibility. This ethos extends to our responsible sourcing practices and collaborative efforts in sustainable co-development. In 2023-24, we invested Rs. 6.9 million in CSR initiatives focused on improving health, hygiene, and overall well-being within our communities. This substantial investment reflects our resolve to create a positive social impact and adopt sustainable practices. Furthermore, we celebrate a vibrant community of professionals from diverse backgrounds, each contributing unique perspectives and skills. Together, we foster a culture of collaboration and innovation, driven by our shared focus to excellence. Diversity, Equity, and Inclusion (DEI) are core values that guide us as we tackle global challenges. Our accreditation as a 'Great Place to Work<sup>®</sup>, India' highlights our dedication to employee well-being.



*Our dedication to sustainability drives every facet of our operations. Through our 'Waste to Wealth' model, we transform potential waste into valuable specialty fats and butters, demonstrating our commitment to environmental responsibility.*

In the past year, MIL has received numerous accolades, including the Two Export Excellence Awards for Highest Foreign Exchange Earner from the Federation of Indian Exporters Organization (FIEO) for 2018-2019 and 2019-2020. We have also been recognized as the Highest Processor of Minor Oil Seeds in India, the Highest Exporter of Tree-Borne Oils and Mango Kernel Oil (Fats) from India and were the recipient of the Highest Export Award from the Ministry of Commerce of India.

Looking ahead, as we continue to expand our production capacity and streamline operations, we anticipate significant benefits from increased operational efficiencies and cost reductions. Our commitment to investing in R&D remains a cornerstone of our strategy, enabling us to innovate and introduce new products that meet the evolving needs of our customers. Additionally, we are dedicated to aligning our operations with the UN SDGs, ensuring that our growth contributes positively to global sustainability. By integrating these strategic priorities, we are well-positioned to continue delivering value to our stakeholders and driving long-term success.

I extend my sincere gratitude to our millions of tribal women, self-help groups (SHGs) valued customers, suppliers, business partners, bankers, and shareholders for their support and trust. My heartfelt appreciation also goes to our dedicated Members of Board of Directors for their invaluable guidance and employees, whose passion, integrity, and hard work have been instrumental in our journey.

Best regards,


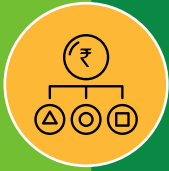

**Gautam Kumar Pal**

Managing Director, Manorama Industries Limited





# Strategic Pathways TO SUCCESSFUL GROWTH

At MIL, our approach revolves around achieving sustainable growth, operational efficiency, and resilience for long-term progress. We have strategically outlined our priorities for the year, aligning them closely with our overarching business goals. By integrating our strategies across all facets of our operations, we ensure alignment and effectiveness throughout our business functions.

Growth Strategy	Explanation	Outcomes
 <p><b>Expansion and Optimization of Production Capacity</b></p>	<ul style="list-style-type: none"> <li>Established a 300-TPD Solvent Extraction Plant</li> <li>Installed new 25,000-MTPA fractionation and 30,000 MTPA refinery plants</li> <li>Constructed 2,000-MT capacity storage tanks</li> <li>Enhancing packaging line capacity by 50 MT/day</li> <li>Constructing warehouses, automating refinery, and degumming plants, and developing supporting infrastructure</li> </ul>	<p>The expansion initiatives result in substantial cost savings, enhanced production control, increased capacity to meet global demand, improved operational efficiency, and strengthened market competitiveness through automation and upgraded facilities.</p>
 <p><b>Market Diversification and Growth in Key Sectors</b></p>	<ul style="list-style-type: none"> <li>Expansion into new geographical regions targeting food, confectionery, chocolate, and cosmetics sectors</li> <li>Utilizing growing applications of CBEs in product development and market penetration</li> </ul>	<p>Our focus is on successfully broadening our market reach, strengthening customer base, and increasing the demand in the chocolate industry significantly.</p>
 <p><b>Innovation and New Product Development</b></p>	<ul style="list-style-type: none"> <li>Dedicated R&amp;D team focuses on continuous innovation</li> <li>Developing new products and alternative uses for CBEs and exotic specialty fats and butter</li> <li>Alignment with current market trends and specific customer requirements</li> </ul>	<p>We have successfully launched new, market-relevant products and are exploring the potential to increase the share of CBE in chocolates, enhancing their taste, texture, and solidity.</p>



Growth Strategy	Explanation	Outcomes
 <p data-bbox="375 862 526 963"><b>Enhanced Operational Efficiencies</b></p>	<ul data-bbox="550 862 1021 996" style="list-style-type: none"> <li>♥ Aiming to achieve scaling up through process optimization</li> <li>♥ Improving cost-effectiveness across operations</li> </ul>	<p data-bbox="1045 862 1476 996">We have improved our operational efficiencies, enhanced cost-effectiveness, and sustained a competitive market position.</p>
 <p data-bbox="343 1198 526 1377"><b>Leveraging Government Initiatives and Market Fundamentals</b></p>	<ul data-bbox="550 1198 1021 1411" style="list-style-type: none"> <li>♥ Utilizing government incentives and support for strategic growth</li> <li>♥ Capitalizing on global trade liberalization opportunities</li> <li>♥ Expanding into new geographical regions and market segments</li> </ul>	<p data-bbox="1045 1198 1476 1411">Leveraging government initiatives and market fundamentals has led to increased penetration and distribution, robust growth fundamentals, and enhanced financial agility for the Company.</p>





## Leveraging **EVOLVING TRENDS**

At MIL, we take pride in being pioneers in providing versatile exotic butter and fat solutions, particularly CBEs, across various industries including chocolates, confectioneries, and cosmetics. Our strategic positioning and proactive responses to key industry trends and market demands have fortified our market presence and ensured sustained growth.

### **Consumer Shift Towards Healthier and Premium Products**

#### Trend

Increasing consumer interest in premium, healthier products with improved nutritional profiles, such as reduced saturated fats and allergen-free options.

#### Response

We focus on innovating specialty fats and oils to cater to health-conscious consumers. Our investments in R&D help us develop products that enhance the texture, taste, and stability of confectionery, food, bakery, and cosmetic products. This includes creating new plant-based fats and oils that cater to vegan and vegetarian markets, addressing the growing demand for healthier and ethical alternatives. Our product innovations often feature reduced saturated fats and allergen-free options, aligning with current consumer health trends.

### **Global Market Expansion**

#### Trend

Emerging economies are experiencing rapid growth and urbanization, leading to increased disposable income, and changing consumer preferences. These markets are becoming increasingly important for global businesses.

#### Response

We are strategically expanding our market presence through partnerships with local distributors and businesses in emerging economies. This approach enables effective market penetration and capitalizes on the rising demand for specialty fats and oils. Our strong market intelligence system and procurement team ensure a steady supply of raw materials, allowing us to meet unpredictable shortages or sudden demand increases in these regions. We tailor our product offerings to suit the preferences and needs of these diverse markets, leveraging local insights and consumer data.



## Sustainability and Environmental Responsibility

### Trend

Environmental sustainability is a major concern, with consumers and regulators demanding more transparency and responsibility from companies regarding their environmental impact, including deforestation, carbon emissions, and fair-trade practices.

### Response

We have developed a robust procurement network in India and West Africa, through Manorama Africa Limited, collaborating with local communities to ensure sustainable sourcing of natural seeds. We prioritize ethical practices and environmental stewardship, aligning with ESG goals and maintaining high standards of traceability and sustainability. Our commitment to sustainability is evident through certifications like Fair Trade and Organic, which enhance our reputation and appeal to eco-conscious consumers. We collaborate closely with local farmers and tribal communities to promote sustainable agricultural practices, ensuring long-term resource availability and community development.

## Technological Advancements

### Trend

The integration of technology in the food industry is revolutionizing production processes, supply chain management, and customer interaction.

### Response

We invest in state-of-the-art R&D facilities equipped with advanced analytical tools, including GCMS, HPLC, and GLC, operated by highly qualified technical professionals. We also implement digital tools and technologies to enhance operational efficiency, supply chain transparency, and customer engagement. These technological advancements allow us to respond swiftly to market changes and consumer demands.

## Supply Chain Challenges

### Trend

The persistent demand-supply gap, exacerbated by supply chain disruptions, has driven industry players to seek cost-effective solutions such as CBEs.

### Response

Leveraging nearly two decades of experience as a trusted provider of CBEs, we offer cost-beneficial solutions and hands-on assistance in product development to mitigate the impact of volatile cocoa prices on chocolate manufacturers. CBEs provide stability in product formulation in terms of improved shelf life, texture and feel of smoothness and taste enhancement along with pricing of the product. We ensure a steady supply of CBEs by maintaining robust procurement teams in India and West Africa to secure reliable and sustainable sources of natural seeds. Our state-of-the-art, technology-driven research and development manufacturing facility, along with our capability to co-develop sustainable products, ensures satisfaction for our esteemed customers.



# Strengthening our Foundations, **BUILDING TOMORROW**

During the past two years, we have made a strategic move by expanding our Birkoni Plant in a phase-wise manner to meet the surging global demand for tree-borne plant-based specialty fats and butter. This significant capital expenditure as on 31 March, 2024 is Rs. 210.59 Cr. (includes capital W.I.P. of Rs. 41.20 Cr.) has enhanced our production capabilities and helped us transition from a manufacturing facility to a manufacturing complex. This bold expansion has not just enabled growth but has also solidified our position as an industry leader and allowed us to seize immense market opportunities.



## Solvent Extraction Plant

Installed a new 300-TPD Solvent Extraction Plant, transitioning from reliance on third-party vendors. This helped us reduce additional transportation and processing costs while improving yield, production control, inventory management, and working capital cycles.



## New Fractionation Plant

Set up a new 25,000-TPA Fractionation Plant and a new 30,000-TPA Refinery Plant. These facilities were intended to meet the growing global demand for our products.



## Refinery Plant and Interesterification Capacity

Commercialized a new Refinery Plant of 30,000 tons and added an Interesterification Capacity of 15,000 TPA to improve our refining and processing capabilities.





## Storage Tanks

Constructed new storage tanks with a capacity of 2,000 MT to store butter and fats, in addition to our existing 6,000- MT capacity. This expansion was essential to accommodate the output.



## Packaging Facility

Enhancing our packaging line capacity by 50 MT per day, doubling our existing capacity. This enabled us to simultaneously package different products.



## Warehouse Construction

Built new warehouses for the storage of Sal Seed, Mango Seed, Shea Nut, and De-oiled Cake. This reduced our reliance on rented warehouses, cutting rental and logistics costs.



## Automation Of Refinery And Degumming Plant

Automated our refinery and degumming plant to enhance production planning, quality control, and cost management.



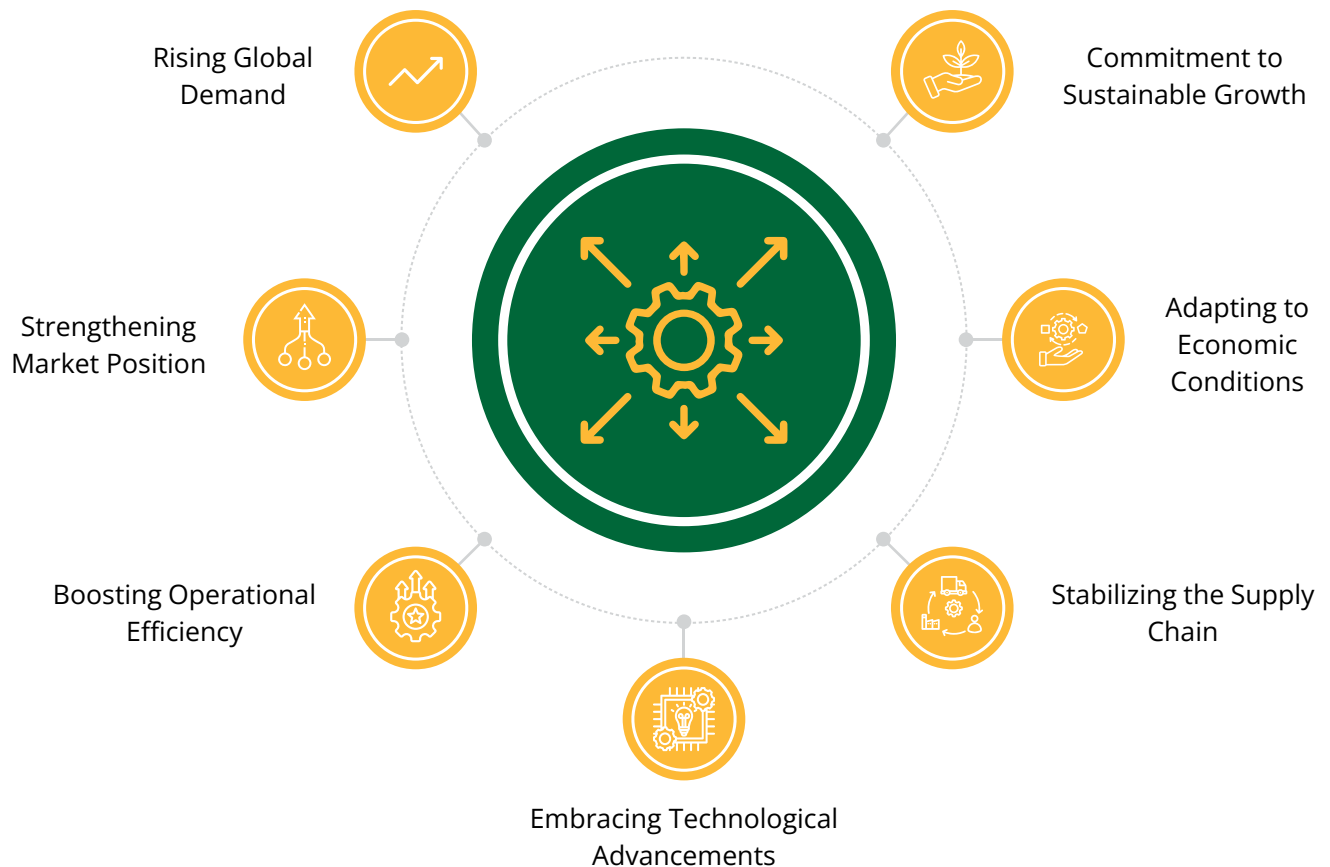
## Supporting Infrastructure

Developed additional supporting infrastructure to facilitate the overall expansion and efficiency of our manufacturing complex.

Solvent Extraction Plant	Existing Capacity Before the Expansion Initiative Started	Total Capacity Reached After Expansion	Outcome of the Expansion
Seed Milling (Expeller)	<b>60,000</b> MTPA	<b>90,000</b> MTPA	Enhanced ability to process seeds internally, improving efficiency and cost-effectiveness
Solvent Extraction Plant	<b>0</b> MTPA	<b>90,000</b> MTPA	Marked a transition from third-party vendors, reducing costs and improving operational control
Refinery (including automation of refinery and degumming plant)	<b>15,000</b> MTPA	<b>45,000</b> MTPA	Helped meet increased demand and improved our refining capabilities, enhanced production planning, quality control, and cost management
Interesterification	<b>15,000</b> MTPA	<b>30,000</b> MTPA	Enhanced our product mix and processing capabilities
Fractionation	<b>15,000</b> MTPA	<b>40,000</b> MTPA	Aimed at diversifying our product offerings and fulfilling the demand for fractionated products in the global market
Supporting Infrastructure: a. New Boiler b. Warehouse			Constructed new facilities for seed and de-oiled cake storage, reducing rental and logistics costs
Blending Station and Packing	<b>15,000</b> MTPA	<b>30,000</b> MTPA	Aimed to allow for simultaneous packaging of different products, enhancing packaging efficiency (expected to be completed in 2024-25)



## Strategic Need for Expansion



## Driving Success

# THROUGH INNOVATION

At MIL, research and innovation form the bedrock of our commitment to excellence and sustainability. We are dedicated to advancing the frontiers of the specialty fats and butter industry through continuous R&D of cutting-edge solutions. Our state-of-the-art innovation and research facilities are staffed by a team of seasoned professionals who bring extensive experience and a passion for innovation to the table.

## MILCOA<sup>®</sup>



**CHOCOLATE**



**COMPOUND**



**FILLINGS**



**SPREADS**

## Innovation & Research Centre

The MILCOA<sup>®</sup> Innovation & Research Centre serves as the foundation of our commitment to sustainable growth and progressive innovation in the specialty fats and butter industry. Our R&D capabilities serve as a formidable entry barrier, fostering deeper client engagement and enhancing customer loyalty through bespoke solutions. The Centre offers an array of specialized products designed to cater to diverse applications in the food, confectionery, cosmetics, and personal care industries.

### High-Standard Research Facility

MILCOA R&D Center is a 'high standard research laboratory equipped with cutting-edge technologies,' suggesting we have invested in advanced equipment to support our research endeavors.

### Collaborative Approach

The Center collaborates closely with customers' R&D teams, suggesting a willingness to work in partnership to develop solutions that meet specific client needs.

### Solution-Oriented Mindset

With a focus on constantly exploring new raw materials and new technologies, our focus is on developing 'creative

innovative solutions' to leverage our CBEs, and other offerings. We aim to go beyond just producing base ingredients and instead help clients develop finished products using our specialty fats and butter.

### Diverse Application Development:

We explore new applications for our products in the chocolate, food, confectionery, cosmetics, and personal care industries. This signifies a commitment to expanding the usability of our specialty fats and butter across various sectors.

### 5S Implementation:

We have successfully implemented the 5S methodology within our factory operations, focusing on Sort, Set in Order, Shine, Standardize, and Sustain. By systematically removing unnecessary items and organizing essential tools and materials, we have streamlined our workflows significantly. We have established regular cleaning schedules and routine inspections to maintain high standards of cleanliness and safety throughout our facility.

We have also developed standard operating procedures and comprehensive training programs for our employees to ensure consistent application of best practices. Continuous improvement is encouraged through regular audits and recognition programs, reinforcing the sustainability of these practices. Through our 5S implementation, we have achieved improved operational efficiency, enhanced workplace safety, superior product quality, and increased employee morale, leading to a more productive and satisfied workforce.



## MILCOA® Brand Range

The MILCOA® brand is recognized for its innovation and quality, earning the esteemed DSIR Certification from the Government of India. This accreditation highlights our leadership in R&D, underscoring our commitment to delivering high-quality, customized products.

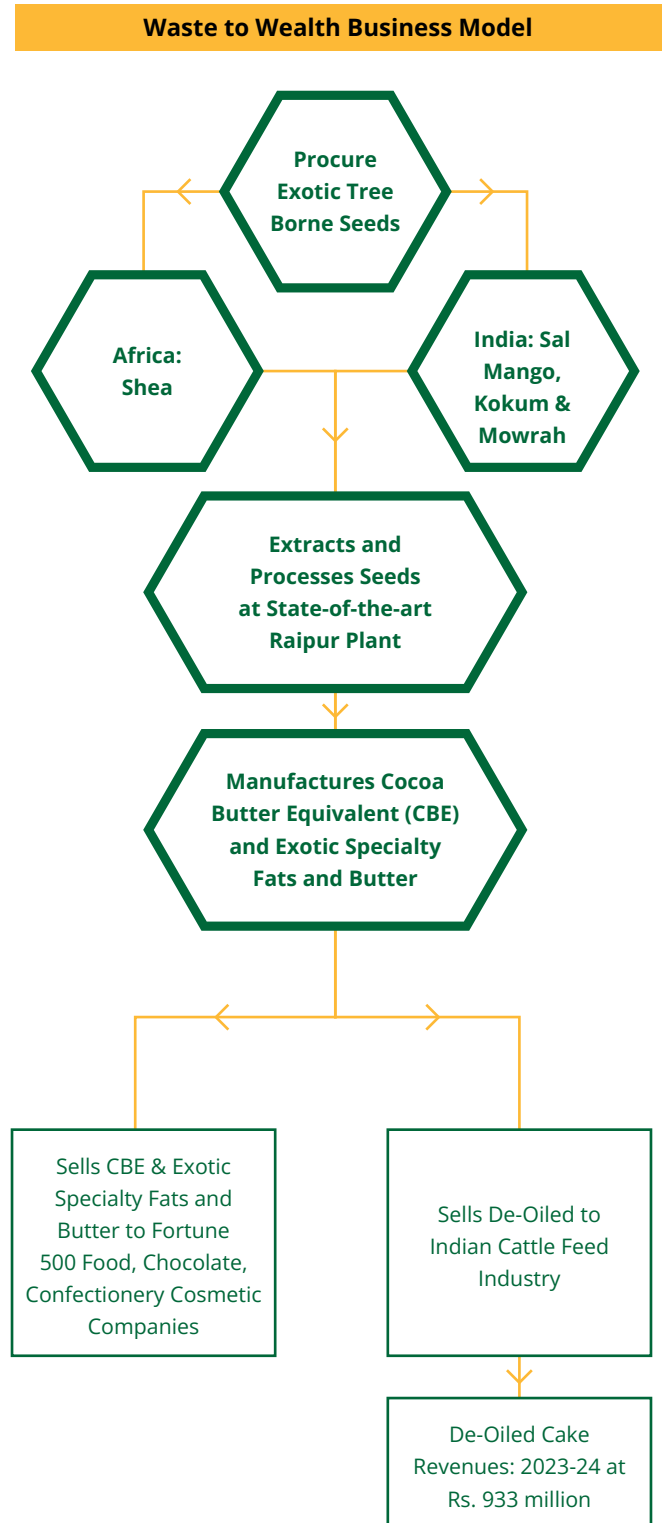
1	2	3	4	5
<b>ALL-ROUND FILLING FATS</b>	<b>COCOA BUTTER EQUIVALENTS/ IMPROVERS</b>	<b>GENERAL-PURPOSE HARD STOCK</b>	<b>BAKE STABLE FILLING FATS</b>	<b>CHOCOLATE HAZELNUT SPREAD FAT</b>
Milcocream™ 1059 and Milcocream™ FF69 (biscuit and wafer cream filling)	MILCOA ES 1057 and MILCOA IS 1043	MIL DP 1054, suitable for spreading	Milcocream™ 1068 - ideal for fillings in croissants and pastries in the bakery market	Milcospread™ 1003, Milcospread™ 1052



# Value CREATION MODEL

## INPUTS

## CORE BUSINESS ACTIVITIES



## OUTPUTS AND OUTCOMES

### Strategic Principles

#### Integrity

Foster economic growth for forest-dwellers and tribals who provide us with raw materials, while upholding uncompromising quality in our products and services

#### Thoughtful and Healthy

Foster economic growth for forest-dwellers and tribals who provide us with raw materials, while upholding uncompromising quality in our products and services

#### Sustainability

Ensure sustainability through ecofriendly manufacturing practices and impactful initiatives such as afforestation and eco-friendly biomass fuel for our boilers

#### Customer satisfaction

Deliver valuable products and services with a quick, responsive, and empathetic approach

### Industries Served



#### Financial Capital % growth

- Operating Revenue (in Rs. million): **4,570.80** **30.30%**
- EBITDA (in Rs. million): **735.2** **30.20%**
- PAT (in Rs. million): **401.1** **34.70%**
- EPS: ₹ **6.73 per share**
- ROE: **12.63%**
- ROCE: **10.62%**

#### Manufactured Capital

- Capex (in Cr.): **210.59 Cr. (including Capital W.I.P Rs. 41.20 Cr.)**
- Total refinery Capacity (in MTPA): **45,000**
- Total Fractionation Capacity (in MTPA): **40,000**

#### Intellectual Capital

- Total Trademark Registered (in Nos.): **8**

#### Human Capital

- Total workforce (in Nos): **411**
- Employee trainings (in %): **100%**

#### Social and Relationship Capital

- CSR expenditure (in Rs. million): **6.9**

# Empowering Growth to NAVIGATE SUCCESS

Over the past five years, we at MIL have demonstrated impressive financial growth, marked by significant improvements in revenue and profitability. Our performance shows steady progress across key areas, highlighting our strong market presence and operational efficiency. Throughout this journey, we have remained committed to creating value for our stakeholders and sustaining the growth momentum.

In 2023-24, we achieved a remarkable revenue YoY growth of 30.3%, amounting to Rs. 4,571 million, driven by leveraging operational efficiencies and organic growth for higher volumes. Our strong performance in both domestic and export markets resulted in a healthy 43:57 revenue mix. Our profitability surged by 34.7% YoY due to strong global demand for our specialty exotic fats & butter and CBE. Additionally, our robust financial position was boosted by strategic capital expenditures, and continuous product innovations, all contributing to our sustained growth and market leadership.

## Revenue (in Rs. million)



## EBITDA (in Rs. million)



## EBIDTA Margin (%)



## PAT (in Rs. million)



### PAT Margin (%)

2023-24		8.77
2022-23		8.49
2021-22		8.65
2020-21		8.79
2019-20		12.40

### \*Earnings Per Share (in Rs.)

2023-24		7
2022-23		5
2021-22		4
2020-21		3
2019-20		4

\*Adjusted to face value of Rs. 2 per share for 2020-21 to 2022-23

### Return on Equity (%)

2023-24		12.63
2022-23		9.56
2021-22		11.69
2020-21		7.06
2019-20		17.10

### Return on Capital Employed (%)

2023-24		10.62
2022-23		11.47
2021-22		10.38
2020-21		14.14
2019-20		17.09

Note: 1) First Phase expansion period 2019-21  
2) Pandemic Period- 2020-22

## Cost Reduction Programme

Our Cost Reduction Programme (CRP) is designed to tap into the innovative potential of our employees, encouraging them to generate creative ideas for reducing costs. We believe that unlocking significant hidden profits within the Company is possible, as cost savings directly enhance profitability without requiring additional sales.

### Our Approach



Our CRP not only drives cost reduction but also fosters a culture of continuous improvement and employee engagement, supporting sustainable business growth.

## Pioneering

# ENVIRONMENTAL INITIATIVES

Committed to sustainability, the Company prioritizes significant environmental initiatives. We carefully monitor water, waste, and emissions management, aiming to enhance environmental practices. Moreover, we emphasize on partnerships with forest inhabitants and indigenous groups to actively contribute to biodiversity conservation efforts.

## Efforts towards Climate Action

At MIL, we actively pursue sustainable practices to mitigate environmental impact and promote resilience against climate change. Our efforts span across energy management, renewable energy adoption, and stringent adherence to green building principles. From obtaining ISO 50001:2018 certification for our energy management systems to advancing towards a renewable energy facility, we integrate innovative technologies and processes to reduce our carbon footprint.



### Energy management and efficiency initiatives

- Installing advanced technology for monitoring, measuring, and controlling utilities
- Utilizing and implementing solar power to reduce reliance on conventional energy sources
- Installed a 4.2-MW renewable energy generation facility
- Implementing energy-efficient Boiler (22 TPH) and steam condensate recovery system for process steam energy savings
- Initiating various cost reduction projects leading to energy savings for MIL

## Advancing Sustainability

### Transitioning to Rice Husk Fuel, Achieving Carbon Credits.

As part of our ongoing commitment to sustainability and reducing our environmental footprint, we have undertaken a strategic shift from coal to rice husk as our primary fuel source. This transition not only helps mitigate carbon emissions but also promotes the sustainable disposal of agricultural waste, contributing to a circular economy.

Our infrastructure now includes three state-of-the-art boilers with capacities of 6 tons per hour (TPH), 16 TPH, and 22 TPH, respectively. These boilers are optimized for efficient rice husk utilization, ensuring maximum energy output while minimizing environmental impact. This investment underscores our commitment to sustainability and energy efficiency.

To advance our sustainability efforts, we are partnering with Gold Standard, a renowned organization for carbon credit certification. This collaboration allows us to quantify and validate the carbon savings from our fuel transition, making us eligible for carbon credits. These credits not only highlight our dedication to environmental stewardship but also offer economic incentives that support our green initiatives.

Through the adoption of rice husk as a sustainable fuel source and our pursuit of carbon credits with Gold Standard, we reaffirm our dedication to a greener future. We estimate that this initiative will generate approximately 25,000 carbon credits annually, setting a benchmark for industry practices and demonstrating our leadership in sustainable development.



## Following Indian Green Building Council Principles

Adhering to Indian Green Building Council (IGBC) principles is integral to our sustainable approach. This commitment is reflected in our practices, which include employing lighting automation, upgrading compressors, installing LED lighting, and maximizing natural sunlight utilization. We utilize power factor controllers and variable frequency drives (VFD) to enhance energy efficiency and maintain a substantial green belt area featuring local broad-leaf species. Our facilities incorporate energy-efficient processes and equipment, optimize natural light and ventilation, and integrate water conservation systems into building design and operations. These initiatives underscore our dedication to environmental stewardship and sustainable building practices, ensuring our operations minimize ecological impact while maximizing efficiency.

## Water Stewardship

Efficient water and energy use are crucial for cost reduction and water stewardship in our operations. Water, primarily used for cooling, is optimized to minimize freshwater and municipal water consumption. This approach reinforces our social responsibility and enhances our resilience against climate change.

Our water management and conservation measures include:

- Complying with Pollution Control Board norms
- Conducting regular checks by internal and external labs to ensure compliance with standards
- Using treated wastewater for gardening, floor washing, cooling towers, and boiler fly-ash sprinkling, thus implementing Zero Liquid Discharge
- Measuring borewell water withdrawal with installed meters

## Managing Waste

We prioritize minimal waste generation and robust waste management in our operations. Our raw materials are mainly seeds and processing elements, limiting hazardous waste sources. Waste production is low, mainly involving small amounts of Effluent Treatment Plant (ETP) sludge and packaging materials. All waste, including by-products, is sent to State Pollution Control Board (SPCB) approved recyclers, avoiding landfilling or incineration. ETP sludge is managed through authorized recyclers, and packaging materials are reused and recycled. E-waste is returned to sellers via a buyback policy. Although waste generation is minimal, we continuously seek to optimize processes and improve waste reduction efficiency, adhering to regulatory norms.

## Reviving our Biodiversity

Our business's use of non-timber forest products (NTFPs) highlights our commitment to biodiversity conservation. We assist rural and tribal communities in growing native trees such as Sal, Mowrah, Kokam, and Mango, providing economic benefits from seed collection and decreasing reliance on timber logging. Our Fair-Trade certification ensures ethical and sustainable practices. We run plantation programs with tribal women in India and Ghana, plant saplings around our offices, and promote environmental awareness. We implement sustainable sourcing, ensure regulatory compliance, and partner on reforestation projects in deforested areas, collaborating with local communities and environmental groups to restore ecosystems and preserve biodiversity.

## Fostering Employee

# WELL-BEING AND RESILIENCE

At MIL, our workforce is central to our success. We celebrate a vibrant community of professionals from diverse backgrounds, each bringing unique perspectives and skills to the table. Together, we fuel a culture of collaboration and innovation, driven by our shared commitment to excellence. At every level, integrity and creativity guide our daily endeavors, while continuous learning ensures we stay ahead in our industry.

We prioritize DEI as core values in our mission to tackle global challenges in the food and agriculture sector. Throughout our operations and supply chains, we actively promote equality, create opportunities for individuals with disabilities, and advocate for underrepresented groups. We embrace the diverse cultural, religious, and ability backgrounds of our employees. Our commitment to DEI also extends to ensuring equal pay for women across all employee categories and locations.

### Permanent Employees



Male

**383**



Female

**28**

### Contractual Workers



Male

**120**



Female

**0**

We prioritize recognizing and appreciating the contribution of our employees, providing ample opportunities for growth and career development within a supportive work culture. By empowering our workforce and promoting a healthy work-life balance, we aim to foster strong social connections and effective team building. Aligning personal values with organizational goals ensures that our employees are motivated and committed to continuous improvement, adapting to challenges, and contributing to MIL's sustained success.



We are accredited with the **'Great Place to Work<sup>®</sup>, India'** certification, recognizing our commitment to employee well-being



## Ensuring Employee Safety and Well-Being

Our commitment to prioritizing employee well-being involves a comprehensive approach that includes physical and mental health, work-life balance, career development, diversity and inclusion, recognition, community engagement, transparent communication, and robust benefits. This commitment fosters a supportive and empowering workplace culture where every team member can thrive personally and professionally, contributing to their utmost potential and overall happiness.

- ♥ Comprehensive safety programs and policies ensure safe working environments and product integrity
- ♥ TUV SUD led ISO 45001:2018 Integrated Management System for a safe and healthy workplace
- ♥ Standard operating procedures (SOP) for reporting near-miss incidents and escalation methodology
- ♥ Formation of a safety committee with broad operational participation
- ♥ Annual medical check-ups and regular health reviews for all employees
- ♥ Provision of health insurance and access to non-occupational medical services
- ♥ Ongoing training programs on health, safety, and environmental practices
- ♥ Training on work permits, personal protective equipment (PPE), fire safety, and emergency response
- ♥ Hazard identification & risk assessment (HIRA) training for managing hazardous work
- ♥ Daily briefings and basic training by the Chief Security Officer (CSO) and quarterly sessions by head office experts from the Security Agency



## Incorporating Human Rights Considerations

In our commitment to human rights, MIL integrates respect for people as a core aspect of our culture, particularly as we transition to plant-based ingredients. We prioritize providing secure, dignified employment to reduce disparities and cultivate a culture of respect. Aligned with the UN Global Compact, our practices uphold human rights, labor standards, and combat forced labor, child labor, harassment, and discrimination. Certifications like Fair Trade, SEDEX, UN GLOBAL COMPACT AND ECOVADIS SUSTAINABILITY ASSESSMENT, and Fair for Life underscore our dedication. Our proactive Human Resource Department swiftly addresses grievances, supported by committees like POSH, Safety, and Workers to ensure a harmonious workplace. Upholding human rights within our workforce is crucial for fostering a fair, inclusive, and ethical environment.



## Building Brighter **FUTURES FOR THE SOCIETY**

We have shaped our business strategies and values to align with our belief that our success is intertwined with society's well-being. Our policies are designed to benefit our ecosystem collectively. Through active engagement in various social campaigns and initiatives, we strive to contribute significantly to a sustainable, inclusive future.

Recognizing the importance of local communities, we operate as responsible neighbors, supporting them economically, socially, and environmentally. Our guiding principle, 'We exist because society exists,' drives us to fulfil our core responsibility of nurturing communities for sustainable growth. Caring for the communities around our production plants is central to our ethos. We strive to create lasting initiatives that harness our expertise for the broader benefit of society.

Our CSR initiatives extend across multiple districts in Chhattisgarh, including Raipur, Mahasamund, Bastar, and others, encompassing diverse populations and geographical areas. Additionally, we undertake CSR activities in Odisha, Maharashtra, Delhi, and other parts of India.

Corporate Social Responsibility (CSR)

Spend - 2023-24

**Rs. 6.9 million**



**In 2023-24, our CSR Initiatives focused on improving the overall health, hygiene, and well-being of the individuals in society.**



### **Empowering Women in Tribal Areas**

Our approach prioritizes uplifting tribal populations across forest collection areas, particularly focusing on empowering women, who are crucial to household sustenance and family nurturing. By providing essential infrastructure and support in regions where raw material collection is conducted, we enhance their socio-economic well-being.

### **Engagement with Self-Help Groups (SHGs)**

Regular meetings with SHGs help us understand and address the socio-economic challenges faced by women in tribal communities. We offer tailored training programs to enhance skills and expand economic opportunities, alongside ensuring access to crucial healthcare and educational resources for their families.

### **Fair Trade Practices**

We procure raw materials directly from tribal collectors, ensuring they receive equitable compensation. Offering premium prices for seeds and other raw materials sourced directly from them fosters transparent and mutually beneficial transactions that uphold integrity and sustainability.



## Cleanliness Drive

In a bid to promote health awareness and cleanliness practices, we organized a cleanliness drive in tribal village areas of Keshkal Block, Kondagaon District, Chhattisgarh. This initiative involved 120 village residents in cleaning the village panchayat building, health center, temples, and surrounding areas. The program aimed to instill long-term habits of cleanliness, enhance community health outcomes, and foster environmental hygiene. Active community participation, comprehensive documentation, and continuous communication helped sustain cleanliness efforts, significantly improving local standards and health consciousness.



## Hari Bhari Vasundhara

To promote education, skills, and environmental awareness, a drawing competition was organized among government schools in tribal areas. Engaging 80 students, the competition encouraged creative depictions of environmental themes, fostering awareness and advocacy for sustainable practices. Continuous environmental education programs and partnerships with local communities ensure enduring ecological consciousness and responsible behavior.

Participated in the competition

**80 students**





## Drinking Water Facility for Tribal Hostel in Odisha

Access to clean drinking water is a fundamental human need, essential for health, education, and overall well-being. Recognizing the critical importance of this resource, we provided a drinking water facility to Ramakrishna Mission Ashrama in Odisha, benefiting approximately 700 tribal children. This initiative fostered a supportive learning environment and aligned with our commitment to empowering future generations through creative expression.

Benefitted with Clean Drinking Water

**~700 Tribal Children**

## Saksham Bhavisyas - Empowering Anganwadi Children

As part of our Saksham Bhavisyas program, we are committed to empowering Anganwadi children in Birkoni, Mahasamund. During the year, we visited the Anganwadi Centre and distributed study materials and essential kits to support their education and daily needs. The joy and excitement on the children's faces as they received books, notebooks, pencils, and hygiene kits reaffirmed our dedication to their future. By investing in their education and welfare, we are fostering a brighter, more promising future for the children of Birkoni.



## ASHA - Enhancing Women's Menstrual Health

Menstrual hygiene is a vital aspect of women's health, especially in rural areas where access to sanitary products is limited. Poor menstrual hygiene can lead to serious health issues and often results in girls missing school and women being unable to participate fully in daily activities.

In our ongoing commitment to enhancing community health and well-being, we have supported the public health center (PHC) in Birkoni, Mahasamund, Chhattisgarh with a sanitary napkin vending machine. This initiative addresses a critical aspect of women's health and hygiene, particularly in rural areas where access to sanitary products is limited. By providing this sanitary napkin vending machine, we aim to ensure that women and girls in Birkoni have reliable access to essential hygiene products. This is crucial for promoting menstrual health, reducing school absenteeism, and empowering women to fully engage in daily activities without health concerns. This initiative not only improves individual health outcomes but also fosters a sense of dignity and confidence among women and girls in the community. The project was made possible through the collaborative efforts of our dedicated team and the supportive partnership with local health authorities. Building on the success of this initiative, we plan to expand our efforts to promote menstrual hygiene in more regions. Our goal is to install additional vending machines in underserved areas and to complement these installations with educational programs that raise awareness about menstrual health.





## Supporting Advanced Medical Equipment for the Underprivileged



### Supported Vedanta Medical Research Foundation, Raipur for bone densitometer and a cystoscope machine

We have supported the Vedanta Medical Research Foundation in Raipur by contributing a bone densitometer and a cystoscope machine. This significant donation reflects our dedication to improving healthcare for the underprivileged by ensuring they have access to state-of-the-art medical diagnostic tools. The bone densitometer will aid in diagnosing and managing bone health conditions, while the cystoscope machine will facilitate the early detection and treatment of urinary tract issues. Through this support, we aim to enhance the quality of medical care available to those in need, fostering better health outcomes and promoting overall well-being in underserved communities.



### Supporting Ganeshi Devi Foundation for providing Ventilator Machine

In our commitment to advancing healthcare, we partnered with the Ganeshi Devi Foundation to

provide a Philips Trilogy-100 ventilator machine to a health center in Delhi. This essential equipment will greatly improve respiratory care and treatment for the underprivileged community. This initiative highlights our commitment to expanding healthcare access and ensuring that vulnerable individuals receive the necessary medical support.



## Impact created

We employ a comprehensive framework to assess our impact on community growth, emphasizing key indicators through surveys, interviews, and focus groups. Regular engagement with SHGs and village leaders ensures the effectiveness of initiatives aimed at enhancing the well-being of local communities. This proactive approach allows for informed decision-making and targeted interventions, sustaining positive community development outcomes.

Our initiatives have significantly empowered women and tribal communities. By providing access to education and skills training tailored to their needs, we have enhanced economic opportunities and social standing for women in tribal areas. Fair trade practices ensure tribal collectors receive fair compensation, supporting sustainable livelihoods and fostering community pride and resilience.

These efforts have transformed women into key contributors to their households and strengthened the socio-economic fabric of tribal communities, paving the way for sustainable development and inclusive growth.

## Upholding Excellence

**IN GOVERNANCE**

Since our inception, we have remained committed to ethical conduct, believing it essential for sustainable success. Central to our philosophy is the conviction that strong corporate governance enhances the value we offer stakeholders. Our approach includes adhering to best practices, strict legal compliance, transparency, and upholding high business ethics standards. We recognize our responsibilities to the community, environment, employees, partners, and society, driving us to pursue a comprehensive and ethical approach in all our endeavors.

**Visionary Leadership of the Board**

Our governance at MIL is bolstered by a diverse Board of Directors, distinguished by a wealth of knowledge and expertise. Comprising Executive, Non-Executive, and Independent Directors, our Board brings extensive proficiency in the production of fats, butter, chocolate, and confectionery. Their expertise in corporate governance, ethical standards, and risk management strengthens our integrity and resilience. With adept oversight of intricate supply chains, strong leadership in major enterprises, and a solid financial background, the Board plays a pivotal role in our prosperity, guiding us with precision and acumen.

**Mrs. Vinita Ashish Saraf****Chairperson and Non-Executive  
Non-Independent Director\*****Year of Appointment: 2006****Dr. Gautam Kumar Pal****Managing Director****Year of Appointment: 2018****Mr. Shrey Ashish Saraf****Whole Time Director****Year of Appointment: 2019**

\* The Board of Directors in their board meeting dated 30 July, 2024 approved the resolution subject to members approval to re-designate Mrs. Vinita Ashish Saraf as Chairperson and Executive Director of the Company with effect from 30 July, 2024.



**CA Ashok Jain**

**Whole Time Director & Chief  
Financial Officer**

**Year of Appointment: 2022**



**Mr. Jose V. Joseph**

**Independent Director**

**Year of Appointment: 2019**



**Mr. Nipun Sumanlal Mehta**

**Independent Director**

**Year of Appointment: 2021**



**Mr. Mudit Kumar Singh**

**Independent Director**

**Year of Appointment: 2021**



**Mr. Ashish Bakliwal**

**Independent Director**

**Year of Appointment: 2018**



**Ms. Veni Mocherla**

**Independent Director**

**Year of Appointment: 2021**

## Management Minds Behind Our Mission



**Mr. Ashish Saraf**  
President



**Dr. Krishnadath Bhaggan**  
VP - R&D Product Development



**CS Deepak Sharma**  
Company Secretary &  
Compliance Officer



**Mr. Sandeep Agrawal**  
Chief Operations Officer



**Mr. Deep Saraf**  
VP - Business Development



**Mr. Appel Sten**  
VP - New & Existing Projects



**Mr. Raj Shekhar**  
VP - Technical



**Mr. Chandan Gupta**  
VP - Sales



**Ms. Ekta Soni**  
Associate Vice President - IR



**Mr. Yogendra Puri Goswami**

VP - Sales



**Mr. Pankaj Gupta**

VP - Operations



**Mr. Dmitry Zimmermann**

Manager - International Sales &  
Business Development



**Mr. Mansoor Ali**

Associate Vice President - HR



**Ms. Nisha Sharma**

Manager - International Sales &  
Business Development



# Celebrating Excellence AND ACHIEVEMENT



## Globoil Awards 2023

We were honored to receive an award for 'Generating sustainable wealth through exports of value-added products from tree-origin oils, thereby creating employment for millions of tribals in India' at the GLOBOIL INDIA 2023 Awards Ceremony & Conference held in Mumbai on 29 September, 2023.



## SEA Awards 2023

At a ceremony featuring industry stalwarts, Ashish Saraf and Shrey Saraf of Manorama Industries Limited received three awards recognizing our exceptional performance. We were honored as the 'Highest Processor of Minor Oil Seeds' and the 'Highest Exporters of Tree Borne Oils and Mango Kernel Oil (Fats) from India' for the 19th consecutive year. The awards were presented by Shri Sanjeev Chopra, Secretary, Food and Public Distribution; Mr. Nadir Godrej, Chairman & MD, Godrej Industries Limited; and Dr. Musdhalifah Machmud, Cabinet Minister for Food and Agribusiness, Economic Affairs, Republic of Indonesia. The event was organized by the Solvent Extractors' Association of India in Mumbai on 28 September, 2023.

MANORAMA INDUSTRIES LIMITED



### IOPEPC 2023

We were honored with the 'Highest Export' award by the Indian Oilseeds and Produce Export Promotion Council (IOPEPC), Ministry of Commerce, Government of India. Our Whole Time Director & CFO, Mr. Ashok Jain, and our Vice President, Mr. Yogendra Puri Goswami, received the award. The ceremony, held on 28 October, 2023 in Jaipur, featured Chief Guest IAS Mr. Rajesh Agrawal, Additional Secretary, Department of Commerce (Ministry of Commerce and Industry), Mr. Abhishek Dev IAS, Chairman APEDA, and other dignitaries. The event was attended by leading business leaders from India and around the globe.



### MSME Patron Award

We were honored with the prestigious MSME Patron Award for our significant contributions to industry advancement. The award was received by Mrs. Ekta Soni, Manager - IR & PR, on behalf of Mr. Ashish Saraf, President of Manorama Industries Limited. The ceremony, held on 1 March, 2024 at the esteemed Jio Convention Centre, BKC, Mumbai, featured distinguished guests including Mr. Shekhar Channel, Senior IAS State RTI Commissioner of Maharashtra, Dr. Pallavi Darade, IRS State Income Tax Commissioner, Dr. Uday Annapure, Vice-Chancellor of ICT Jalna Campus, and Shri Atul Chaturvedi, Chairman of Renuka Sugars.

# Management Discussion AND ANALYSIS

## Global Economy

The global GDP growth, estimated at 3.2% in 2023, is projected to continue at the same pace through 2024 and 2025. This projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8%, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth.

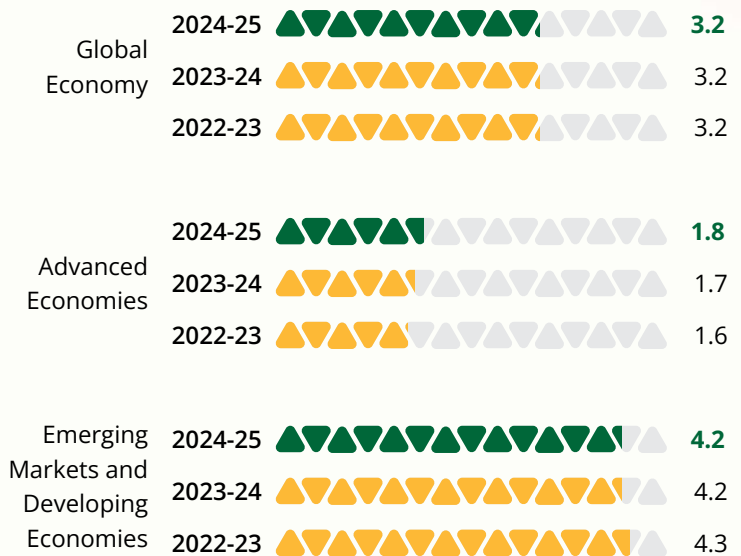
For advanced economies, the real GDP growth is estimated to rise slightly from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025. In emerging markets and developing economies, growth is expected to be stable at 4.2% in 2024 and 2025. This stability is due to moderation in emerging and developing Asia being offset by rising growth for economies in the Middle East, Central Asia, and sub-Saharan Africa. Low-income developing countries are expected to experience gradually increasing growth, from 4.0% in 2023 to 4.7% in 2024 and 5.2% in 2025, as some constraints on near-term growth ease.

Global headline inflation is anticipated to fall from an annual average of 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025. However, many countries are witnessing elevated price pressures, and any further escalation of geopolitical conflicts could pose risks to renewed increases in inflation. Uncertainty remains regarding the extent of the slowdown in the US, and the situations in Europe and China could potentially worsen. However, downside growth risks have somewhat moderated, and forecasts predict improved growth conditions by the end of the year.

In 2023, major central banks raised policy interest rates to restrictive levels to curb inflation. This has resulted in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. However, with inflationary pressures easing gradually, market expectations of a decline in future policy rates have given rise to reduced longer-term interest rates and rising equity markets.

## World Economic Outlook Growth Projections

### Growth Projections (%)



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024#:~:text=Global%20recovery%20is%20steady%20but,same%20pace%20as%20in%202023.>)

## Indian Economy

In 2023-24, India's economy demonstrated remarkable resilience, outperforming expectations with a GDP growth of 8.2%, surpassing the forecasted 7.8%. This impressive growth is primarily driven by the government's emphasis on capital investments and strong momentum in manufacturing activities. To further bolster this momentum, the Interim Union Budget for 2024-25 cemented the focus on infrastructure development, allocating Rs. 11.11 lacs Cr. or 3.4% of GDP for capital expenditure. This is an 11.11% increase over the previous year's estimates, aiming to stimulate private investments across various sectors.

(Source: <https://www.cnbcvt18.com/economy/india-gdp-grows-at-an-eye-popping-8-2-percent-but-the-economy-below-its-trend-growth-pace-19422190.htm>)

With robust urban consumption and rural demand picking up momentum, consumption is anticipated to be a key driver of economic growth from 2024 to 2025. The government has launched several key initiatives to boost the economy and promote self-reliance in India. This includes stimulus packages to support sectors facing economic challenges and the Aatmanirbhar Bharat campaign focusing on domestic manufacturing growth.

Headline inflation as of 31 March, 2024 moderated to 4.8% and food inflation remained at 8.6%, posing risks to the anchoring of inflation expectations. However, the robust growth momentum and GDP projections for 2024-25 provide policy flexibility to prioritize price stability.

Looking forward, India is poised to emerge as the world's third-largest economy by 2030. Drivers of future growth include robust domestic consumption, evident structural demand, enhanced health in both corporate and banking sectors, and factors such as a shift towards renewable energy, improved trade policies, heightened investments in infrastructure, and ongoing digitalization. With comprehensive strategic reforms, India is well-positioned for sustained economic advancement.

(Source: [https://www.ncaer.org/wp-content/uploads/2024/04/MER\\_April\\_2024.pdf](https://www.ncaer.org/wp-content/uploads/2024/04/MER_April_2024.pdf), <https://www.cnbcvt18.com/economy/india-gdp-grows-at-an-eye-popping-8-2-percent-but-the-economy-below-its-trend-growth-pace-19422190.htm>)



## Global Cocoa Butter Equivalent (CBE) Industry

The global CBE market is experiencing significant growth, with its value expected to rise from USD 1,189.43 million in 2023 to USD 2,030.04 million by 2032, at a CAGR of 6.12%. This growth trajectory is fueled by the increasing demand for chocolate and confectionery products, which, in turn, boosts the need for cocoa butter and its equivalents. The market expansion is also being driven by continuous innovation and the introduction of novel CBEs, opening new opportunities for development and diversification.

Furthermore, cocoa butter prices skyrocketed to a record USD 12,000 a ton in April 2024. This can be attributed to several factors including adverse weather conditions in West Africa, where most of the world's cocoa is produced, and geopolitical tensions that disrupt supply chains. Rising labor costs and sustainability concerns have further strained cocoa production. These challenges have contributed towards making CBEs a more attractive and cost-effective alternative for manufacturers.

Consumer preferences are also playing a crucial role in shaping the CBE market. As people seek indulgent treats, there is a rising demand for high-quality ingredients like cocoa butter and its alternatives. Ethical sourcing and sustainability have become essential factors for modern consumers, who increasingly seek products that are produced responsibly. Moreover, the market is responding to a growing demand for healthier alternatives to traditional cocoa butter, with CBEs that offer improved nutritional profiles, such as reduced saturated fats and allergen-free options. Aligning with consumer demands not only drives market growth but also promotes the creation of products that positively impact health and well-being.

(Source: [https://straitresearch.com/report/cocoa-butter-equivalent-cbe-market#:~:text=Market%20Overview,period%20\(2024%E2%80%932032\)](https://straitresearch.com/report/cocoa-butter-equivalent-cbe-market#:~:text=Market%20Overview,period%20(2024%E2%80%932032)),

<https://indianexpress.com/article/explained/explained-global-chocolate-prices-cocoa-beans-9301190/>)



## Global Specialty Fats and Butters Market

The specialty fats and oils market, valued at USD 13,713.1 million in 2024, is poised for significant growth in the coming years, with a projected CAGR of 7.38% from 2024 to 2029. This growth is driven by several key factors, including the rising demand for CBEs among food manufacturers and the increasing application of specialty fats and oils in the food industry.

Food manufacturers are increasingly turning to CBEs as a cost-effective substitute for cocoa butter, which is a costly ingredient. CBEs provide chemical and physical properties similar to cocoa butter, thereby helping improve fat stability and composition in end products. This trend is particularly prevalent in the confectionery industry, where the growing consumption of chocolate and other confectionery items has fueled the demand for CBEs. Additionally, growing health consciousness among consumers and their preference for natural, premium ingredients are further contributing to the market's expansion.

North America currently dominates the market, fueled by the region's high disposable incomes and substantial consumption of processed foods. The market is also witnessing increased activity from key players, who are focusing on expansion, acquisitions, and new product launches to strengthen their market positions.

(Source: <https://www.mordorintelligence.com/industry-reports/specialty-fats-oils-market>)



## Global Chocolate Industry Overview

The global chocolate market is witnessing steady growth. It is poised to reach USD 196.43 billion in 2032 from USD 133.32 billion in 2023, at a CAGR of 4.4%<sup>1</sup>. Milk and white chocolate dominated with a 63.99%<sup>2</sup> share by value in 2023, driven by innovative flavors, while dark chocolate emerges as the fastest-growing segment due to health-conscious consumer preferences. Europe leads in the region, propelled by artisanal preferences and organic ingredients, with the Middle East showing the fastest-growing regional demand owing to its expatriate population.<sup>2</sup>

The chocolate market's growth trajectory is quite fascinating, driven by a mix of consumer preferences and broader market trends. The shift towards healthier options like sugar-free, gluten-free, and organic chocolates reflects a significant change in consumer consciousness about health and sustainability. As people become more aware of the impact of their choices on their personal health and the environment, they are becoming increasingly selective in their consumption practices.

The seasonal demand spikes around holidays like Christmas and Easter also showcase the deep cultural and emotional connections people have with chocolate. This makes it a versatile product that resonates across different occasions.

The expansion of chocolate into various sectors like beverages and baking demonstrates its versatility and adaptability in the culinary world. The premiumization trend driven by rising disposable incomes indicates that consumers are increasingly willing to invest in higher-quality chocolate experiences.



## Global HoReCa Market Overview

The global Hotels, Restaurants, and Cafes (HoReCa) market is poised for substantial growth, at a projected CAGR of 6.6% from 2022 to 2030, reaching a market size of USD 5,653.7 billion. The expanding tourism industry, particularly in regions like the Asia Pacific, is a key driver. Increased international and domestic travel is leading to higher demand for hotels, restaurants, and other HoReCa services. Additionally, the increasing desire for healthier dining and lodging options is fueling growth, as consumers become more health-conscious, and businesses adapt their offerings.

The market is segmented by service type, with hotels, restaurants, and cafes and pubs all expected to experience significant expansion. The hotels segment is projected to grow from USD 546.1 billion in 2021 to USD 893.9 billion by 2030, while the restaurants segment is expected to expand from USD 2,166.4 billion to USD 3,769.1 billion. The cafes and pubs segment is also anticipated to see robust growth, increasing from USD 523.5 billion to USD 990.7 billion.

The market is further divided into single outlet and HoReCa chain categories. The single outlet segment is projected to grow from USD 1,724.5 billion in 2021 to USD 2,818.5 billion by 2030, driven by the surging demand for ready-to-eat and junk food from millennials. The HoReCa chain segment is expected to expand from USD 1,511.5 billion to USD 2,835.2 billion, benefiting from government initiatives and investments in tourism and hospitality infrastructure.

Technological integration is also a key driver, as the adoption of mobile apps, AI, and online ordering transforms the industry, boosting operational efficiency and improving customer experiences. The rising demand for convenient dining options and food services is also fueling market expansion, as customers seek hassle-free experiences.

The HoReCa market's growth is further propelled by increased disposable income, rapid urbanization, and the expanding middle-class population, especially in developing regions. These factors, combined with the demand for sustainability and responsive behavior, are expected to shape the industry's trajectory over the forecast period.

(Source: *Global HoReCa Market Research Report Forecast to 2030, Market Research Future (MRF)*),

<https://www.maximizemarketresearch.com/market-report/horeca-market/221480/>



## Global Confectionery Industry Overview

The sugar and confectionery products market has experienced robust growth in recent years, with its size increasing from USD 353.62 billion in 2023 to USD 371.74 billion in 2024, at a CAGR of 5.1%. This market is anticipated to continue growing steadily, reaching USD 440.72 billion by 2028 with a projected CAGR of 4.3% over the forecast period.

Industrialization has fueled demand in the sugar and confectionery products market by enabling cost-efficient large-scale production, enhancing product accessibility, and diversifying offerings. Additionally, it has improved distribution networks, facilitated market penetration, and ensured scalability to meet varying consumer demands. The expansion of sugar production globally, coupled with effective marketing and branding strategies, has further contributed to market growth. Additionally, seasonal traditions and gifting practices play a significant role in boosting sales, especially during holidays and special occasions.

Looking ahead, the market is expected to continue its steady growth trajectory. Some factors likely to influence this growth include shifting consumer preferences towards healthier options and a demand for clean labels and natural ingredients. There is also a notable focus on sustainability and ethical sourcing, driven by heightened awareness among consumers. The increasing role of digital marketing and e-commerce is reshaping how

products are promoted and sold, providing companies with new avenues to reach customers directly and expand their market reach beyond physical stores.

Major trends forecasted for the sugar and confectionery products industry include the rise of 'healthier indulgence' options, such as reduced-sugar or sugar-free alternatives. Plant-based and natural confectionery products are gaining popularity, catering to vegan and environment-conscious consumers. Moreover, there is a growing interest in artisanal and craft confectionery, highlighting consumer preferences for unique, high-quality offerings. Premiumization of chocolates and sweets is also on the rise, with consumers willing to pay more for gourmet experiences.

Furthermore, the growth of e-commerce presents significant opportunities for sugar and confectionery companies. Direct-to-consumer online platforms allow for personalized marketing and sales, enhancing customer engagement and market penetration. Overall, the sugar and confectionery products market is poised for continued growth and innovation, driven by evolving consumer preferences and technological advancements reshaping the industry landscape.

(Source: <https://www.researchandmarkets.com/reports/5781418/sugar-confectionery-products-global-market-report>)



## Global Cosmetics Industry Overview

In 2023, the global cosmetics market reached a valuation of around USD 374.18 billion. It is projected to expand at a CAGR of 9.8%, over the forecast period from 2024 to 2032, to reach approximately USD 758.05 billion by 2032.

The cosmetics market is experiencing growth driven by heightened societal emphasis on grooming and personal appearance. Factors such as new product launches, rapid urbanization concentrating populations in areas with greater exposure to beauty trends, and higher per capita and disposable incomes contribute to market expansion. Additionally, increased accessibility to cosmetic products and services also plays a significant role in this growth. Looking ahead, the market is anticipated to be stimulated by the increasing demand for natural and organic products, alongside attractive marketing strategies and innovative packaging.

Biotechnological advancements are empowering researchers in the cosmetics industry to discover non-toxic and safe ingredients. Growing concerns about sustainability and environmental impact further propel the shift towards plant-based ingredients over synthetic chemicals.

Within the cosmetics market, the skincare segment is set to dominate, driven by increased consumer awareness about skin health and the importance of a simple yet effective skincare routine. Products like serums, sunscreen lotions, and face oils are in high demand. Additionally, there is a notable surge in interest in plant-based and natural skincare solutions, which are perceived as safe with minimal side effects. This trend is prompting industry players to innovate with new plant-based offerings. With the expansion of e-commerce into both urban and rural areas, and the growing consumer preference for the convenience and ease of online shopping, sales of cosmetics through digital channels have experienced substantial growth.

(Source: <https://www.fortunebusinessinsights.com/cosmetics-market-102614>,  
<https://www.expertmarketresearch.com/reports/cosmetics-market>)



## Indian Chocolate Market Overview

The market size of the chocolate industry in India is projected to grow significantly over the forecast period. It is estimated to reach USD 2.31 billion in 2024 and increase to USD 3.58 billion by 2030, reflecting a robust CAGR of 7.58%. This growth trajectory emphasizes on the expanding consumer base and evolving preferences within the Indian chocolate market.

The upward trend in market value can be attributed to several factors driving the demand. Rising disposable incomes and evolving lifestyles are driving a growing preference for indulgent and premium confectionery products, such as chocolates. Additionally, heightened exposure to global brands and culinary trends through media and international travel is influencing consumer tastes, leading to an increased appetite for diverse chocolate offerings.

The forecasted growth is also propelled by strategic initiatives within the industry, including innovative product launches, aggressive marketing campaigns, and expanding distribution networks. Manufacturers are catering to evolving consumer demands by introducing new flavors, formats, and packaging options to capture a wider market share and enhance brand appeal.

Furthermore, the rising awareness of health and wellness among Indian consumers is shaping the chocolate market landscape. There is a growing preference for healthier variants such as sugar-free, organic, and dark chocolates, driven by concerns about dietary choices and ingredient transparency.

Looking ahead, the chocolate market in India is poised for continued expansion, driven by a combination of economic factors, shifting consumer preferences, and dynamic industry strategies. The projected growth rate underscores the significant opportunities for both domestic and international players to capitalize on the evolving chocolate market in India.

(Source: <https://www.mordorintelligence.com/industry-reports/india-chocolate-market>)







## Indian Specialty Fats and Butter Market

The Indian specialty fats and Butter market is poised for substantial growth in the coming years, with projections indicating a robust CAGR of 5.1% from 2024 to 2029. This growth is driven by shifting consumer preferences towards healthier alternatives, as Indians increasingly seek specialty fats and oils with reduced saturated and trans fats and added nutritional benefits like omega-3 fatty acids. This trend is particularly pronounced in response to rising health consciousness among consumers. At the same time, the rapid growth of India's food processing and bakery industry is significantly contributing to market expansion. Specialty fats and oils play a crucial role in enhancing the quality, texture, and taste of a wide array of products including baked goods, confectionery, and processed foods, thereby fueling demand within these sectors.

Additionally, the market's growth is bolstered by increasing utilization of specialty fats and oils in the personal care and cosmetics industry, where these ingredients are valued for their moisturizing and emollient properties. Despite these opportunities, challenges such as health-related concerns associated with certain fats, volatility in raw material prices, and regulatory compliance issues remain pertinent for manufacturers. Nevertheless, the Indian specialty fats and oils market remains dynamic and presents significant opportunities for manufacturers who can adapt to evolving consumer preferences and effectively navigate these challenges to capitalize on the expanding market landscape.

(Source: <https://www.techsciresearch.com/report/india-specialty-fats-and-oils-market/2848.html>)



## Indian HoReCa Market Overview

The Indian HoReCa market is rapidly growing. It contributes over USD 78 billion annually to the country's economy, accounting for more than 7% of its GDP and is projected to reach USD 450 billion by 2030.

The HoReCa market is segmented into hotels, restaurants, cafes, and pubs. Restaurants are the largest segment, valued at USD 138.6 billion in 2020 and projected to record a CAGR of 7.6% through 2030. Cafes and pubs are the second-largest segment, valued at USD 37.7 billion and expected to witness a CAGR of 8.5%. The market is further categorized into single outlets and HoReCa chains, with the latter segment projecting a CAGR of 9.5%.

Tourism is a major growth driver, with the number of foreign tourist arrivals expected to reach 30.5 million by 2028. Government initiatives like free visas are boosting tourism, driving the demand for hospitality services. Changing consumer preferences, particularly among the youth, towards international cuisines and increased dining out have also fueled growth. Innovations such as cloud kitchens, quick service restaurants, and AI-powered food vending machines are enhancing efficiency and expanding service offerings. The market for cloud kitchens in India is expected to reach USD 2 billion by 2024, while quick-service restaurants may become the top preference among Indian consumers in the future.

As the industry expands, the demand for quality ingredients and sustainable products will surge. Suppliers will benefit from this growth, experiencing increased demand for their products.

(Source: <https://hospitality.economicstimes.indiatimes.com/news/speaking-heads/the-immense-growth-potential-of-the-indian-horeca-industry/95418714>,

<https://www.tecnovaglobal.com/blog/f-b-trends-shape-indias-horeca-industry>,

*Global HoReCa Market Research Report Forecast to 2030, Market Research Future (MRFR)*)





## Indian Confectionery Market Overview

The Indian confectionery market is experiencing significant growth, driven by several key trends and factors shaping consumer preferences and market dynamics. One primary factor amplifying the market demand is the emerging trend of gifting confectionery products during festivals, birthdays, anniversaries, and social gatherings.

Urbanization and improving living standards are also contributing to increased consumption of confectionery products, particularly imported chocolates, and candies, reflecting evolving consumer tastes and preferences. Furthermore, the rising health concerns related to cardiovascular diseases, obesity, and diabetes have led to a surge in the demand for sugar-free confectioneries. Consumers are increasingly seeking clean-label, cruelty-free, vegan, organic, and sustainably sourced confectionery options that are free from chemical additives and allergens, further driving market growth.

Innovations in ambient storage conditions and the introduction of antimicrobial packaging solutions are enhancing product shelf life and quality. This is further supporting the overall growth of the confectionery market in India.

Looking forward, these trends and advancements are expected to continue shaping the Indian confectionery market, fostering a positive outlook, and expanding opportunities for industry players to meet evolving consumer needs and preferences.

(Source: <https://www.imarcgroup.com/india-confectionery-market>)



## Indian Cosmetics Market

The Indian cosmetics market, valued at USD 8.1 billion in 2023, is projected to reach USD 18.4 billion by 2032, at a CAGR of 3.2% during the forecast period. This growth is fueled by evolving consumer preferences and notable trends that reflect a heightened awareness of health and environmental concerns.

One significant trend is the rising demand for organic and sustainable beauty products, highlighting consumers' increasing focus on health and eco-friendliness. Digitalization has further revolutionized the market by expanding online beauty retail, making a diverse range of products more accessible to a broader audience.

Post-COVID lifestyle changes have led consumers to seek holistic beauty solutions, resulting in a shift in product preferences. There is a growing emphasis on skin and skincare products, spurred by heightened consumer awareness of skincare needs. Concerns about pollution and UV radiation have significantly increased the demand for protective and nourishing skincare solutions. Consequently, products featuring natural and organic ingredients, anti-pollution formulations, and UV protection are becoming increasingly popular in the Indian cosmetics market.

(Source: <https://www.custommarketinsights.com/press-releases/indian-cosmetic-market/#:-:text=Indian%20Cosmetic%20Market%20size%20was,the%20forecast%20period%202023%20%E2%80%93%202032.&text=Cosmetics%20are%20constituted%20mixtures%20of,either%20natural%20sources%20or%20synthetically.>)



## Company Overview

Manorama Industries Limited (referred to as 'The Company' or 'MIL') is a global pioneer in manufacturing and supplying CBE, specialty fats and butter from tree-borne and plant-based seeds to the luxury food, chocolate, confectionery, and cosmetic industries. MIL's key product portfolio includes CBE, Sal Butter, Sal Stearin, Shea Butter, Shea Stearin, Mango Butter, Mango Stearin, Mowrah Butter, Kokum Butter, and secondary streams like De-Oiled Cake. The Company is the largest supplier of cattle feed derived from exotic natural tree-borne seeds de-oiled cakes in India.

MIL has been accredited with more than multiple national and international awards from government and non-government entities, recognizing our commitment to excellence and innovation in the industry.

### Global Footprint

At MIL, we take great pride in our global recognition and industry-leading reputation. Russia, Latin America, Japan, and Europe, Egypt, Turkey, and UAE are our key growing export markets.

In India, we have a significant presence in Chhattisgarh, Odisha, Jharkhand, and Madhya Pradesh and other states for raw material procurement. Our operations extend to Raipur and Mahasamund and our registered office is located in Mumbai. We are also a market leader in Shea-based cocoa butter equivalents (CBE), butters, and fats. Additionally, we are recognized as the world's largest producer of Sal and Mango-based CBE, as well as exotic specialty fats and butters. A testament to our global reach is that a significant proportion of our revenue comes from export markets. For 2023-24, the number stood at 43% of total revenues, with the balance coming from the domestic market.

### Revenue Breakup for 2023-24

Domestic —————

**43%**

Exports —————

**57%**



## Manufacturing Capacity

Our integrated state-of-the-art manufacturing plant is located in Birkoni, near Raipur, Chhattisgarh. This strategic location in the heart of India's forest region provides us with a distinct sourcing advantage. The R&D Centre of Manorama is certified by the Department of Scientific and Industrial Research (DSIR), Government of India. The plant is situated approximately 550 kilometers from the Visakhapatnam Port, ensuring efficient connectivity for logistics and transport for shea nuts import.

In April 2024, we achieved a major milestone with the launch of our new fractionation facility with a capacity of 25,000 MTPA, the commercial production of which started from 1 July, 2024 onwards. This expansion has increased our total fractionation capacity to 40,000 TPA, empowering us to cater to the escalating demand for CBE and Exotic Specialty Fats and Butters from our valued clients worldwide, particularly in the confectionery, chocolates, and cosmetics sectors. This is in addition to the commissioning of our refinery plant and other associated facilities earlier this year. Our combined capacity is poised to drive substantial growth in both revenue and profitability, accompanied by enhanced production efficiency. This strategic initiative will enhance our production capabilities, allowing us to address the growing demand from both existing and new clients more effectively and further solidify our position in the industry.

## Total Capacity Post Expansion:

Seed Milling (Expeller) \_\_\_\_\_

**90,000**

Solvent Extraction Plant \_\_\_\_\_

**90,000**

Refinery \_\_\_\_\_

**45,000**

Interesterification \_\_\_\_\_

**30,000**

Deodorization \_\_\_\_\_

**25,000**

Fractionation \_\_\_\_\_

**40,000**

Blending Station and Packing\* \_\_\_\_\_

**30,000**

\* Expansion work in progress



## Opportunities

### Diverse Agro-climatic Conditions

India's diverse agro-climatic conditions provide a wide-ranging and large raw material base, offering opportunities for value addition and growth.

### Rising Demand and Export Potential

Increasing domestic demand for processed foods, coupled with the potential to expand exports of processed foods, presents significant growth opportunities.

### Technological Advancements

The technological revolution in sustainable processing has led to the introduction of new products with longer shelf lives, making the food industry more competitive and attractive for investment.

### Elevated Spending Power and Luxury

With higher disposable incomes, consumers exhibit a greater propensity to invest in premium products. This trend encourages expanding the range of high-end offerings or introducing exclusive product variants tailored to satisfy consumer desires for luxury indulgence.

### Growing Market

The cosmetic industry in India is witnessing growth due to changing consumer preferences, increased purchasing power, and rising awareness about wellness and health. This in turn is creating opportunities for new product categories and brands.

### Government Initiatives

Government policies like the Make in India initiative support the growth of the cosmetic industry by promoting ease of doing business and creating a conducive environment for investment in the sector.

### Export Potential

India's geographical proximity to food importing regions and the availability of high-quality raw materials make it a potential sourcing hub for chocolate and confectionery industry, processed foods, and cosmetics, offering opportunities for export growth.

### Rise of Ethical Beauty Products

In the beauty and cosmetics industry, there is an increasing demand for products that not only uphold high standards of quality but are also ethically manufactured. Introducing beauty lines that are cruelty-free, environmentally sustainable, and crafted from sustainable materials addresses the growing consumer preference for responsible consumption.

## Financial Overview

Revenues for 2023-24 stood at Rs. 4,570.8 million, registering a growth of 30.3% year on year (YoY) as compared to Rs. 3,508.0 million last year. We reported a very strong absolute EBITDA growth of 30.2%, which stood at Rs. 735.2 million in 2023-24 as compared to Rs. 564.5 million in the last year. PAT for the year grew by 34.7% to Rs. 401.1 million as compared to Rs. 297.8 million same last year, while PAT Margins for 2023-24 stood at 8.8%.

The Board has recommended a final dividend of Rs. 0.40 per equity share (20% of face value) on the paid-up equity capital for the year 2023-24, subject to the approval of shareholders.

### Details of significant changes in key financial ratios, along-with detailed explanations:

Particulars	Numerator	Denominator	As of 31 March, 2024	As of 31 March, 2023	% Variance	Explanation where changes are more than 25%
<p><b>CURRENT RATIO</b> 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</p>	Current Assets	Current Liabilities	1.62	2.82	(42.41)	Due to increase in short term working capital for procurements of raw materials
<p><b>DEBT-EQUITY RATIO</b> The debt-to-equity ratio compares a Company's total debt to shareholder's equity. Both these numbers can be found in a company's balance sheet</p>	Total Debt	Total Shareholders' Equity	1.03	0.37	178.68	Due to increase in short term working capital for procurements of raw materials
<p><b>DEBT SERVICE COVERAGE RATIO</b> Debt service coverage ratio is used to analyze the firm's ability to pay-off current interest and instalments</p>	Net Profit After Taxes + Depreciation and Amortizations + Interest + Loss/ (Profit) on Sale of PPE etc.	Interest + Principal Repayments	2.44	3.46	(29.38)	Due to increase in rate of interest on short term working capital loan
<p><b>RETURN ON EQUITY RATIO</b> It measures the profitability of equity funds invested in the Company. The ratio reveals how profitability of the equity holder's funds has been utilized by the Company. It also measures the percentage return generated to equity-holders</p>	Net Profit After Taxes	Average Shareholders' Equity	12.63	11.69%	7.98	Due to efficient cost management, operational improvements & better utilization of our capital employed

Particulars	Numerator	Denominator	As of 31 March, 2024	As of 31 March, 2023	% Variance	Explanation where changes are more than 25%
<b>INVENTORY TURNOVER RATIO</b> This ratio is also known as stock turnover ratio, and it establishes the relationship between the cost of goods sold during the period or sales 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)	Due to increase in inventory levels for coming new capex
<b>TRADE RECEIVABLES TURNOVER RATIO</b> It measures the efficiency at which the Company is managing the receivables	Net Credit Sales	Average Trade Receivables	13.13	11.71	12.17	Due to more efficient collection process or a reduction in the average accounts receivable period
<b>TRADE PAYABLES TURNOVER RATIO</b> 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)	Due to extended payment terms with suppliers
<b>NET CAPITAL TURNOVER RATIO</b> It indicates a company's effectiveness in using its working capital	Net Sales	Working Capital	2.14	2.00	7.86	Due to effective use of working capital utilization
<b>NET PROFIT RATIO</b> It measures the relationship between net profit and sales of the business	Net Profit	Net Sales	8.77%	8.49%	3.38	Due to improvement in margin
<b>RETURN ON CAPITAL EMPLOYED</b> 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	Earnings Before Interest and Taxes	Tangible Net Worth + Total Debt + Deferred Tax Liabilities	10.62%	12.52%	(15.15)	-

## Risks and Concerns

### Environmental and Social Risks in Tribal Areas

MIL operates in tribal regions within the forests of central India and West Africa, exposing the Company to potential risks from adverse developments in these areas. Such risks could disrupt the supply chain, damage infrastructure, and harm the Company's reputation. To mitigate these risks, MIL adheres strictly to local laws, engages regularly with tribal communities, ensures transparency in our supply chain, evaluates our environmental impact, and initiates community development projects.

### Regulatory and Compliance Risks

Operating in a highly regulated industry, MIL must comply with various local, regional, and international regulations. Compliance with product quality standards, labelling requirements, safety regulations, and environmental standards is critical to avoid penalties, product recalls, and damage to reputation. Changes in regulations or the introduction of new ones may necessitate costly adjustments to production processes or formulations. The Company diligently complies with all applicable laws and regulations to mitigate these risks.

### Shifts in Consumer Behavior

Changes in consumer preferences, economic downturns impacting disposable incomes, and other factors can lead to reduced demand for lifestyle-specific products like high-end chocolates and cosmetics offered by MIL. To mitigate this risk, we have strategically diversified our geographic presence across multiple economies. Our goal is to minimize the impact of adverse changes in any single market on our overall business performance.

### Supply Chain Disruptions

MIL operates within a complex global supply chain that relies on multiple suppliers, transportation networks, and logistics providers. Disruptions such as natural disasters, political instability, labor strikes, or transportation issues can hinder our ability to procure raw materials, manufacture products, and deliver them to customers on time. We mitigate these risks by maintaining diversified sourcing options and cultivating strong relationships with

reliable suppliers. Continuous monitoring and proactive management of supply chain issues are integral parts of our risk mitigation strategy.

### Foreign Exchange (Forex) Risk

As an export-oriented Company, MIL is exposed to fluctuations in foreign exchange rates that can significantly impact financial performance. To manage this risk effectively, we have implemented a comprehensive risk management policy. This includes identifying and quantifying forex risks and utilizing advanced hedging techniques to mitigate exposure to currency fluctuations.

### Cybersecurity Risks

In an increasingly digital environment, MIL faces cybersecurity risks such as data breaches, hacking attempts, and malware attacks. A breach could compromise sensitive information, disrupt operations, damage reputation, and result in financial losses. To mitigate these risks, MIL employs robust cybersecurity measures including encryption, regular vulnerability assessments, employee training on cyber hygiene, and partnerships with cybersecurity experts to ensure data protection and system integrity.

### Competition and Market Saturation

The competitive landscape within the specialty fats and butter industry poses a risk of increased competition and market saturation for MIL. New entrants, technological advancements, and evolving consumer preferences may intensify competition, potentially impacting market share and pricing power. To mitigate this risk, MIL focuses on continuous innovation, differentiation through product quality and sustainability practices, strategic partnerships, and maintaining strong customer relationships to sustain market leadership and competitiveness.





## Internal Financial Control System

At MIL, we place significant emphasis on maintaining an effective internal financial control system, encompassing both business operations and financial reporting systems. To ensure its efficiency, management and internal auditors conduct regular audits. The internal control mechanisms are tailored to the size and complexity of the Company's operations, ensuring their appropriateness.

Integral to the internal control systems are the comprehensive documentation of policies, guidelines, and standard operating procedures (SOPs). These serve as vital components, contributing to the Company's robust internal control framework. We regularly conduct checks and audits, performed by our internal auditors, to identify any deviations from the established SOPs. In such instances, we promptly recommend remedial actions for resolution.

The Audit Committee takes proactive measures by initiating and adopting the recommendations put forth by the internal auditors. This ensures swift remedial action and strengthens the overall effectiveness of the internal control systems within the Company.

## HR/Industrial Relations

At MIL, we are highly committed to the well-being and advancement of our workforce. We empower employees to acquire new skill sets that meet evolving industry demands through rigorous training programs and embracing emerging technologies. Our proactive approach to talent acquisition focuses on attracting top industry professionals who are essential in navigating

today's rapidly changing socio-economic landscape. While continuous skill development enhances production levels, maintaining a skilled workforce overtime presents challenges.

To address this, MIL prioritizes fostering positive relationships with employees, offering equal growth opportunities, and implementing robust anti-sexual harassment policies, particularly aimed at supporting female employees. By cultivating a supportive work environment, we ensure the sustainability of our business and promote a culture that values and respects every individual. As of 31 March, 2024, the Company proudly employed a total of 411 dedicated workers who contribute significantly to our collective success.

## Cautionary Statement

Statements made in this Management Discussion and Analysis Report may contain certain forward-looking statements based on various assumptions about the Company's present and future business strategies and the environment in which we operate. Actual results may differ substantially or materially from those expressed or implied due to risks and uncertainties. These risks and uncertainties include the effects of economic and political conditions in India and abroad, volatility in interest rates and in the securities market, new regulations and Government policies that may impact the Company's businesses, and the ability to implement strategies. The information contained herein is as of the date referenced, and the Company does not undertake any obligation to update these statements. The Company has obtained all market data and other information from sources believed to be reliable or its internal estimates, although its accuracy or completeness cannot be guaranteed.

# DIRECTOR'S REPORT

Dear Members,

Your Board of Directors are pleased to present the 19<sup>th</sup> Annual Report of the Manorama Industries Limited ("the Company") on the business and operations together with Audited Financial Statements prepared in compliance with Ind AS Accounting Standards, for the Financial Year ended March 31, 2024 and other accompanying reports, notes and certificates.

## 1) STATE OF COMPANIES AFFAIRS AND BUSINESS OVERVIEW:

### a. Financial Performance:

The table below depicts the financial performance of your Company for the financial year ended March 31, 2024, as compared to the previous financial year:

Particulars	(Amount in Rs)	
	For the year ended 31-03-2024	For the year ended 31-03-2023
Total income	4,70,23,33,079	3,56,92,46,358
Total Expenditure	4,17,06,17,289	3,13,86,45,016
Profit / (Loss): before exceptional items & Tax	53,17,15,790	43,06,01,343
Less: Exceptional items	0	0
Profit / (Loss): before Tax	53,17,15,790	43,06,01,343
Less: Provision for Tax including Deferred tax	13,06,28,110	13,28,46,049
Profit / (Loss): after Tax	40,10,87,680	29,77,55,294
Earnings per equity share (Face Value of 2 )		
(a) Basic (in Rs.)	6.73	5.00
(b) Diluted (in Rs.)	6.72	4.99

Note: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

### b. Financial Highlights

The Company has reported total revenue of Rs. 4,70,23,33,079 for the current year as compared to Rs. 3,56,92,46,358 in the previous year. The earnings before tax for the year was Rs. 53,17,15,790 as compared to Rs. 43,06,01,343 for the previous year. The Profit after tax for the year under review amounted to Rs. 40,10,87,680 in the current year as compared to Rs. 29,77,55,294 in the previous year.

The Audited Financial Statements for the Financial Year ended March 31, 2024, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 (The 'Act') and other recognized accounting practices and policies to the extent applicable. Necessary disclosures with regard to Ind-AS reporting have been made under the Notes to Financial Statements. More details on the financial statements of the Company along with various financial ratios are available in the Management Discussion & Analysis Report ('MDAR') forming part of this Annual Report.

## 2) DIVIDEND & APPROPRIATIONS:

Your Board of Directors recommended the Final Dividend @ 20% [₹ 0.40 (Forty paisa only) per equity share of ₹ 2/- (Rupees Two only) each on 5,95,99,050 fully paid up Equity shares] for the year ended March 31, 2024 aggregating to Rs. 238.40 Lakhs payable to those shareholders whose name appear in the Register of Members on the Book Closure/Record Date.

The Board of Directors of the Company had approved the Dividend Distribution Policy in line with Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") taking into account the parameters prescribed in the said Regulations. The Policy is also available on the website of the Company at <https://manoramagroup.co.in/investors-policies>.

The proposed dividend payout for the financial year under review, if approved by the members of the Company, shall be in accordance with the applicable law and Company's Dividend Distribution Policy.

### 3) RESERVES:

Your Directors have made the following appropriations out of the standalone profits of the Company:

Particulars	Amount (in Rs.)
Balance as at the beginning of the year	1,30,58,53,706
Add: Net Profit for the year	40,10,87,680
Add/(Less): Total Comprehensive Income for the year	(2,29,974)
Add/(Less): Final Dividend paid	(2,38,39,620)
Net surplus in the statement of profit & loss	1,68,28,71,792

Other than the above mentioned amount, your Company has not transferred any amount to General Reserves for the year ended March 31, 2024.

### 4) NATURE OF BUSINESS:

During the year under review, there was no change in nature of the business of your Company.

### 5) MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

#### Changes after the end of financial year till the date of the reporting period:

- The Company has incorporated a Wholly Owned Subsidiary in UAE in the name of "Manorama Mena Trading LLC" on Monday, July 22, 2024 with an Investment of AED 100,000 (AED One Hundred Thousand only) (being 1000 Equity Shares of AED 100/- each) of which 100% Equity Shares is subscribed by your Company.
- The Company has incorporated a Wholly Owned Subsidiary in Federal Republic of Nigeria in the name of "Manorama Savanna Limited" on Thursday, July 25, 2024 with an Investment of Naira 10 Crore (Naira Ten Crore only) (being 10,00,00,000 Equity Shares of Naira 1/- each) of which 100% Equity Shares is subscribed by your Company.
- The Company is in process of Incorporation of Five (5) Wholly Owned Subsidiary Companies as mentioned below :-
  - Manorama Savanna Ghana Ltd, Ghana
  - Manorama Savanna Burkina Ltd, Bukina Faso
  - Manorama Benin Sarl, Benin
  - Manorama TOGO Sarl, Togo
  - Manorama Ivc Savanna Sarl, Ivory Coast

*\*The above names of the Wholly-owned Subsidiary Companies will be subject to approval by the Concerned Authority.*

Your Board of Directors accorded their consent for Incorporation of above Wholly Owned Subsidiary Companies of Manorama Industries Limited in their Board Meeting dated May 12, 2024.

- Your Board of Directors has accorded their consent for making strategic investment by way of subscription of Capital contribution of "**Manorama Rus LLC**" (a company incorporated under the laws of the Russian Federation, Primary State Registration Number:1247700448160) upto an amount of 20,000 rubles only (Rubles Twenty Thousand only) and the said investment is in accordance to Section 186 of the Companies Act, 2013 and other applicable laws and regulations.

- Change in Registered Office of the Company

Your Company has changed its registered address from **Office No. 403, 4th Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400059** to **Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra - 400 059**, effective August 01, 2024 vide approval of Board of Directors in their Board Meeting dated July 30, 2024.

### 6) SHARE CAPITAL STRUCTURE AND CHANGES THEREIN:

Particulars as on March 31, 2024	Amount (in Rs.)
<b>Authorised Capital</b>	
15,00,00,000 Equity Shares of Rs. 2/- each	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>
<b>Issued, Subscribed and Paid Up Share Capital</b>	
5,95,99,050 Equity Shares of Rs. 2/- each	11,91,98,100
<b>Total</b>	<b>11,91,98,100</b>

The Board of Directors of the Company at their meeting held on January 15, 2024 approved sub-division of existing Equity Shares of the Company in the ratio of 1:5 and the same was also approved by the members through postal ballot on February 14, 2024. Every 1 (one) equity share of the Company having face value of Rs. 10/- each (Rupees Ten only) has been sub-divided into 5 (five) equity shares having face value of Rs. 2/- each (Rupees Two only) w.e.f. Friday, March 08, 2024 i.e, the record date for sub-division. The necessary In-principle approval has been obtained from the Stock Exchanges. The Capital clause of the Memorandum of Association has been suitably amended to give effect to the above sub division.

Consequent upon the aforesaid sub-division of equity shares of the Company, an appropriate adjustment as stated in clause 15 of Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021") was made in the number of stock options that have been granted and yet to be exercised such that each such stock option shall stand converted into 5 (five) stock options as the case may be.

MIL ESOP 2021: Before sub-division of Company's equity shares 2,38,396 stock options were eligible to grant in MIL ESOP 2021 which were equivalent to same number of equity shares having face value of Rs. 10/- each (Rupees Ten only). However, post sub-division, 11,91,980 stock options (after appropriate adjustment as stated above) have been modified against the equivalent number of equity shares having face value of Rs. 2/- each (Rupees Two only).

#### 7) SUBSIDIARY COMPANIES, ASSOCIATES & JOINT VENTURES:

During the year under review, the Company does not have any company, which is its subsidiary, associate or joint venture. Therefore, disclosure in the Statement pursuant to section 129 of the Companies Act, 2013, read with Rule 5 of Companies (Accounts) Rules, 2014 in **Form AOC-1** is not applicable to the Company.

#### 8) PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:

All Related Party Transactions that were entered during the financial year under review were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations, details of which are set out in the Notes to Financial Statements forming part of this Annual Report. Further, the Company has not entered into any contracts/arrangements/transactions with related parties which are not on Arm's Length basis in nature in accordance with the RPT Policy of the Company nor any transaction has any potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee for prior approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature or when the need for them cannot be foreseen in advance.

In line with the requirements of the Act and the Listing Regulations, the Company has also formulated a Policy on dealing with Related Party Transactions ('RPTs') and the same is available on the website of the Company at <https://manoramagroup.co.in/investors-policies>.

Details of transactions with related parties as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in '**Annexure I**' in **Form AOC-2** and forms part of this Report.

#### 9) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as '**Annexure – II**' and forms part of this Report.

#### 10) EXTRACT OF ANNUAL RETURN:

In terms of Section 92(3) and 134(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the Financial Year March 31, 2024 is available on the website of the Company at <https://manoramagroup.co.in/investors-annual-report>.

#### 11) BOARD OF DIRECTORS:

The Board of the Company is comprised of eminent persons with proven competence and integrity. Besides the experience, strong financial acumen, strategic astuteness and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation. The Directors on the Board have a proven track record in the field of finance, taxation, accounting and management. The Directors of the Company have been appointed keeping in mind the Company's size, complexity and business.

In the opinion of the Board, all the directors, as well as the directors re-appointed during the year possess the requisite qualifications, experience and expertise and hold high standards of integrity.

During the year under review, the Board comprised of the below mentioned Nine (09) Directors:

Sr. No.	Name	Designation	Effective Date of appointment/ Reappointment	Date of cessation
1	Mrs. Vinita Ashish Saraf	Non-Executive Chairperson and Non Independent Director	<ul style="list-style-type: none"> <li>◆ March 25, 2006 appointed as Executive Director</li> <li>◆ April 01, 2017 appointed as Managing Director</li> <li>◆ April 01, 2022, re-appointed as Managing Director</li> <li>◆ November 12, 2022, re-designated as Non-Executive Non Independent Director.</li> </ul>	-
2	Mr. Gautam Kumar Pal	Managing Director	<ul style="list-style-type: none"> <li>◆ January 10, 2018 appointed as Executive Director</li> <li>◆ March 22, 2022 appointed as Whole Time Director</li> <li>◆ November 12, 2022 appointed as Managing Director</li> </ul>	-

Sr. No.	Name	Designation	Effective Date of appointment/ Reappointment	Date of cessation
3	Mr. Shrey Ashish Saraf	Whole Time Director	<ul style="list-style-type: none"> <li>◆ August 19, 2019 appointed as Executive Director</li> <li>◆ April 22, 2022 appointed as Whole Time Director</li> </ul>	-
4	Mr. Ashok Jain	Whole Time Director	<ul style="list-style-type: none"> <li>◆ November 12, 2022, appointed as an Additional Director (Finance).</li> <li>◆ November 15, 2022, appointed as Whole-time Director</li> </ul>	-
5	Mr. Jose Vailappallil Joseph	Independent Director	<ul style="list-style-type: none"> <li>◆ August 19, 2019, appointed as Independent Director.</li> </ul>	-
6	Mr. Ashish Bakliwal	Independent Director	<ul style="list-style-type: none"> <li>◆ May 01, 2018 appointed as Independent Director.</li> <li>◆ May 01, 2023 reappointed as Independent Director.</li> </ul>	-
7	Mr. Nipun Sumanlal Mehta	Independent Director	<ul style="list-style-type: none"> <li>◆ March 05, 2021 appointed as Independent Director.</li> </ul>	-
8	Mr. Mudit Kumar Singh	Independent Director	<ul style="list-style-type: none"> <li>◆ September 06, 2021 appointed as Independent Director.</li> </ul>	-
9	Ms. Veni Mocherla	Independent Director	<ul style="list-style-type: none"> <li>◆ December 22, 2021 appointed as Independent Director.</li> <li>◆ December 22, 2023 reappointed as Independent Director.</li> </ul>	-

#### **Appointments, Re-designation and Resignation during the year:**

##### **Mr. Ashish Bakliwal (DIN:05149608)**

Mr. Ashish Bakliwal (DIN:05149608) was appointed as Independent Director with effect from May 1, 2018 for a period of 5 (Five) consecutive years. His current term expired on April 30, 2023. The Board of Directors recommended the reappointment of Mr. Ashish Bakliwal on April 29, 2023, as the Non-Executive Independent Director of the Company with effect from May 01, 2023 for a period of 2 (Two) consecutive years with effect from May 01, 2023 to April 30, 2025. The same was approved by the members of the Company through postal ballot dated July 21, 2023.

##### **Ms. Veni Mocherla (DIN: 08082163)**

Ms. Veni Mocherla (DIN: 08082163) appointed as Independent Director with effect from December 22, 2021 for a period of 2 (Two) consecutive years. Her current term expired on December 21, 2023. The Board of Directors recommended the reappointment of Ms. Veni Mocherla on November 09, 2023, as Non-Executive Independent Director of the Company with effect from December 22, 2023 for a period of 3 (Three) consecutive years with effect from December 22, 2023 to December 21, 2026. The same was approved by the members of the Company through postal ballot dated December 16, 2023.

##### **Mrs. Vinita Ashish Saraf (DIN: 00208621)**

Mrs. Vinita Ashish Saraf (DIN: 00208621) was appointed as Non-Executive Non-Independent Director of the Company with effect from November 12, 2022. The Board of Directors recommended to re-designated her as Whole Time Director of the Company for a period of 5 years with effect from July 30, 2024 subject to approval of members of the Company. Accordingly, the Board recommends resolution in relation to her re-designation as Whole Time Director of the Company. A brief profile along with the resolution seeking Members' approval for her Re-Designation forms part of the Notice of Annual General Meeting.

##### **Mr. Jose Vailappallil Joseph (DIN:08540226)**

Mr. Jose Vailappallil Joseph (DIN: 08540226) was appointed as a Non-Executive Independent Director of the Company for a period of Five (5) consecutive years effective from August 19, 2019. The tenure of Mr. Jose Vailappallil Joseph was due to complete on August 18, 2024. The Board of Directors in its Meeting held on May 12, 2024 recommended to re-appoint him as an Independent Director of the Company, for a second term of 5 (Five) consecutive years commencing from August 19, 2024 to August 18, 2029. The same was approved by the members of the Company through postal ballot dated June 15, 2024.

During the year under review, the Non-Executive Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company. None of the Directors of the Company are disqualified as per the provision of Section 164 of the Companies Act, 2013 and the Listing Regulations.

## Director retiring by rotation

In accordance with the provisions of Section 152 of the Companies Act 2013, Mr. Ashok Jain (DIN: 09791163), Whole Time Director of the Company, is liable to retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment for the consideration of the members of the Company at the ensuing Annual General Meeting. A brief profile along with the resolution seeking members' approval for his appointment forms part of the notice convening the ensuing Annual General Meeting.

## 12) KEY MANAGERIAL PERSONNEL

During the year under review, the following were the Key Managerial Personnel ("KMP") of the Company pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No	Name	Designation	Date of Appointment
1.	Mr. Gautam Kumar Pal.	Managing Director	November 12, 2022
2.	Mr. Shrey Ashish Saraf	Whole Time Director	April 22, 2022
3.	Mr. Ashok Jain	Whole Time Director and CFO	November 15, 2022
4.	Mr. Deepak Sharma	Company Secretary & Compliance Officer	February 10, 2024

Ms. Divya Jajoo (Membership No. A40584) ceased to be a Company Secretary and Compliance Officer with effect from February 10, 2024.

## 13) MEETING OF THE BOARD OF DIRECTORS:

As per Section 173 of the Companies Act, 2013, the Board is required to hold a minimum number of four meetings during the financial year. During the financial year 2023-24, the Board met Five (5) times viz. May 09, 2023, August 05, 2023, November 09, 2023, January 15, 2024 and February 10, 2024. The intervening gap between the Board Meetings was within the limits prescribed under the Act and the Rules made there under and as per Secretarial Standards on Board Meeting and SEBI (LODR) Regulations, 2015.

For details of meetings of the Board and attendance, please refer to the Corporate Governance Report '**Annexure III**', which forms a part of this Report.

## 14) BOARD COMMITTEE:

The Board has formed various Committees as required under the Act and the Listing Regulations and any amendments made thereto. Detailed report on terms of reference, composition of Committees, number of meetings held during the year are provided in Corporate Governance Report as '**Annexure III**' forming part of this Annual Report.

There has been no instance where the Board has not accepted any of the recommendations of the Audit Committee.

## 15) OTHER COMMITTEES:

During the year the Board at their meeting held on June 29, 2020 constituted a Committee with the name as "Finance and Operations Committee" to carry conveniently the increased finance, banking and operations of the Company.

The composition of the Committee is as follows:

1. Mrs. Vinita Ashish Saraf - Chairperson
2. Mr. Shrey Ashish Saraf - Member
3. Mr. Gautam Kumar Pal – Member
4. Mr. Ashok Jain - Member

The Terms and References of Finance and Operations Committee is as follows:

1. Review the Company's financial policies, banking arrangements, working capital and cash flow management and make such reports and recommendations to the Board with respect thereto as it may deem advisable.
2. Exercise all powers to borrow monies (otherwise than by issue of debentures or preference shares) within the limits approved by the Board and taking necessary actions connected therewith including refinancing for optimisation of borrowing costs.
3. Giving of guarantees/issuing letters of comfort/providing securities within the limits approved by the Board.
4. Borrow monies by way of loan for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes including working capital requirements and possible strategic investments within the limits approved by the Board.
5. Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board.
6. Approve opening, closure, change of signatories and operation of current accounts with banks.

7. Carry out any other function as mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.
8. Other transactions or financial issues that the Board may desire to have reviewed by the Finance and Operations Committee.
9. Delegate authorities from time to time to the executives/ authorized persons to implement the decisions of the Committee.
10. Regularly review and make recommendations about changes to the charter of the Committee.
11. To authorize the officials on behalf of the Board to appear or represent the Company before any court/ statutory authority/local body or any government and regulatory authority as may be required for license/renewal/any regulatory submission and documentation and other general authorization to person to carry out the same.

**16) DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(3)(c) read with Section 134(5) of Companies Act, 2013, with respect to Directors Responsibility Statement, the Board of Directors, with the best of their knowledge and ability, hereby confirm that –

- a. in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- b. the Directors have selected such accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. the Directors have prepared the annual accounts on a going concern basis.
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems were adequate and operating effectively.

**17) COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178 OF COMPANIES ACT, 2013:**

The Company has in place the Nomination and Remuneration Committee of the Board (NRC), which performs the functions as mandated under the Act and the Listing Regulations. The composition of the NRC is detailed in the Corporate Governance Report forming part of the Annual Report.

Based on the recommendation of NRC, the Board has adopted the Nomination and Remuneration Policy for Directors, KMP and other Employees and also Policy on the Board Diversity, Succession Planning. NRC has formulated the criteria for determining qualifications, positive attributes and independence of an Independent Director and also criteria for evaluation of individual Directors and the Board / Committees.

The remuneration paid to Directors, KMP and Senior Management Personnel ("SMP") of the Company are as per the terms laid down in the Policy. The Policy on remuneration of Directors, Key Managerial Personnel and other Employees is available on the website of the Company at <https://www.manoramagroup.co.in/investors-policies>.

**18) PERFORMANCE EVALUATION OF THE BOARD, THE COMMITTEES AND THE INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013, Regulation 17(10) and other applicable provisions of the Listing Regulations, the Board adopted a formal mechanism on the recommendation of the Nomination and Remuneration Committee for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, fulfillment of the independence criteria as specified for Independent Director in Listing Regulations and their independence from the management, governance issues etc.

The Board also carried evaluation of the performance of its various Committees for the year under consideration. The performance evaluation of the Directors was carried out by the entire Board, other than the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflect the overall engagement of the Board and

its Committees and on the basis of the report of the said evaluation, the present term of appointment of Independent Directors shall be continued with the Company.

#### 19) INDEPENDENT DIRECTORS' MEETING:

The Independent Directors met on February 05, 2024, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### 20) FAMILIARIZATION PROGRAMMES:

The Company has familiarized the Independent Directors, about their roles, rights, responsibilities, nature of the industry in which the Company operates, the business model of the Company etc. The Familiarization Programme for Independent Directors is uploaded on the website of the Company, and is accessible at <https://manoramagroup.co.in/investors-company-announcements#others>.

#### 21) CODE OF CONDUCT:

The Company has in place, Code of Conduct for the Board of Directors and Senior Management Personnel, which reflects the legal and ethical values to which the Company is strongly committed. The Directors and Senior Management Personnel of the Company have complied with the code as mentioned hereinabove.

The Directors and Senior management personnel have affirmed compliance with the Code of Conduct applicable to them, for the financial year ended March 31, 2024. The said Code is available on the website of the Company at <https://manoramagroup.co.in/investors-policies>.

#### 22) MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Pursuant to Regulation 34(2)(e) and Schedule V of the Listing Regulations, a detailed Management Discussion and Analysis is annexed and forms an integral part of this Annual Report at Page No. 48.

#### 23) BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

Pursuant to Regulation 34(2)(f) of the Listing Regulations, a detailed Business Responsibility and Sustainability Report is annexed and form an integral part of this Annual Report at Page No. 115.

#### 24) DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received a declaration from each of its Independent Directors confirming that they satisfy

the criteria of independence as prescribed under the Section 149(6) & 149(7) of Companies Act 2013 and Regulation 16(1)(b) of the Listing Regulations. In terms of the regulatory requirements, name of every Independent Director should be added in the online database of Independent Directors of Indian Institute of Corporate Affairs, Manesar ("IICA"). All Independent Directors have given confirmation with respect to their registration with IICA for the above requirement. The Board opined that Independent Directors have requisite integrity, expertise, specialized knowledge, experience and the proficiency. Further there has been no change in the circumstances affecting their status as Independent Director of the company.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act along with the Code of Conduct for Directors and Senior Management Personnel formulated by the Company as per Listing Regulations.

Terms and conditions for appointment of Independent Directors is available on the website of the Company at <https://www.manoramagroup.co.in/investors-policies>.

#### 25) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, there were no Loans, Guarantees and Investments made by the Company under Section 186 of the Companies Act, 2013.

#### 26) RISK MANAGEMENT:

The Company has built a comprehensive risk management framework that seeks to identify all kinds of anticipated risks associated with the business and to take remedial actions to minimize any kind of adverse impact on the Company. The Company understands that risk evaluation and risk mitigation is an ongoing process within the organization and is fully committed to identify and mitigate the risks in the business.

Pursuant to Regulation 21 of the Listing Regulations, the Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. Further Company has in place Risk Management Policy to developed risk management framework to implement and adhere to the policy to mitigate risk, avoid risk or take risk that cannot be mitigated or avoided for the benefit of the Company's business and growth.

The Company has also formulated and implemented a Risk Management Policy which is approved by the Board of Directors in accordance with Listing Regulations, to identify and monitor business risk and assist in measures to control and mitigate such risks. The Policy is available on the Website of the Company at <https://www.manoramagroup.co.in/investors-policies>.



**27) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Pursuant to Section 134(5)(e) of Companies Act, 2013 and Regulation 17(8) of Listing Regulations in terms of internal control over financial reporting, the term Internal Financial Control ('IFC') means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and early detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls and the Board is responsible for ensuring that IFC are laid down in the Company and that such controls are adequate and operating effectively.

The Company believes that strengthening of internal controls is an ongoing process and there will be continuous efforts to keep pace with changing business needs and environment.

The Company has appointed M/s. CLA Indus Value LLP, (formerly known as M/s. Mazars India LLP) (Registration No. 4833) as Internal Auditors of the Company for the financial year 2023-24. During the year, the Company continued to implement their suggestions and recommendations to improve the internal control system. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control measures in all areas. Internal Auditor's findings are discussed with the process owners and suitable corrective actions are taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

The Company's internal control systems are commensurate with the nature of its business, size and complexity of the operations.

**28) GREEN INITIATIVES:**

The Company fully supports the Ministry of Corporate Affairs' initiative to minimize the use of paper for 'all official communication'. In line with this, the Company sends all notices and documents, including the Annual Report, to shareholders who have registered for the same, by e-mail. This has led to a significant reduction in paper consumption annually.

Electronic copies of the Annual Report and Notice of the 19<sup>th</sup> Annual General Meeting will be sent to all Members whose email addresses are registered with the Company/Depository Participant(s). Members who have not registered their email addresses are requested to register the same with the Depository. Members may note that the Notice along with aforementioned documents shall also be available on the Company's website at

<https://manoramagroup.co.in/investors-company-announcements#notices>.

**29) CORPORATE SOCIAL RESPONSIBILITY POLICY:**

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company have constituted Corporate Social Responsibility ("CSR") Committee. The Company has framed a CSR Policy, which is available on the website of the Company at <https://www.manoramagroup.co.in/investors-policies>. The Policy inter alia briefs the areas in which CSR outlays can be made, objectives, the various CSR Programs/Projects which can be undertaken, implementation of the said programs and projects, criteria for identification of the implementing agencies, monitoring and evaluation mechanisms and annual action plan.

The Committee is committed to ensure the social wellbeing of the communities through its CSR initiatives, in alignment with the Company's key priorities. The details of the Committee along with its terms of reference has been disclosed in detail in the Corporate Governance section of Annual Report.

Annual Report on Corporate Social Responsibility (CSR) activities including the initiatives undertaken by the Company for the financial year 2023-24 is annexed to this Report as '**Annexure IV**'.

**30) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE:**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**31) SHARE REGISTRAR & TRANSFER AGENT (R&T):**

The details of Registrar and Share Transfer Agent are as follows:

Name: Link Intime India Private Limited

Address: C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083, Maharashtra.

Contact details: 022 – 49186200;

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**32) PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted / renewed any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and therefore the disclosure pursuant to Rule 8(5) (v) & (vi) of Companies (Accounts) Rules, 2014, is not applicable to the Company.

### 33) AUDITORS AND THEIR REPORT:

#### a. Statutory Auditor:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the members at the 14<sup>th</sup> Annual General Meeting held on September 30, 2019 had approved the appointment M/s. O P Singhanian & Co. Chartered Accountants (Registration No: 002172C), as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the 14<sup>th</sup> AGM till the conclusion of 19<sup>th</sup> AGM of the Company to be held in the year 2024. Their present term will complete at the conclusion of the ensuing AGM of the Company.

The Board in its Meeting held on May 12, 2024, on recommendation of the Audit Committee, recommended for approval of members, the appointment of M/s. Singhi & Co. Chartered Accountants (Registration No: 302049E), as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the ensuing AGM till the conclusion of 24<sup>th</sup> AGM of the Company to be held in year 2029. The Board also recommended for the approval of members, the remuneration of M/s. Singhi & Co. Chartered Accountants as the Statutory Auditors. The resolution seeking approval of the members' forms part of the Notice of 19<sup>th</sup> Annual General Meeting.

The Report given by the Statutory Auditors, M/s. O P Singhanian & Co., Chartered Accountants on the financial statements of the Company forms part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. Also, no fraud has been reported by the auditor as per Section 143(12) of the Companies Act, 2013.

#### b. Cost Auditor

In terms of the Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records and have them audited every year. Accordingly, the Board at its meeting held on May 12, 2024, based on the recommendation of the Audit Committee, re-appointed M/s. S N & Co, Cost Accountants (FRN. 000309) as Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year 2024-25. A remuneration of Rs. 1,00,000 (Rs. One Lakh only) plus out of pocket expenses has been fixed for the Cost Auditors subject to the ratification of such fees by the members at the ensuing Annual General Meeting (AGM). Accordingly, Board recommends a resolution for seeking members' ratification for remuneration payable to the Cost Auditors for the financial year 2024-25 is placed at the ensuing 19<sup>th</sup> Annual General

Meeting and is included in the notice convening the Annual General Meeting.

M/s. S N & Co. have confirmed that they are free from disqualification specified in Section 141(3) and provisions of Section 148(3) read with 141(4) of the Companies Act, 2013 and also their appointment meets the requirement of Section 141(3)(g) of the Companies Act, 2013. They have further confirmed their Independent Status and an arm's length relationship with the Company.

During the year under review, the Cost Auditor had not reported any fraud under Section 143(12) of the Companies Act, 2013 and therefore, no details are required to be disclosed.

#### c. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board, on the recommendation of Audit Committee, in the Board meeting held on May 12, 2024 has re-appointed M/s. Mehta and Mehta, Practising Company Secretaries (FRN: MU000019250) to undertake the Secretarial Audit of the Company for the financial year 2024-25.

The Secretarial Audit report for the financial year ended March 31, 2024 in Form MR-3 is attached as '**Annexure V**' and forms an integral part of this report. The report of the Secretarial Auditor does not contain any qualifications, reservations or adverse remarks, therefore, no details are required to be disclosed.

#### d. Internal Auditor:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and rules made thereunder, the Board, on recommendation of Audit Committee, in the Board meeting held on May 12, 2024 has re-appointed M/s. CLA Indus Value LLP (Registration No: 4833) (formerly known as M/s. Mazar India LLP) as Internal Auditor of the Company for the financial year 2024-25.

### 34) PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time in respect of employees of the Company is given in an '**Annexure VI**' and forms part of this Report.

A statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report in the same Annexure.

### 35) DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is committed to provide a safe and conducive work environment to its employees. The Company has in place an Anti-Sexual Harassment Policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace which is in line with the requirement pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has constituted Internal Complaint committee (ICC) for redressal of any grievances regarding Sexual Harassment. The following summary of the complaints received and disposed off during the financial year 2023-24:

No. of complaints received during the year 2023-24	Nil
No. of complaints resolved during the year 2023-24	Nil
No. of complaints pending during the year 2023-24	Nil

### 36) CORPORATE GOVERNANCE:

The Company's Corporate Governance Practices are a reflection of value system encompassing culture, policies, and relationships with the stakeholders. Integrity and transparency are key to Corporate Governance Practices to ensure that Company gain and retain the trust of stakeholders at all times. It is about maximizing shareholder value legally, ethically and sustainably. The Board exercises its fiduciary responsibilities in the widest sense of the term.

Pursuant to Regulation 34(3) read with Part C of Schedule V of the Listing Regulations, a Report on Corporate Governance is provided in a separate section along with the Certificate from Ms. Aditi Patnaik, Partner, M/s Mehta & Mehta, Practicing Company Secretary, on its compliance and is annexed to this Report as 'Annexure III'

### 37) VIGIL MECHANISM & WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Regulations, the Company has framed a Whistle Blower Policy and has established the necessary Vigil Mechanism for Directors and employees to report instances of illegal activities, unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of person who use this mechanism and direct access to the Chairperson.

Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns

or grievances to the Audit Committee, and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same. Further, no personnel have been denied access to the Audit Committee during the Financial Year under review.

There was no instance of such reporting during the financial year ended March 31, 2024

The Vigil Mechanism Policy is available on the website of the Company at <https://www.manoramagroup.co.in/investors-policies>.

### 38) LISTING:

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited as on March 31, 2024. The Company has paid the Listing fees to the Stock Exchanges for the financial year 2023-24.

### 39) COMPLIANCE WITH SECRETARIAL STANDARDS:

The Directors state that the applicable mandatory Secretarial Standards ("SS"), i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.

### 40) PROVISION OF VOTING BY ELECTRONIC MEANS THROUGH REMOTE E-VOTING AND E-VOTING AT THE AGM:

Your Company is providing E-voting facility as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015. The ensuing 19<sup>th</sup> AGM will be conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and no physical meeting will be held and your company has made necessary arrangements to provide facility of e-voting at AGM including remote e-voting. The details regarding e-voting facility is being given with the notice of the Meeting.

### 41) EMPLOYEE STOCK OPTION SCHEME

The members of the Company, vide special resolution passed at the 16<sup>th</sup> Annual General Meeting held on September 29, 2021, approved the Manorama Industries Limited Employee Stock Option Plan 2021 (MIL ESOP 2021).

The ESOP Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ('the SBEB Regulations'). Further the Company has received In principle approval for listing of shares to be allotted pursuant to Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021") from the National Stock Exchange of India Limited on March 26, 2024.

The applicable disclosures as stipulated under SEBI (Share Based Employee Benefits) Regulations, 2014 are provided in 'Annexure VII' to this Report and available on the website of the Company at <https://manoramagroup.co.in/investors-company-announcements#others>.

#### 42) GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise, Sweat Equity shares nor any reporting required under Buyback of Shares;
- b. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
- c. Neither the Managing Director nor the Whole-Time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- d. No fraud has been reported by the Auditors to the Audit Committee or the Board.
- e. There are no shares lying in demat suspense account/unclaimed suspense account. Hence no disclosure is required to be given for the same.
- f. There are no proceedings, either filed by the Company or filed against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts during the financial year 2023-24.
- g. The Company serviced all the debts & financial commitments as and when they became due with the bankers or Financial Statements.

#### 43) CEO and CFO CERTIFICATION:

As required under Regulation 17(8) of the Listing Regulations, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company have certified the accuracy of the Financial Statements, the

Cash Flow Statement and adequacy of Internal Control Systems for financial reporting for the financial year 2023-24. Their Certificate forms part of the Directors' Report.

#### 44) CREDIT RATING:

The credit rating of your Company undertaken by Care Ratings Limited for the bank loan facilities availed by the Company has been reaffirmed/assigned as "CARE A-; STABLE" and by India Ratings and Research Private Limited, the ratings has been upgraded to "IND A+ with POSITIVE". Details of the same are clearly elaborated in the Corporate Governance Report forming part of this Annual Report.

#### 45) ACKNOWLEDGEMENTS:

The Directors wish to convey their gratitude and appreciation to all the employees of the Company posted at various locations, for their tremendous efforts as well as collective dedication and contribution to the Company's performance.

The Directors would also like to thank the shareholders, investors, customers, dealers, suppliers, bankers, government and all other business associates, consultants for their continuous support extended to the Company and the Management.

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

**Gautam Kumar Pal**  
Managing Director  
DIN: 07645652

**Ashok Jain**  
Whole Time Director  
DIN: 09791163

**Place: Raipur**

**Date: July 30, 2024**

# ANNEXURE I

## FORM NO. AOC-2

(For the Financial Year ended March 31, 2024)

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

### 1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of the related party and Nature of relationship	Nature of contracts/ arrangements/transaction	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any
Manorama Africa Limited  Mrs. Vinita Ashish Saraf is the Chairperson and Director of the Company. She has subscribed 100% of the share capital of Manorama Africa Limited.  Mr. Gautam Kumar Pal is a Managing Director of the Company and he is also a Director in Manorama Africa Limited.  Mr. Shrey Ashish Saraf is a Whole-Time Director of the Company and he is also a Director in Manorama Africa Limited.	Purchase of SHEA NUTS (Raw Material) from Manorama Africa Limited on Arm's length basis.	Financial year 2023-24	<b>Material Terms:</b> The material terms with respect to quality, quantity and other specifications of Shea nuts will be as per the contract entered into by the Company with Manorama Africa Limited.  <b>Monetary Value:</b> Consideration of the transaction shall be determined mutually between the parties and shall be according to prevalent market conditions and on Arm's length basis. The total value of transactions shall be upto Rs. 300 Crores.	May 09, 2023

\*The approval from shareholders was obtained in the Annual General Meeting held on September 18, 2023.

### 3. Details of material contracts or arrangement or transactions not in the ordinary course of business: Nil

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

Place: Raipur  
Date: July 30, 2024

Gautam Kumar Pal  
Managing Director  
DIN: 07645652

Ashok Jain  
Whole Time Director  
DIN: 09791163

## ANNEXURE II

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2013 and forming part of the Boards Report for the year ended March 31, 2024

<b>a. Conservation of Energy</b>		
1.	Steps taken for conservation	<ol style="list-style-type: none"> <li>1. Steam generation through rice husk, instead of coal and electricity.</li> <li>2. Usage of energy efficient appliances.</li> <li>3. Waste water conservation to reuse in cooling tower.</li> <li>4. Training and awareness Programmes of employees for energy conservation</li> </ol>
2.	Steps taken for utilizing alternate sources of energy	<ol style="list-style-type: none"> <li>1. Usage of Rice husk in place of coal.</li> <li>2. New fluidized bed boiler capacity 22 tph commissioned which is energy efficient.</li> </ol>
3.	Capital investment on energy conservation equipment	Nil
<b>b. Technology absorption</b>		
1.	Efforts made for technology absorption	The Company did focused R&D efforts on process improvement for its existing products, new products and formulations. The R&D departments also helped in troubleshooting in manufacturing departments
2.	Benefits derived	Product improvement, cost reduction and product development. The above efforts have resulted in improvement in quality and increase in yields.
3.	Expenditure on Research & Development, if any	Rs. 1,81,38,428/-
4.	Details of Technology imported, if any	No
5.	Year of Import	N.A.
6.	Whether imported technology fully absorbed	N.A.
7.	Areas where absorption of imported technology has not taken place, if any	N.A.
<b>c. Foreign Exchange Earnings and Outgo</b>		
1.	Foreign Exchange Earnings by the Company	Rs. 2,58,95,03,594/-
2.	Foreign Exchange Expenditure by the Company	Rs. 2,81,42,92,743/-

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

Place: Raipur  
Date: July 30, 2024

**Gautam Kumar Pal**  
Managing Director  
DIN: 07645652

**Ashok Jain**  
Whole Time Director  
DIN: 09791163

## Annexure III

### CORPORATE GOVERNANCE REPORT

#### OUR COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance is an important component in enhancing stakeholders' value and it emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. The Company is committed in its responsibility towards the community and environment in which it operates, towards its employees and business partners and towards society in general. The Company is continuously refining the various processes and systems so that the Company complies with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Corporate Governance. As a Company, we believe in implementing Corporate Governance practices that go beyond meeting the spirit of law.

Good corporate governance is the backbone for decision-making and control processes. It is, in essence, a toolkit that enables management and the board to deal more effectively with the challenges of running a company. Manorama is committed to the adoption of and adherence to the Corporate Governance practices at all times and continuously benchmarks itself against each such practice in the industry. The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital not only for the healthy and vibrant corporate sector growth, but also for inclusive growth of the economy. The Company recognizes that good corporate governance practice is an ongoing process and a game plan for resilience and long-term success. The Company always endeavors to leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels.

#### BOARD OF DIRECTORS

The Company recognizes the importance of a diverse board in its success. The Board is entrusted with the ultimate responsibility of the management and provides leadership, guidance and direction to them and performance of the Company and has been vested with the requisite powers, authorities and duties and supervises the performance of the Company, thereby enhancing stakeholder value. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of the stakeholders.

The Board, inter alia, create and monitor the organizational strategic plans, review and guide corporate strategies, oversees and assess the annual operations and budgets, evaluate the Company's practices for business continuity and resiliency.

The Board of Directors (the "Board") of the Company consists of eminent individuals from industry, management, technical, finance, accounting and legal fields. The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements. The Board comprises of an optimum combination of Executive, Non- Executive, Independent and Women Directors as required under Companies Act, 2013 and Listing Regulations. As on March 31, 2024, the Board comprises of Nine (09) Directors, out of which five (5) are Independent Directors, One (1) Chairperson Non Executive and Non Independent Director, Two (2) are Executive Directors and One (1) is Managing Director.

None of the Directors including Independent Directors on the Board hold directorship in more than 7 (Seven) listed entities and none of the Executive Directors is an Independent Director in any listed Company. None of the Directors on the Board holds directorship in more than 10 (Ten) public Companies. None of the Director is a member of more than ten committees or acted as Chairperson of more than five committees across all the Companies as on March 31, 2024 for which confirmations have been obtained from the Directors (being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations) across all the public limited companies in which he/she is a director.

#### Composition and Category of Directors

In conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 ('Act'), as amended from time to time, your Company has a professional Board with right mix of knowledge, skills, experience and expertise in diverse areas with an optimum combination of Executive and Non-Executive Directors including a Woman Directors and requisite number of Independent Directors.

Name of Directors	DIN	Category
Mrs. Vinita Ashish Saraf	00208621	Non-Executive Non-Independent Director and Chairperson
Mr. Gautam Kumar Pal	07645652	Managing Director
Mr. Shrey Ashish Saraf	07907037	Whole Time Director
Mr. Ashok Jain	09791163	Whole Time Director and Chief Financial Officer
Mr. Ashish Bakliwal	05149608	Non-Executive and Independent Director
Mr. Jose Vailappallil Joseph	08540226	Non-Executive and Independent Director
Mr. Nipun Sumanlal Mehta	00255831	Non-Executive and Independent Director
Mr. Mudit Kumar Singh	03276749	Non-Executive and Independent Director
Ms. Veni Mocherla	08082163	Non-Executive and Independent Director

## BOARD MEETINGS

The Company adheres to the provisions of the Act, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees. The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures that timely and informed decisions are made by the Board. The Directors are given the option to attend Board/Committee meetings via video conferencing. The Board has complete access to any information within the Company. In case of exigencies or urgency of the matter, resolutions by circulation, as permitted by law for such matters is passed by Board/Committees, which are noted and confirmed in the subsequent Board/Committee Meeting.

Board Meetings are generally held at the Corporate Office of the Company either through video conference or through physical presence. The necessary quorum was present in all the meetings.

The Board reviews the performance of the Company vis-à-vis the budgets/targets. During the financial year 2023-24, the Board met Five (5) times.

Sr. No	Date of the Meeting	No. of Directors entitled to attend	No. of Directors attended the meeting
1	May 09, 2023	9	9
2	August 05, 2023	9	9
3	November 09, 2023	9	9
4	January 15, 2024	9	9
5	February 10, 2024	9	8

The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the Listing Regulations.

### Attendance of Directors at the Board Meetings held during the financial year 2023-24 and the last Annual General Meeting held



on September 18, 2023 and the number of other Directorship(s) and Committee Membership(s) or Chairpersonship(s) held by Directors in other Companies:

Name of Director	No. of Board Meetings during the year		Attendance at last AGM	No. of other Directorships (as on 31.03.2024)	No. of Board Committees in which director is a Member / Chairperson (as on 31.03.2024)		Shareholding of Non-Executive Directors (as on 31.03.2024)
	Held or Eligible for Meeting	Attended			Member	Chairperson	
Mrs. Vinita Ashish Saraf	5	5	Yes	5	4	0	1,38,95,400
Mr. Gautam Kumar Pal	5	5	Yes	0	0	0	Nil
Mr. Shrey Ashish Saraf	5	5	Yes	4	0	0	59,20,240
Mr. Ashok Jain	5	5	Yes	0	1	0	Nil
Mr. Ashish Bakliwal	5	4	Yes	2	2	1	Nil
Mr. Jose Vailappallil Joseph	5	5	No	2	2	1	Nil
Mr. Nipun Sumanlal Mehta	5	5	Yes	1	2	0	Nil
Mr. Mudit Kumar Singh	5	5	Yes	1	2	0	Nil
Ms. Veni Mocherla	5	5	Yes	1	0	0	Nil

**Notes:**

1. Directorships exclude foreign companies, companies formed under Section 25 of the Companies Act, 1956 and Section 8 of the Companies Act, 2013.
2. Above mentioned directorship(s) includes directorships in all listed, unlisted and private limited companies excluding Manorama.
3. As required by Regulation 26 of the Listing Regulations, the disclosure includes membership(s)/ chairpersonship(s) of the Audit Committee and Stakeholders' Relationship Committee in Indian Public Companies (listed and unlisted) including Manorama Industries Limited.
4. Membership(s) of Committees includes chairpersonship(s), if any.
5. None of the directors hold directorship(s) in more than 20 companies of which directorship in public companies does not exceed 10 in line with the provisions of Section 165 of the Companies Act, 2013 and in listed entities does not exceed 7 in line with the provision of Regulation 17A of Listing Regulations.
6. No director holds membership(s) of more than 10 committees of Board, nor is a chairperson of more than 5 committees of Board across all listed entities in which he/she is a director.

**List of Directorship held in other Listed Companies**

Name of the Director	Name of the other Listed Entity	Category of Directorship
Mr. Ashish Bakliwal	NIL	NIL
Mr. Jose Vailappallil Joseph	NIL	NIL
Mr. Nipun Sumanlal Mehta	NIL	NIL
Mr. Mudit Kumar Singh	NIL	NIL
Ms. Veni Mocherla	NACL Industries Limited	Independent Director

**SEPARATE MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors met on February 05, 2024 without the attendance of Non-Independent Directors and members of the Management, *inter alia*, to discuss the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairperson of the Company taking into account the views of Executive and Non-Executive Directors and assessed the quality,

quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

#### **FAMILIARISATION PROGRAMME**

All Non-Executive Directors inducted to the Board are introduced to the Company's culture through an orientation programme. As per Regulation 25(7) of the Listing Regulations, the Company provides an overview of operations and familiarise the new Non-Executive Directors with the organisation structure, Board procedures, operations of the Company, etc. through the Managing Director (MD), Chief Financial Officer (CFO) and senior management of Company.

Pursuant to Regulation 46 of the Listing Regulations, the details required are available on the website of the Company at the web link at <https://manoramagroup.co.in/investors-company-announcements#others>.

#### **DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:**

Mrs. Vinita Ashish Saraf and Mr. Shrey Ashish Saraf are relatives of each other. Rest of the directors are not related to each other.

#### **LIST OF CORE SKILLS/ EXPERTISE/ COMPETENCIES TO BE IDENTIFIED BY THE BOARD OF DIRECTORS.**

The skills/expertise/competencies required for the effective functioning of the Company includes leadership and general management, strategic and business planning, technology, accounting and finance, compliance and risk management. The Directors of the Company bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The Board of the Company comprises of qualified members who possess the required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The Board has identified the following skill/expertise and competencies of Board members for effective functioning of the Board which are currently available with all the Directors of the Company:

<b>Sr. No</b>	<b>Skill and Expertise of Board of Directors</b>
1.	Experience of laws, rules, regulation policies applicable to the organisation/ industry/ sector and level/ status of compliances thereof by the organisation
2.	Experience of the best corporate governance practices, relevant governance codes
3.	Experience of business ethics, ethical policies, codes and practices of the organisation
4.	Understanding of the structures and systems which enable the organisation to effectively identify, assess and manage risks and crises
5.	Experience in overseeing large and complex Supply Chain
6.	Leadership experience of running large enterprise
7.	Finance and Accounting Experience

**In the table below, the key skills, expertise and competence of the Board of Directors in the context of the Company's business for effective functioning and as available with the Board have been highlighted**

Sr. No	Board Parameters	Name of Directors (✓) the appropriate column								
		VAS	AJ	GP	SAS	NSM	MKS	AB	VM	JVJ
1.	Experience of laws, rules, regulation policies applicable to the organisation/ industry/ sector and level/ status of compliances thereof by the organisation	✓	✓	✓	✓	✓	✓	✓	✓	✓
2.	Experience of the best corporate governance practices, relevant governance codes	✓	✓	✓	✓	✓	✓	✓	✓	✓
3.	Experience of business ethics, ethical policies, codes and practices of the organisation	✓	✓	✓	✓	✓	✓	✓	✓	✓
4.	Understanding of the structures and systems which enable the organisation to effectively identify, assess and manage risks and crises	✓	✓	✓	✓	✓	✓	✓	✓	✓
5.	Experience in overseeing large and complex Supply Chain	✓	✓	✓	✓	✓	✓	✓	✓	✓
6.	Leadership experience of running large enterprise	✓	✓	✓	✓	✓	✓	✓	✓	✓
7.	Finance and Accounting Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓

\*VAS: Vinita Ashish Saraf, AJ: Ashok Jain, GP: Gautam Kumar Pal, SAS: Shrey Ashish Saraf, NSM: Nipun Sumanlal Mehta, MKS: Mudit Kumar Singh, AB: Ashish Bakliwal, VM: Veni Mocherla, JVJ: Jose Vailappallil Joseph

### INDEPENDENT DIRECTORS

The Board of Directors of the Company consists of 5 (five) Independent Directors and the Board confirms that, in its opinion, all the Independent Directors fulfil the conditions as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and are Independent of the management.

The Company has received declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, all the Independent Directors of the Company have confirmed that they have duly registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA).

No Independent Director had resigned during the Financial Year 2023-24.

Mr. Ashish Bakliwal (DIN:05149608) was appointed as an Independent Director with effect from May 01, 2018 for a period of 5 (Five) consecutive years. His current term expired on April 30, 2023. The Board of Directors recommended the reappointment of Mr. Ashish Bakliwal on April 29, 2023, as the Non-Executive Independent Director of the Company with effect from May 01, 2023 for a period of 2 (Two) consecutive years with effect from May 01, 2023 to April 30, 2025. The same was approved by the members of the Company through postal ballot dated July 21, 2023.

Ms. Veni Mocherla (DIN: 08082163) was appointed as an Independent Director with effect from December 22, 2021 for a period of 2 (Two) consecutive years. Her current term expired on December 21, 2023. The Board of Directors recommended the reappointment of Ms. Veni Mocherla on November 09, 2023, as Non-Executive Independent Director of the Company with effect from December 22, 2023 for a period of 3 (Three) consecutive years with effect from December 22, 2023 to December 21, 2026. The same was approved by the members of the Company through postal ballot dated December 16, 2023.

Mr. Jose Vailappallil Joseph (DIN: 08540226) was appointed as a Non-Executive Independent Director of the Company for a period of Five (5) consecutive years effective from August 19, 2019. The tenure of Mr. Jose Vailappallil Joseph was due to complete on August 18, 2024. The Board of Directors in its Meeting held on May 12, 2024 recommended to re-appoint him as an Independent Director of the Company, for a second term of 5 (Five) consecutive years commencing from August 19, 2024 to August 18, 2029. The same was approved by the members of the Company through postal ballot dated June 15, 2024.

## COMMITTEES OF THE BOARD

The Board Committees play a crucial role in ensuring good Corporate Governance practices. Committees are constituted to focus on those aspects of business that require special attention and ensure speedy resolution of the diverse matters. The Committees of the Board are guided by their Charter or Terms of Reference, which outline their composition, scope, power, duties and responsibilities. On the basis of the recommendations, suggestions and observations of these Committees, the Board of Directors take an informed decision. The Chairman of respective Committees update the Board on the deliberations at the Committee meetings. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. Further, the minutes of all the Committee meetings are placed before the Board for review.

As on March 31, 2024, there were 6 (six) standing Committees, namely: -

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee
- D. Risk Management Committee
- E. Corporate Social Responsibility Committee
- F. Finance and Operations Committee

## AUDIT COMMITTEE

The Board of Directors has constituted a qualified and independent Audit Committee to acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. All the members of the Committee are financially literate and experienced and bring in the specialized knowledge and proficiency in the fields of accounting, audit, finance, taxation, compliance, strategy and management.

The constitution and terms of reference of the Audit Committee are in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, as may be applicable.

The Company Secretary and Compliance Officer of the Company, acts as the Secretary to the Committee. The Audit Committee invitees Statutory Auditors and Internal Auditors also to attended the Audit Committee meetings by invitation.

The Audit Committee also receives the report on compliance under the Code of Conduct for Prohibition of Insider Trading Regulations, 2015. Further, Compliance Reports under Whistle Blower Policy are also placed before the Committee. The details of the Composition of Audit Committee are also available on the website of the Company <https://manoramagroup.co.in/investors-corporate-governance>.

## Terms of Reference

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of Listing Regulations. The terms of reference of Audit Committee as approved by the Board are as follows:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, remuneration and terms of appointment of the statutory auditor of the Company;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Approving payments to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue etc, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the initial public offer by the Company;
- Approval or any subsequent modifications of transactions of the Company with related parties;
- Scrutinizing of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluating of internal financial controls and risk management systems;
- Establishing a vigil mechanism for Directors and employees to report their genuine concerns or grievances
- Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with internal auditors on any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- Reviewing the functioning of the whistle blower mechanism;
- Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision i.e. April 1, 2019, and henceforth.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Monitoring the end use of funds raised through public offers and related matters.
- The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
- The Audit Committee shall have authority to investigate into any matter in relation to the items specified in Section 177(4) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
- The auditors of a company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.
- The vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and shall provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

### Composition and Attendance

The Audit Committee met Four (4) times during the Financial Year 2023- 24 i.e. on May 09, 2023, August 05, 2023, November 09, 2023 and February 10, 2024. The maximum gap between two meetings was not more than 120 days. Minutes of all the meetings of the Audit Committee are circulated to all the members of the Board and are placed in the next scheduled meeting of the Board, for discussion and review thereof.

The composition of the Audit Committee and the details of meetings attended by the directors during the financial year ended March 31, 2024 are given below:

Name of Members	Designation	Category	No. of meetings	
			Held	Attended
Mr. Ashish Bakliwal	Chairman	Non-Executive - Independent Director	4	3
Mrs. Vinita Ashish Saraf	Member	Non-Executive - Non-Independent Director	4	4
Mr. Jose Vailappallil Joseph	Member	Non-Executive - Independent Director	4	4
Mr. Nipun Sumanlal Mehta	Member	Non-Executive - Independent Director	4	4
Mr. Mudit Kumar Singh	Member	Non-Executive Independent Director	3	3
Mr. Ashok Jain	Member	Executive Director	3	3

## **NOMINATION AND REMUNERATION COMMITTEE**

The constitution and the terms of reference of the Nomination and Remuneration Committee ("NRC") are in compliance with Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. As on March 31, 2024 the Committee comprises solely of Independent Directors. The Company Secretary and Compliance Officer, acts as Secretary to the Committee. The Nomination and Remuneration Committee inter alia oversees the Company's nomination process including succession planning for the senior management and the Board and recommend a policy for their remuneration.

The details of the Nomination and Remuneration Committee are also available on the website of the Company <https://manoramagroup.co.in/investors-corporate-governance>.

All the recommendations made by the Nomination and Remuneration Committee during the Financial Year 2023-24 under review were duly accepted by the Board.

### **Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. Use the services of an external agencies, if required;
  - b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
- Formulating of criteria for evaluation of the performance of the Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every Director's performance;
- Determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- Analysing, monitoring and reviewing various human resource and compensation matters;
- Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, and determining remuneration packages of such Directors;
- Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended;

- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
- Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the SEBI LODR or by any other regulatory authority"; and
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy under ensure that—
  - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- The Chairperson of the committee or, in his absence, any other member of the committee authorised by him shall attend the general meetings of the company.

### Composition and Attendance

The Nomination and Remuneration Committee met 2 (Two) times during the Financial year 2023-24 i.e. on November 09, 2023 and February 10, 2024. The composition of Nomination and Remuneration Committee and attendance of Committee members during the financial year ended March 31, 2024 are given below:

Name of Members	Designation	Category	No. of meetings	
			Held	Attended
Mr. Nipun Sumanlal Mehta	Chairman	Non-Executive Independent Director	2	2
Mr. Jose Vailappallil Joseph	Member	Non-Executive Independent Director	2	2
Mr. Ashish Bakliwal	Member	Non-Executive Independent Director	2	1
Mr. Mudit Kumar Singh	Member	Non-Executive Independent Director	2	1



## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The constitution and the terms of reference of the Stakeholders' Relationship Committee ("SRC") are in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Committee comprises of 5 (Five) directors, all being Non-Executive Directors. The Chairman of the Committee is a Non- Executive Independent Director. The Company Secretary and Compliance Officer, acts as Secretary to the Committee. The details of the Stakeholders' Relationship Committee are also available on the website of the Company at <https://manoramagroup.co.in/investors-corporate-governance>.

### **Terms of Reference**

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
- Review of measures taken for effective exercise of voting rights by shareholders. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- To approve, register, refuse to register transfer or transmission of shares and other securities;
- To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
- Allotment and listing of shares;
- To authorize affixation of common seal of the Company;
- To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- To dematerialize or rematerialize the issued shares;
- Ensure proper and timely attendance and redressal of investor queries and grievances;
- Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

### **Composition and Attendance**

The Stakeholders Relationship Committee met once during the Financial Year ended March 31, 2024 on February 10, 2024. The composition of Stakeholders Relationship Committee and attendance of Committee members during the financial year 2023-24 are given below:

Name of Members	Designation	Category	No. of meetings	
			Held	Attended
Mr. Jose Vailappallil Joseph	Chairman	Non-Executive Independent Director	1	1
Mrs. Vinita Ashish Saraf	Member	Non- Executive Non-Independent Director	1	1
Mr. Ashish Bakliwal	Member	Non-Executive Independent Director	1	0
Mr. Nipun Sumanlal Mehta	Member	Non-Executive Independent Director	1	1
Mr. Mudit Kumar Singh	Member	Non-Executive Independent Director	1	1

### Details of Investors' Complaints

As a measure of speedy redressal of investor grievances, the Company has registered on SCORES (SEBI Complaints Redress System) platform, a web based centralized grievance redress system set up by SEBI to capture investor complaints against listed companies. The "SCORES" website of SEBI for redressing the grievances of the Investors is being visited at regular intervals by the Company Secretary and there are no pending complaints registered with SCORES for the Financial Year ended on March 31, 2024.

The Chairman of the Committee, Mr. Jose Vailappallil Joseph, had not attended the last Annual General Meeting of the Company, which was held on September 18, 2023 due to medical reasons.

### Name and Designation of Compliance Officer

Mr. Deepak Sharma (Mem. No. A48707) was appointed as Company Secretary and Compliance Officer with effect from February 10, 2024.

Ms. Divya Jajoo (Mem. No. A40584) ceased to be a Company Secretary and Compliance Officer with effect from February 10, 2024.

The details of shareholders' complaints received and disposed off, after the listing of shares of the Company, during the year under review are as under:

Number of Investor Complaints	Particulars
Pending at the beginning of the financial year	0
Received during the financial year	0
Disposed off during the financial year	0
Pending at the end of the financial year	0

### RISK MANAGEMENT COMMITTEE

The constitution and the terms of reference of the Risk Management Committee ("RMC") are in compliance with Regulation 21 of the Listing Regulations. The Committee comprises of Six (6) directors with Independent Director being the Chairman of the Committee. The Company Secretary and Compliance Officer, acts as Secretary to the Committee

The Risk Management Committee is responsible for formulation, monitoring and overseeing the implementation of a risk management policy which inter-alia shall include risk identification, evaluation, mitigation, control process for such risks and business continuity plan. Further, the Committee also evaluates the adequacy of risk management systems and is responsible for monitoring and reviewing risk management policy of the Company by reviewing the changing industry dynamics and evolving complexity. The Risk Management Committee comprising of Board members to identify various risks that the Company is expose to and framework, implementation and monitoring the risk management plan for the Company. The details of the Risk Management Committee are also available on the website of the Company <https://manoramagroup.co.in/investors-corporate-governance>.

### Terms of Reference

- To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

### Composition and Attendance

The Risk Management Committee met 4 (Four) times during the Financial Year 2023-24 on May 09, 2023, August 05, 2023, November 09, 2023 and February 10, 2024.

The composition and attendance of Committee members during the Financial Year 2023-24 are given below:

Name of Members	Designation	Category	No. of meetings	
			Held	Attended
Mr. Nipun Sumanlal Mehta	Chairman	Non-Executive Independent Director	4	4
Mrs. Vinita Ashish Saraf	Member	Non-Executive Non-Independent Director	4	4
Mr. Jose Vailappallil Joseph	Member	Non-Executive Independent Director	4	4
Mr. Mudit Kumar Singh	Member	Non-Executive Independent Director	4	4
Mr. Gautam Kumar Pal	Member	Executive Director	3	3
Mr. Ashok Jain	Member	Executive Director	3	3

### CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Company has constituted a Corporate Social Responsibility Committee as required under Section 135 of the Companies Act, 2013. The Committee comprises of 4 (Four) directors, three (3) being Non-Executive Independent Director and one (1) Non-Executive Non Independent Director. The Chairperson of the Committee is an Independent Director. The Company Secretary and Compliance Officer, acts as Secretary to the Committee.

The Committee is primarily responsible for formulating and recommending to the Board a Corporate Social Responsibility (CSR) policy and monitoring the same. The Committee also reviews and monitors the CSR projects and expenditure undertaken by the Company. The Corporate Social Responsibility Committee assists the Board in effectively discharging the Company's corporate social responsibilities. The details of the CSR activities are provided in the Annexure- IV to the Directors' Report. The details of CSR committee are also available on the website of the Company at <https://manoramagroup.co.in/investors-corporate-governance>. The Company has formed a CSR Policy which is available on the website of the Company at <https://manoramagroup.co.in/investors-policies>.

### Terms of Reference

- Formulate CSR policy, inter-alia in compliance with the Section 135 of the Companies Act, 2013 and Schedule VII thereof and the Companies (Corporate Social Responsibility Policy) Rules 2014.
- Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely :-
  - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - the manner of execution of such projects or programmes as specified in sub-rule (1) of Rule 4 of Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021;
  - the modalities of utilisation of funds and implementation of schedules for the projects or programmes;
  - monitoring and reporting mechanism for the projects or programmes; and
  - details of need and impact assessment, if any, for the projects undertaken by the Company.
- Identify and recommend to the Board, from time to time, the activities/ projects in line with such CSR policy and seek its approval for expenditure thereon, from the Board of Directors of the Company.
- Put and institute the transparent monitoring mechanism to review the implementation status of each activities/ project.
- Recommend to the Board, modifications to the CSR policy as and when required.
- Formulate a CSR Management Committee, if required to monitor the approved CSR activities, spending thereon from time to time with a robust and transparent governance structure to oversee the implementation of CSR Policy.
- Recommend to the Board the method of spending the unspent CSR expenditure for a particular financial year to a Fund under Schedule VII as per Section 135(5) of the Companies Act 2013.

### Composition and Attendance

The Corporate Social Responsibility Committee met 1 (One) time during the financial year 2023-24 on May 09, 2023.

The composition and attendance of Committee members during the financial year 2023-24 are given below:

Name of Members	Designation	Category	No. of meetings	
			Held	Attended
Mr. Mudit Kumar Singh	Chairman	Non-Executive Independent Director	1	1
Mrs. Vinita Ashish Saraf	Member	Non-Executive Non-Independent Director	1	1
Mr. Jose Vailappallil Joseph	Member	Non-Executive Independent Director	1	1
Mr. Ashish Bakliwal	Member	Non-Executive Independent Director	1	1

## FINANCE AND OPERATIONS COMMITTEE

The Board has constituted a committee with the name as "Finance and Operations Committee" at their meeting held on June 29, 2020 to carry conveniently the increased finance, banking and administrative operations of the Company.

### Terms of Reference

1. Review the Company's financial policies, banking arrangements, working capital and cash flow management and make such reports and recommendations to the Board with respect thereto as it may deem advisable.
2. Exercise all powers to borrow monies (otherwise than by issue of debentures or preference shares) within the limits approved by the Board and taking necessary actions connected therewith including refinancing for optimisation of borrowing costs.
3. Giving of guarantees/issuing letters of comfort/ providing securities within the limits approved by the Board.
4. Borrow monies by way of loan for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes including working capital requirements and possible strategic investments within the limits approved by the Board.
5. Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board.
6. Approve opening, closure, change of signatories and operation of current accounts with banks.
7. Carry out any other function as mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.
8. Other transactions or financial issues that the Board may desire to have reviewed by the Finance and Operations Committee.
9. Delegate authorities from time to time to the executives/ authorized persons to implement the decisions of the Committee.
10. Regularly review and make recommendations about changes to the charter of the Committee.
11. To authorize the officials on behalf of the Board to appear or represent the Company before any court/ statutory authority/ local body or any government and regulatory authority as may be required for license/renewal/any regulatory submission and documentation and other general authorization to person to carry out the same.

### The composition of the Committee is as follows:

The Finance and Operations Committee met 12 (Twelve) times during the financial year 2023-24 on April 10, 2023, April 22, 2023, May 4, 2023, July 1, 2023, August 3, 2023, September 26, 2023, October 16, 2023, December 1, 2023, December 29, 2023, January 4, 2024, February 13, 2024 and March 5, 2024.

Name of Member	Designation	Category	No. of meetings	
			Held	Attended
Mr. Gautam Kumar Pal	Chairman	Managing Director	12	12
Mrs. Vinita Ashish Saraf	Member	Non-Executive Non-Independent Director	12	12
Mr. Shrey Ashish Saraf	Member	Whole Time Director	12	12
Mr. Ashok Jain	Member	Whole Time Director and CFO	12	12

### PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The criteria for performance evaluation of directors, Board etc. cover the areas relevant to the functioning of Independent Directors such as preparation, participation, conduct and effectiveness. The Board evaluation for financial year 2023-24 was completed and summary of findings and recommendations were discussed by the Directors.

The Board has put in place a mechanism for evaluation of its own performance and performance of its Committees and individual directors. The evaluation of the Board, Committees, Directors and Chairperson of the Board was conducted based on the evaluation parameters, such as Board composition and structure, effectiveness of the Board, participation at meetings, domain knowledge, awareness and observance of governance, etc. Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual Performance Evaluation was carried out during the Financial Year 2023-24.

A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Board who were evaluated on parameters such as guidance/ support to Management outside Board/ Committee meetings, degree of fulfillment of key responsibilities, effectiveness of meetings etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The Performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

## REMUNERATION OF DIRECTORS

The Company's philosophy for remuneration of Directors, Key Managerial Personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Nomination & Remuneration Policy to determine the compensation structure of the Executive/Non-Executive Directors. The Policy is intended to set out specific criteria to pay equitable remuneration to the Directors, Key Managerial Personnels (KMPs), Senior Management Personnels (SMPs) and other employees of the Company in consonance with the existing industry practice and aims at attracting and retaining high calibre talent. Remuneration of Directors is based on various factors like Company's size, global presence, economic and financial position and Directors' participation in Board and Committee meetings, and is determined by the Board, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders, wherever required. All remuneration, in whatever form, payable to Senior Management are also recommended by this Committee.

The revision in remuneration, if any, is also recommended by the Nomination and Remuneration Committee to the Board for its consideration by taking into account their individual performance and as well performance of the Company in a year under review.

### Remuneration paid to Executive Directors:

#### a) All elements of the remuneration package of all executive directors are as follows:

(Amount in Rs.)

Particulars	Shrey Ashish Saraf Executive Director (Rs.)	Gautam Kumar Pal Managing Director (Rs.)	Ashok Jain Executive Director (Rs.)
Basic Salary	4200000	5100000	3900000
PF Employer Contribution	0	0	0
Gratuity Provision	0	0	0
House Rent Allowance	0	0	0
Position Allowance	0	0	0
<b>Total Fixed Salary</b>	<b>4200000</b>	<b>5100000</b>	<b>3900000</b>
Other Benefits and Perquisites	0	0	0
Incentive / Variable Pay	0	1000000	0
Stock Options			
Service contracts, notice period, severance fees	0	0	0

### Remuneration paid to Non Executive Directors:

The Non-Executive Independent Directors and Non-Executive Non-Independent Director are paid sitting fees for each meeting of the Board or Committees of Board attended by them. The actual out of pocket expenses incurred for attending meetings of the Board or a Committee thereof and other Company related expenses are borne by the Company, from time to time. The Non-Executive Directors do not have any material pecuniary relationship or transactions with the Company and any of its Non-Executive Directors. The Non-Executive Directors are not entitled to any stock options.

The sitting fees paid during the financial year 2023-24 to the Non-Executive Independent Directors for attending the Board and Committee Meetings for the year 2023-24, are as follows:

Name of the Director	Sitting Fees (in Rs)
Mrs. Vinita Ashish Saraf	170000
Mr. Jose Vailappallil Joseph	170000
Mr. Nipun Sumanlal Mehta	170000
Mr. Mudit Kumar Singh	160000
Ms. Veni Mocherla	150000
Mr. Ashish Bakliwal	120000

- No remuneration by way of commission to the Non-Executive Directors was proposed for the financial year 2023-24.
- The criteria for making payment to Executive and Non-Executive Directors has also been posted on the Company's website and can be accessed at <https://manoramagroup.co.in/investors-policies>.
- The Independent Directors shall not be entitled to stock options.

### GENERAL BODY MEETINGS

#### i) Details of last three Annual General Meetings of the Company held as under:

Date	Time	Whether Special Resolution Passed or not	Special Resolutions passed	Location
September 29, 2021	04:00 PM	Yes	<ol style="list-style-type: none"> <li>Approval of Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021")</li> <li>Approval for extension of Manorama Industries Limited Employee Stock Option Plan 2021 ("MIL ESOP 2021") to the employees of group company including existing and future subsidiary company(ies), associate company, whether in India or outside India.</li> </ol>	Through Video Conferencing / Other Audio Visual Means. The venue of the meeting shall be deemed to be the Registered office of the Company at Office No. 403, 4th Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059.
September 19, 2022	02:00 PM	No	--	Through Video Conferencing / Other Audio Visual Means. The venue of the meeting shall be deemed to be the Registered office of the Company at Office No. 403, 4th Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059.
September 18, 2023	03:00 PM	No	--	Through Video Conferencing / Other Audio Visual Means. The venue of the meeting shall be deemed to be the Registered office of the Company at Office No. 403, 4th Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059.

## ii) POSTAL BALLOT:

During the financial year 2023-24, under Section 110 of the Companies Act, 2013 read with Companies Management and Administration Rules, 2014, the Company has passed the following Resolutions by postal ballot:

### Postal Ballot Event 1:

To consider and approve the re-appointment of Mr. Ashish Bakliwal (DIN: 05149608) as an Independent Director of the Company for a further period of 2 years.

Date of Postal Ballot Notice: June 21, 2023

Date of Declaration of Result: July 24, 2023

Voting Period: June 22, 2023 to July 21, 2023

### Postal Ballot Event 2:

To consider and approve the re-appointment of Ms. Veni Mocherla (DIN: 08082163) as an Independent Director of the Company for a further period of 3 years.

Date of Postal Ballot Notice: November 09, 2023

Date of Declaration of Result: December 18, 2023

Voting Period: November 17, 2023 to December 16, 2023

### Postal Ballot Event 3:

1. To approve the sub-division of existing 1 (one) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 5 (five) Equity Shares of face value of Rs. 2/- (Rupees Two only) each fully paid up.
2. To approve alteration of capital clause of Memorandum of Association of the Company.

Date of Postal Ballot Notice: January 15, 2024

Date of Declaration of Result: February 14, 2024

Voting Period: January 16, 2024 to February 14, 2024

## PROCEDURE FOR POSTAL BALLOT:

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided only electronic voting (e-voting) facility to all its Members.

For this purpose, the Company had engaged the services of Link Intime India Private Limited. Postal Ballot notice was sent by email to members who had registered their email addresses with the Company/RTA/Depositories.

The last date of e-voting was the date on which the resolution would be deemed to have been passed if approved by the requisite majority.



## **DISCLOSURES**

### **Related party transactions**

During the year 2023-24, the Company has entered into materially significant related party transaction. The details of related party transactions are disclosed at Note No. 28 in the Notes to the Financial Statements. A copy of the policy on dealing with related party transactions is available on the Company's website at <https://www.manoramagroup.co.in/investors-policies>

### **Compliances by the Company**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets.

### **Whistle Blower Policy / Vigil Mechanism**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy and has established the necessary Vigil Mechanism for Directors and employees to report to the management instances of illegal activities, unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee during the Financial Year under review. The Whistle Blower Policy is available on the Company's website at <https://www.manoramagroup.co.in/investors-policies>.

### **Compliance with Mandatory Requirements of the Listing Regulations**

The Company is fully compliant with Listing Regulations and there are no such non-compliances to report.

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

### **Compliance with non-mandatory requirements**

The Company also strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) read with Part E of Schedule II of Listing Regulations is as under:

1. The Chairperson of the Company is a Non-Executive Director and all the expenses are reimbursed incurred in performance of her duties. The Chairperson is not related to the Managing Director as per the definition of the term "relative" defined under the Companies Act, 2013
2. The audit report on the Company's Financial Statements for the year ended March 31, 2024 is unmodified.
3. Your Company follows a robust process of communicating with the shareholders which have been elaborated in the Report under the heading "Means of Communication".
4. The quarterly and half yearly financial results are submitted to Stock Exchanges, published in newspapers and posted on the Company's website and are not sent to the shareholders separately.
5. The Internal Auditors of the Company report directly to the Audit Committee and are invited to be present as invitees at the Audit Committee meetings.

### **Disclosure of Accounting Treatment**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

### **Web link where policy for determining 'material' subsidiaries is disclosed.**

The web link for the policy of determining 'material' subsidiary is available on the website of the Company at <https://manoramagroup.co.in/investors-policies>.

### **Details of utilization of funds raised through preferential allotment as specified under Regulation 32 (7A).**

During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations.

### **Recommendation of Committees not accepted by Board.**

There are no recommendations of the Committees that are not accepted by the Board of Directors of the Company.

### **Fees paid to Statutory Auditors**

During the financial year ended March 31, 2024, the Company has paid Rs. 10,00,000/- (Ten lakhs only) towards fees for statutory audit, to the Statutory Auditors of the Company, namely - M/s. O P Singhanian and Company, Chartered Accountants (Registration No. 002172C).

### **Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The objective of this policy is to lay clear guidelines and provide right direction in case of any reported incidence of sexual harassment across the Company's offices and take appropriate decision in resolving such issues. An Internal Complaints Committee (ICC) has been set up to redress the complaints received regarding sexual harassment.

During the year under review, no complaints with respect to Sexual harassment were received by the committee.

### **MEANS OF COMMUNICATION**

- The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual results along with Limited Review Report/Auditors' Report & announces results to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) where the shares/stocks of the Company are listed.

The aforesaid results published normally in Financial Express and Loksatta are also displayed on the Company's website at [https://manoramagroup.co.in/investors-company-announcements#newspaper\\_publications](https://manoramagroup.co.in/investors-company-announcements#newspaper_publications).

- The results are published in the following newspapers:

Financial Express (English Edition) and Loksatta (Marathi Edition)

- Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on the Company's website.
- The Company's website contains a separate dedicated section '**Investors**'. It contains comprehensive database of information of interest to our investors including the Financial Results and Annual Report of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered/ facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as called for in terms of Regulation 46 of the Listing Regulations is provided on Company's website and the same is updated regularly.
- Annual Report containing, inter alia, Audited Annual Accounts, Board's Report, Auditors' Report and other important information is circulated to Member and others entitled thereto. The Management Discussion and Analysis Report and Business Responsibility and Sustainability Report forms part of the Annual Report and is displayed on Company's website.

- Quarterly shareholding pattern was filed with BSE and NSE through BSE Listing Center and NSE NEAPS Portal. They are also displayed on the Company's website under the 'Investors' section.
- The Company has also designated the email-id: cs@manoramagroup.co.in exclusively for investor servicing.

### GENERAL SHAREHOLDERS' INFORMATION

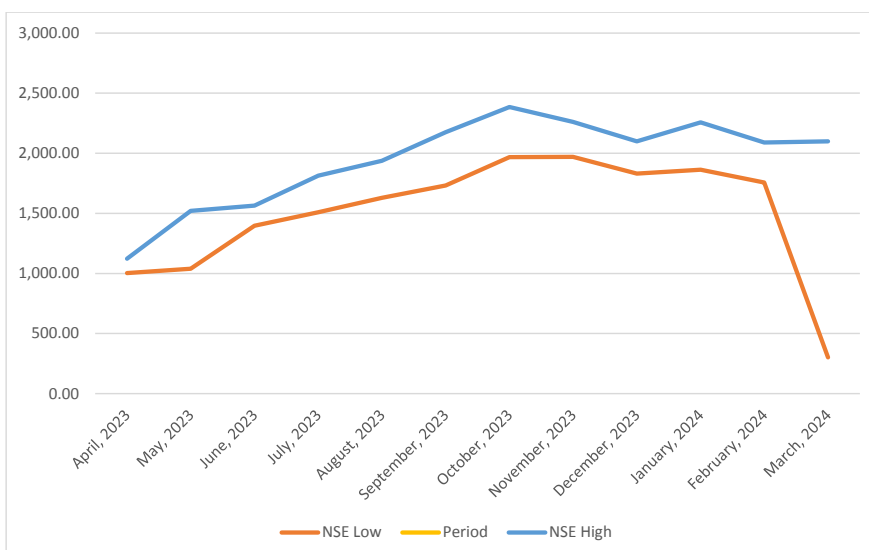
CIN	: L15142MH2005PLC243687
Registered office Address	: Office No. 701, 7 <sup>th</sup> Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra - 400 059. (w.e.f. August 01, 2024)
Date, Time and Venue of Annual General Meeting	: Tuesday, September 03, 2024 through Video Conferencing("VC")/Other Audio Visual Means facility ("OAVM"). Deemed Venue for Meeting: Registered Office: Office No. 701, 7 <sup>th</sup> Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra - 400 059
Financial year	: April 1, 2023 to March 31, 2024
Results for quarter ending (Tentative)	June 30, 2024: On or before August 14, 2024 September 30, 2024: On or before November 14, 2024 December 31, 2024: On or before February 14, 2025 March 31, 2025: On or before May 30, 2025.
Book closure dates	: Wednesday, August 28, 2024 to Tuesday, September 03, 2024 (Both days inclusive)
Dividend Payment Date	: Within 30 days from AGM
Listing on Stock Exchanges	: The Equity Shares of the Company are listed on: 1. BSE Limited (BSE) Phiroze Jeejeeboy Towers, Dalal Street, Fort, Mumbai- 400 001. 2. National Stock Exchange of India Limited ("NSE") Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051.
Stock Code	: The BSE Scrip code of equity shares is 541974. The NSE Symbol of equity shares is MANORAMA.
ISIN	: INE00VM01036
Listing Fees	: Annual listing fees for the year 2024-25 (as applicable) have been paid by the Company to the Stock Exchanges i.e, NSE and BSE.

The Equity Shares of the Company have not been suspended from trading on the Stock Exchanges or by any Regulatory/ Statutory Authority.

### Market Price Data and performance in comparison to broad based indices

Month (2023-24)	BSE				
	High Price (Rs.)	Low Price (Rs.)	Closing Price (Rs.)	Volume (No. of shares)	BSE Sensex Closing
April, 2023	1,159.15	1,003.65	1,104.10	8,506	61,112.44
May, 2023	1,512.00	1,035.65	1,499.00	69,770	62,622.24
June, 2023	1,570.80	1,376.00	1,522.45	9,247	64,718.56
July, 2023	1,809.70	1,525.10	1,675.15	17,013	66,527.67
August, 2023	1,937.60	1,605.00	1,900.30	32,637	64,831.41
September, 2023	2,175.00	1,734.60	2,057.55	28,947	65,828.41
October, 2023	2,399.95	1,969.55	2,156.40	28,101	63,874.93
November, 2023	2,307.95	1,991.00	2,041.35	12,792	66,988.44
December, 2023	2,094.10	1,841.00	1,899.95	14,017	72,240.26
January, 2024	2,251.50	1,861.00	1,870.70	47,565	71,752.11
February, 2024	2,088.30	1,750.30	1,975.20	41,351	72,500.30
March, 2024	2,138.00	289.40	399.15	1,73,524	73,651.35

Month (2023-24)	NSE				
	High Price (Rs.)	Low Price (Rs.)	Closing Price (Rs.)	Volume (No. of shares) (In Lakhs)	NSE Nifty Closing
April, 2023	1,122.60	1,002.15	1,101.95	0.73	18,065.00
May, 2023	1,520.00	1,040.00	1,489.80	4.50	18,534.40
June, 2023	1,563.95	1,397.00	1,533.65	1.46	19,189.05
July, 2023	1,813.90	1,510.00	1,675.50	1.21	19,753.80
August, 2023	1,937.60	1,630.00	1,901.30	2.20	19,253.80
September, 2023	2,174.80	1,732.00	2,083.30	2.40	19,638.30
October, 2023	2,384.95	1,968.35	2,153.20	1.88	19,079.60
November, 2023	2,260.05	1,970.10	2,055.80	2.03	20,133.15
December, 2023	2,100.00	1,831.00	1,897.55	2.06	21,731.40
January, 2024	2,258.00	1,864.00	1,871.75	4.93	21,725.70
February, 2024	2,088.85	1,756.00	1,975.20	3.57	21,982.80
March, 2024	2,099.00	301.55	398.35	26.20	22,326.90



### Registrar and Transfer Agent (RTA)

All work related to Share Registry, both in physical and electronic form, are handled by the Company's Registrar and Share Transfer Agent, whose name and contact details are as given below:

Link Intime India Private Limited

C 101, 247 Park, L B S Marg,

Vikhroli West, Mumbai- 400 083

Tel: +91 22 4918 6000

Fax: +91 22 4918 6060

e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

### Share Transfer System

During the year under review, RTA of the Company ensured compliance with all the procedural requirements with respect to transfer, transmission and transposition of shares and formalities with respect to name deletion, sub-division, consolidation, renewal, exchange and endorsement of share certificates.

SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/its RTA are not accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation. However, investors are not barred from holding shares in physical form.

Transfers in electronic form are much simpler and quicker as the shareholders have to approach their respective depository participants and the transfers are processed by NSDL/ CDSL, as the case may be, with no requirement of any separate communication to be made to the Company.

### Shareholding Pattern as on March 31, 2024

Category Code	Category of shareholder	No. of Shareholders	Total no. of Shares	As a percentage of (A+B+C) (%)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
(1)	Indian	3	3,41,24,015	57.26
(2)	Foreign	0	0	0
	<b>Total Shareholding of promoter and Promoter Group</b>	<b>3</b>	<b>3,41,24,015</b>	<b>57.26</b>
<b>(B)</b>	<b>Public Shareholding</b>			
(1)	Institutions	14	30,22,995	5.08
(2)	Non Institutions	14,262	2,24,52,040	37.66
	<b>Total Public Shareholding</b>	<b>14,276</b>	<b>2,54,75,035</b>	<b>42.74</b>
<b>(C)</b>	<b>Shares held by Custodians and against which the depository receipts have been issued</b>			
(1)	Promoter and Promoter Group	0	0	0
(2)	Public	0	0	0
	<b>TOTAL(A)+(B)+(C)</b>	<b>14,279</b>	<b>5,95,99,050</b>	<b>100</b>

### Distribution of Shareholding as on March 31, 2024

No. of Equity Shares held	No. of Shareholders	No. of Shares	% of total shares
1 – 500	12636	1046902	1.7566
501 – 1000	722	552137	0.9264
1001 – 2000	442	648963	1.0889
2001 – 3000	271	693316	1.1633
3001 – 4000	82	288609	0.4843
4001 – 5000	77	364420	0.6115
5001 – 10000	141	1036937	1.7399
10001 and above	171	54967766	92.2293

## Dematerialisation of shares

As at March 31, 2024, out of 5,95,99,050 number of equity shares, 5,95,95,550 equity shares, forming 99.99% of the Company's paid up capital is held in the dematerialised form with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and 3,500 equity shares are held in physical form. The Equity shares are frequently traded on BSE and NSE.

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

## Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity

The Company does not have any outstanding ADRs/GDRs/Warrants or any convertible instruments.

## Reconciliation of Share Capital Audit Report

Pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018, a Practicing Company Secretary shall carry out a Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

## Plant locations

Village Birconi, Near by IIDC Birconi, Paraswani Road, Dist. Mahasamund - 493445, Chhattisgarh, India

**Disclosures with respect to Loans and advances in the nature of loans to firms/ companies in which Directors are interested by name and amount:** NA

## CEO/CFO Certification

The certificate as required from the Managing Director and the Chief Financial Officer of the Company with regard to compliance in terms of Regulation 17(8) of the Listing Regulations as on March 31, 2024 has been annexed at the end of this report and marked as Annexure A. They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of the SEBI Listing Regulations.

## Code of Conduct

The Company has adopted the code of conduct for the Board of Directors and Senior Management Personnel. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code requires Directors and Employees to act honestly, fairly, ethically, with integrity and conduct themselves in professional, courteous and respectful manner. The code has been circulated to all the members of the Board and Senior Management Personnel and the same is available on the Company's website at [www.manoramagroup.co.in/investors-policies](http://www.manoramagroup.co.in/investors-policies). The Board members and senior management have affirmed their compliance with the code and a declaration signed by the Managing Director of the Company is enclosed herewith as Annexure B.

## Address for Correspondence

### Registered Office:

Office No. 403, MIDAS, Sahar Plaza, Andheri Kurla Road, Andheri East, Mumbai – 400059, Maharashtra. (till 31st July, 2024)

Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400059, India (w.e.f 01st August, 2024)

### Corporate Office:

F-6, Anupam Nagar, Raipur - 492 007

## Credit Rating

Pursuant to the provisions of Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of the instrument-wise ranking are as follows:

1. Based on the rating assessment undertaken by **India Ratings and Research Private Limited:**

Facilities/Instruments	Amount (in millions)	Rating	Rating Action
Fund-based working capital limit	INR 2,546.4	IND A-/Positive/IND A2+	Affirmed
Term loans	INR 649 (reduced from INR 673.8)	IND A-/Positive	Affirmed
Fund-based working capital limits	INR 623.60	IND A-/ Positive/IND A2+	Assigned
Proposed fund based Working limits	INR 80	IND A-/Positive/IND A2+	Assigned
Proposed non-fund Based working capital limit	INR 30	IND A2+	Assigned
Non-fund-based working capital limit	INR 70	IND A2+	Assigned

2. Based on the rating assessment undertaken by **Care Ratings Limited:**

Facilities/Instruments	Amount (in crores)	Rating	Rating Action
Long-Term bank facilities	74.90	CARE A-; Stable	Assigned
Long-Term bank facilities	325.00 (Enhanced from 50.00)	CARE A-; Stable	Reaffirmed

## Commodity Price Risk or Foreign Exchange Risk and hedging activities:

The Company is having adequate risk assessment and minimization system in place. The Company has foreign exchange risk as it deals in foreign currencies by importing and exporting of goods. However, to mitigate these risks the Company has a natural hedge against its imports and exports. Also, the Company enter into foreign exchange hedging contracts to hedge the exchange fluctuations.

**Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.**

The Company has obtained a certificate from Mehta & Mehta, Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority in accordance with Listing Regulations. Copy of the Certificate is attached as Annexure C.

## Compliance Certificate under SEBI Listing Regulations

M/s. Mehta & Mehta., Practicing Company Secretaries, Mumbai have verified the compliance of the Corporate Governance norms by the Company. Certificate issued by them in this regard is annexed hereto as Annexure D.

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

Place: Raipur  
Date: July 30, 2024

**Gautam Kumar Pal**  
Managing Director  
DIN: 07645652

**Ashok Jain**  
Whole Time Director  
DIN: 09791163

## Annexure A

# COMPLIANCE CERTIFICATE

(pursuant to Reg 17 (8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

To,  
The Board of Directors

May 12, 2024

**Manorama Industries Limited**

- A. We have reviewed Audited Financial Results of Manorama Industries Limited and the cash flow statement for the financial year ended on March 31, 2024 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- 1) significant changes in internal control over financial reporting during the year;
  - 2) there were no significant changes in accounting policies during the year
  - 3) there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Manorama Industries Limited**

Place: Raipur  
Date: May 12, 2024

**Gautam Kumar Pal**  
Managing Director  
DIN: 07645652

**Ashok Jain**  
Whole Time Director & Chief  
Financial Officer  
DIN: 09791163



## **Annexure B**

# **DECLARATION ON THE CODE OF CONDUCT**

Pursuant to Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This is to confirm that the Company has a Code of Conduct for its Board members and Senior Management Personnel, which is available on the Company's Website.

I hereby declare that all members of the Board and the Senior Management Personnel of the Company have affirmed compliances with the Code of Conduct as applicable to each one of them for the financial year ended March 31, 2024.

This Certificate is being given pursuant to Part D of Schedule V of the Listing Regulations as amended from time to time.

**Mr. Gautam Kumar Pal**  
**Managing Director**  
**DIN: 07645652**

**Place: Raipur**

**Date: May 12, 2024**

## Annexure C

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**MANORAMA INDUSTRIES LIMITED**

Office No. 403, 4th Floor, MIDAS,  
Sahar Plaza, Andheri Kurla Road,  
Andheri (East) Mumbai - 400059

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MANORAMA INDUSTRIES LIMITED** having **CIN L15142MH2005PLC243687** and having Registered office at Office No. 403, 4th Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri East Mumbai 400059 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1.	Vinita Ashish Saraf	00208621	25/03/2006
2.	Nipun Sumanlal Mehta	00255831	05/03/2021
3.	Mudit Kumar Singh	03276749	06/09/2021
4.	Ashish Bakliwal	05149608	01/05/2018
5.	Gautam Kumar Pal	07645652	10/01/2018
6.	Shrey Ashish Saraf	07907037	19/08/2019
7.	Veni Mocherla	08082163	22/12/2021
8.	Jose Vailappallil Joseph	08540226	19/08/2019
9.	Ashok Jain	09791163	15/11/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mehta & Mehta,  
Company Secretaries  
(ICSI Unique Code P1996MH007500)**

**Aditi Patnaik  
Partner  
ACS No: 45308  
CP No: 18186  
PR No: 3686/2023**

**Place: Mumbai  
Date: May 12, 2024**

**UDIN: A045308F000354859**

## Annexure D

# CERTIFICATE ON CORPORATE GOVERNANCE

To,  
**The Members,**  
**Manorama Industries Limited**  
**Office No. 403, 4th Floor, MIDAS,**  
**Sahar Plaza, Andheri Kurla Road,**  
**Andheri (East) Mumbai - 400059**

We have examined the compliance of conditions of Corporate Governance by **Manorama Industries Limited** (hereinafter referred as "Company") for the Financial year ended March 31, 2024 as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

We state that compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

**For Mehta & Mehta,**  
**Company Secretaries**  
**(ICSI Unique Code P1996MH007500)**

**Aditi Patnaik**  
**Partner**  
**ACS No: 45308**  
**CP No: 18186**  
**PR No: 3686/2023**

**Place: Mumbai**  
**Date: May 12, 2024**  
**UDIN: A045308F000354861**

# ANNEXURE IV

## **ANNUAL REPORT ON THE CSR ACTIVITIES PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014**

### **1. A brief outline of the Company's CSR policy:**

#### **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

Manorama Industries Limited ("Manorama" or "the Company") seeks to be a good corporate citizen in all aspects of its operations and activities. It is the Company's intent to make a positive difference to society. Along with sustained economic performance, environmental and social stewardship is also a key factor for holistic business growth. At Manorama, Corporate Social Responsibility ("CSR") is based on the belief that business sustainability is closely connected to the sustainable development of the communities that the business is a part of and the environment in which the business operates. It recognizes that it cannot do it all; so that if there are choices to be made, prioritization will be towards doing fewer projects with greater impact and focusing initiatives on communities in which the Company lives and operates. The Company's focus has always been to contribute to the sustainable development of society and the environment, and to make our planet more liveable for future generations.

The company may carry out any one or more of the CSR activities pursuant to section 135 of the Companies Act 2013 read with notified in Schedule VII and The Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, *inter-alia* the following: To fight against hunger, poverty and malnutrition; To promote health care including rehabilitation health; To promote education and enhance vocational skills especially among children, women and differently-abled persons; To facilitate rural development and slum area development.

However, the CSR Committee shall have authority to decide to carry out any other CSR activities within the purview of permissible activities under the Act from time to time.

### **2. Composition of CSR Committee as on March 31, 2024:**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Mudit Kumar Singh	Chairperson (Independent Director)	1	1
2	Mrs. Vinita Ashish Saraf	Member (Non-Executive Director)	1	1
3	Mr. Jose Vailappallil Joseph	Member (Independent Director)	1	1
4	Mr. Ashish Bakliwal	Member (Independent Director)	1	1

### **3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company-**

Particulars	Web-link
Composition of CSR committee	<a href="https://manoramagroup.co.in/investors-corporate-governance">https://manoramagroup.co.in/investors-corporate-governance</a>
CSR Policy	<a href="https://manoramagroup.co.in/investors-policies">https://manoramagroup.co.in/investors-policies</a>
CSR projects approved by the Board	No specific projects were approved during FY 2023-24. All CSR amount was spent under various heads as per Schedule VII of the Companies Act, 2013.

### **4. Provide the executive summary along with web link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable – Not applicable**

5. (a) **Average net profit of the Company as per section 135(5):** Rs. 3,460,05,400
- (b) **Two percent of average net profit of the Company as per Section 135(5):** Rs. 69,20,108
- (c) **Surplus arising out of the CSR projects, programmes, or activities of the previous financial years:** Nil
- (d) **Amount required to be set off for the financial year, if any:** Rs. 1,764
- (e) **Total CSR obligation for the financial year (5b+5c-5d):** Rs. 69,18,344

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - Rs. 69,18,344  
(b) Amount spent in Administrative Overheads – Nil  
(c) Amount spent of Impact Assessment, if applicable. – Nil  
(d) Total amount spent for the financial year – {(a)+(b)+(c)} - Rs. 69,18,344  
(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6). (in Rs.)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 69,18,344	Nil	Nil	Prime Minister's National Relief Fund (PMNRF)	Rs. 4,87,650	23/07/2024

(f) Details of CSR amount spent against other than ongoing projects for the financial year:

1. Sr. No.	2. Name of the Project/ Activities	3. Item from the list of activities in schedule VII to the Act.	4. Local area (Yes/ No).	5. Location of the project.		6. Amount spent for the project (in Rs.)	7. Mode of Implementation – Direct (Yes/ No)	8. Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Food distribution to poor and needy section of the society	Eradicating hunger, poverty, and malnutrition	Yes	Chhattisgarh	Mahasamund, Kondagaon and Buldhana	19,35,572	Yes	-	-
2	Food distribution to poor and needy section of the society	Eradicating hunger, poverty, and malnutrition	Yes	Chhattisgarh	Mahasamund, Kondagaon and Buldhana	11,00,000	No	Shivalaya Trust	CSR00063359
3	Study Learning kit to anganbadi student and Drawing competition.	Promoting education and livelihood enhancement	Yes	Chhattisgarh	Mahasamund, Kondagaon and Buldhana.	10,77,553	Yes	-	-
4	Construction of Girls hostel.	Promoting education and livelihood enhancement	Yes	Maharashtra	Buldhana	15,50,100	No	Shivalaya Trust (Rs. 13,25,000/-)	CSR00063359
	Drinking water facility for the Tribal student hostel.	Promoting education and livelihood enhancement	Yes	Odisha	Raygada,			Ramakrishna Mission (Rs. 2,25,100/-)	CSR00006101
5	Installation of Sanitary napkin Machine & refiling	Promoting healthcare including preventive health care	Yes	Chhattisgarh	Mahasamund	4,41,503	Yes	-	-
6	Bone Marrow Transplantation Machine	Promoting healthcare including preventive health care	Yes	Chhattisgarh	Raipur	12,35,000	No	Vedanta Medical Research Foundation (Rs. 10,00,000/-)	CSR00006163
	Ventilator			Delhi	Delhi			Ganesh Devi Foundation (Rs. 2,35,000/-)	
7	Plantation	Wildlife and Nature conservation	Yes	Chhattisgarh	Raipur and Mahasamund	80,975	Yes	-	-
8	Prime Minister's National Relief Fund (PMNRF)	Prime Minister's National Relief Fund (PMNRF) as specified in Schedule VII of the Act	-	-	-	4,87,650	Yes	-	-

(g) Excess amount for set off, if any: Nil

Sr. No	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per Section 135(5)	69,20,108
(ii)	Total amount spent for the Financial Year	69,18,344
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

- The Company has availed the set off of Rs. 1,764/- that was available from the excess amount spent on CSR activities during FY 2022-23.

7. Details of Unspent CSR amount for the preceding three financial years: Nil

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under sub section (6) of 135 (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs)	Date of transfer		
-	-	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in financial year:

No

If Yes, enter the number of Capital assets created/acquired:

Sr. No.	Short particulars of the property or assets(s) (including complete address and location of the property):	Pincode of the property or assets(s)	Date of creation	Amount of CSR amount spent	Details of the entity/authority/beneficiary of the registered owner		
					Amount (in Rs).	Amount (in Rs).	Date of transfer
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
<b>Not Applicable</b>							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): The unspent amount will be deposited in CSR specified funds within the statutory timeline.

For Manorama Industries Limited

Place: Raipur  
Date: May 12, 2024

Gautam Kumar Pal  
Managing Director  
DIN: 07645652

Ashok Jain  
Whole Time Director & Chief  
Financial Officer  
DIN: 09791163

## Annexure V

### FORM MR-3

#### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2024

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,  
The Members,  
**MANORAMA INDUSTRIES LIMITED**  
Office No. 403, 4th Floor, Midas,  
Sahar Plaza, Andheri Kurla Road,  
Andheri (East), Mumbai - 400059

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Manorama Industries Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct I statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment.

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the Company);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the Company);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(during the period under review not applicable to the Company);**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**
- (vi) The Food Safety and Standards Act, 2006;
- (vii) Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- (viii) Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- (ix) Food Safety and Standards (Laboratory and Sample Analysis) Regulations, 2011;
- (x) Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- (xi) Food Safety and Standards (Prohibition and Restrictions on Sales) Regulations, 2011;

(xii) Export (Quality Control and Inspection) Amendment Act, 1984;

(xiii) The Legal Metrology Act, 2009;

(xiv) Environment (Protection) Act, 1986;

We have examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board / Committee decisions were carried through requisite majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company had the following specific event / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- a. The members of the Company passed a resolution at its 18th Annual General Meeting to declare final dividend at Rs 2/- per equity share for the financial year ended March 31, 2023.
- b. Re-appointment of Mr. Ashish Bakliwal as an Independent Director of the Company for two (2) years effective from May 01, 2023 to April 30, 2025.
- c. Re-appointment of Ms. Veni Mocherla as an Independent Director of the Company for the second term of 3 (three) consecutive years.
- d. Sub-division of existing 1 (One) Equity Share of the company of face value of Rs.10/- each fully paid up into 5 (Five) Equity Shares of face value of Rs. 2/- each fully paid up ("Sub-divided shares"), with effect from such date as may be fixed for this purpose ("Record Date") i.e March 08, 2024.
- e. Alteration of Capital Clause of Memorandum of Association of the Company.

**For Mehta & Mehta,  
Company Secretaries  
(ICSI Unique Code P1996MH007500)**

**Aditi Patnaik  
Partner  
ACS No: 45308  
CP No.: 18186  
PR No.: 3686/2023**

**Place: Mumbai  
Date: May 12, 2024  
UDIN: A045308F000354837**

**Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.**



## Annexure A

To,  
The Members,

**MANORAMA INDUSTRIES LIMITED**

Office No. 403, 4th Floor, Midas,  
Sahar Plaza, Andheri Kuria Road,  
Andheri (East), Mumbai – 400059

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred in Secretarial Audit Report in Form MR-3, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Mehta & Mehta,  
Company Secretaries  
(ICSI Unique Code P1996MH007500)**

**Aditi Patnaik  
Partner  
ACS No: 45308  
CP No.: 18186  
PR No.: 3686/2023**

**Place: Mumbai  
Date: May 12, 2024  
UDIN: A045308F000354837**

## ANNEXURE VI

### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

**a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for 2023-2024:**

The median remuneration of employees of the Company during the FY 2023 – 2024 was **Rs. 3,98,607/-** and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is provided in the table below:

(Amount in Rs.)				
Sr. No.	Name of Director	Designation	Remuneration of Director for 2023-24	Ratio of Remuneration of each Director to Median Remuneration of employees for 2023-24
1.	Mrs. Vinita Ashish Saraf	Chairperson & Non-Executive Non-Independent Director	1,70,000.00	0.43
2.	Mr. Gautam Kumar Pal	Managing Director	61,00,000.00	15.55
3.	Mr. Shrey Ashish Saraf	Whole-time Director	42,00,000.00	10.71
4.	Mr. Ashok Jain	Whole-time Director & CFO	39,00,000.00	9.94
5.	Mr. Jose Vailappallil Joseph	Independent Director	1,70,000.00	0.43
6.	Mr. Nipun Sumanlal Mehta	Independent Director	1,70,000.00	0.43
7.	Mr. Mudit Kumar Singh	Independent Director	1,60,000.00	0.41
8.	Ms. Veni Mocherla	Independent Director	1,50,000.00	0.38
9.	Mr. Ashish Bakliwal	Independent Director	1,20,000.00	0.31
	<b>Total</b>		<b>1,51,40,000</b>	

**b. The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in the financial year:**

The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in 2023-24 is provided in the table below:

Sr. No.	Name of Director/KMP	Designation	% increase in Remuneration in 2023-24
1	Mrs. Vinita Ashish Saraf	Chairperson and Non- Executive Non-Independent Director	Nil
2	Mr. Gautam Kumar Pal	Managing Director	51%
3	Mr. Shrey Ashish Saraf	Whole-time Director	21%
4	Mr. Ashok Jain	Whole-time Director & Chief Financial Officer	47%
5	Mr. Deepak Sharma*	Company Secretary & Compliance Officer	Nil
6	Ms. Divya Jajoo*	Company Secretary & Compliance Officer	Nil

\*Ms. Divya Jajoo (Mem. No. A40584) ceased to be a Company Secretary and Compliance Officer with effect from February 10, 2024.

\*Mr. Deepak Sharma (Mem. No. A48707) appointed as Company Secretary and Compliance Officer with effect from February 10, 2024.

- c. The percentage increase in the median remuneration of employees in the financial year 2023-2024 is 15.79%
- d. The number of permanent employees on the rolls of the Company as on March 31, 2024 is 411.
- e. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:

During FY 2023-24, the average percentage increase in salary of the Company's employees, excluding the Key Managerial Personnel ('KMP') was 39%. The percentage increase in the remuneration of KMPs was 41.86%.

\*Mr. Deepak Sharma, Company Secretary and Compliance Officer of the Company was appointed on February 10, 2024 (F.Y. 2023-24). Therefore, Percentage Increase in Remuneration of KMP doesn't apply during the financial year under review.

- e. The remuneration is as per the remuneration policy of the Company.
- f. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Age	Qualification	Date of Employment	Designation/Nature of duties	Gross	Experience	Name of Previous Employer
Details of Top Ten Employee in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014							
Krish Bhaggan	56	PHD	01.01.2019	VP-R&D Product Development	1,67,75,659.00	22 Years	IOI Loders Crocklaan
Ashish Saraf	54	B.Com	02.05.2018	President	1,20,00,000.00	33 Years	-
Sten Andreas Appel	59	Chemical engineer	01.08.2021	VP (New & Existing Projects)	84,36,250.00	31 years	AAK & Alfa Laval
Gautam Kumar Pal	50	B. Tech	10.01.2018	Managing Director (from November 12, 2022)	61,00,000.00	22 Years	-
Deep Saraf	50	B.Com	02.05.2018	Vice- President	42,00,000.00	21 Years	-
Shrey Ashish Saraf	30	BBA	19.08.2019	Whole Time Director	42,00,000.00	7 Years	-
Ashok Kumar Jain	41	CA	02.04.2018	Whole Time Director & CFO	39,00,000.00	11 Years	-
Yogendra Puri Goswami	48	B.A.	15-03-2019	VP (Sales DOC)	33,00,000.00	24 Years	Kuber Grains & Spices Ltd.
V. Rajshekhar	66	Science Graduate MBA in Production Management	02.07.2014	Vice- President	24,20,000.00	31 Years	M/s Paras Vanaspati
Ritu Saraf	47	B.A.	01.04.2012	Manager	22,00,000.00	11 Years	-

**Gautam Kumar Pal**  
**Managing Director**  
**DIN: 07645652**

**Ashok Jain**  
**Whole Time Director**  
**DIN: 09791163**

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

**Place: Raipur**  
**Date: July 30, 2024**

## ANNEXURE VII

**AS PER THE DISCLOSURE REQUIREMENT SPECIFIED UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND SECTION 62(1)(b) OF THE COMPANIES ACT, 2013 READ WITH RULE 12(9) OF THE COMPANIES (SHARE CAPITAL & DEBENTURES) RULES, 2014, THE FOLLOWING INFORMATION IS DISCLOSED WITH RESPECT TO EMPLOYEE STOCK BENEFIT PLANS.**

Details of ESOP	MIL Stock Option Plan 2021 (MIL ESOP 2021)
1. The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	There is no material change in the scheme during the year under review. Refer to the Board's Report, page 63 of the Annual Report for FY 2024.
2. Further, the following details, inter alia, shall be disclosed on the Company's website and a web-link thereto shall be provided in the report of Board of Directors.	
A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.	Disclosed in Notes to Accounts - Note 10 to Standalone Financials for the year ended March 31, 2024, page 168 of the Annual Report. (Disclosures are provided in accordance with Ind AS 102-Share based payment)
B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Refer page 151 of the Annual Report for disclosure of Diluted EPS at standalone level. (Disclosures are provided in accordance with Ind AS 33- Earnings Per Share)
<b>C. Details of the ESOP</b>	
<b>I. Description of each ESOP that existed at any time during the year</b>	
(a) Date of shareholder's approval	September 29, 2021
(b) Total number of options approved under ESOP	11,91,980
(c) Vesting requirements	Option shall vest as follows: 08-02-2023: 25% 08-02-2024: 25% 08-02-2025: 25% 08-02-2026: 25%
(d) Exercise price or pricing formula (Rs.)	Rs. 236.20/- per option (per share).
(e) Maximum term of options granted (years)	For Vesting Options: maximum period of 4 (Four) years in equal instalments. For Exercise Options: Maximum period of 3 months from the date of vesting of the Options.
(f) Source of shares (Primary, Secondary or combination)	Primary
(g) Variation in terms of options	No variation
<b>II. Method used to account for ESOP</b>	Intrinsic Value Method as per IND AS 102
<b>III. Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.</b>	The value of such employee benefit for the year ended for March 31, 2024 is not material
<b>IV. Option Movement during the year:</b>	
(a) Number of Options Outstanding at the beginning of the year	78000
(b) Number of Options Granted during the year	NIL
(c) Number of Options Forfeited / lapsed during the year	5000
(d) Number of Options Vested but not exercised during the year	18250
(e) Number of Options Exercised during the year	NIL
(f) Total number of shares arising as a result of exercise of options	NIL
(g) Money realised by exercise of options (Rs.)	NIL
(h) Number of options Outstanding at the end of the year	54750
(i) Number of Options exercisable at the end of the year	54750
<b>V. Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.</b>	<b>Weighted-average exercise prices -</b> Rs. 236.20/- <b>Weighted-average fair values of options -</b> Rs. 361.73/-

Details of ESOP	MIL Stock Option Plan 2021 (MIL ESOP 2021)
<b>VI. Employee-wise details of options granted during the financial year 2023-24 to:</b>	The Company has not granted any options under the scheme during the FY 2023-24
(a) Senior Managerial Personnel.	Nil
(b) Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	Nil
(c) Identified employees who were granted options, during any one year, equal to or exceeding 1 per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil
<b>VII. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</b>	
(a) the weighted-average values of share price	Rs. 361.73/-
exercise price	Rs. 236.20/-
expected volatility	75%
expected option life	4 years
expected dividends	0.50%
the risk-free interest rate	6.50%
and any other inputs to the model	-
(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	Black –Scholes Method
(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The expected volatility reflects the assumptions that the historical volatility over a period similar to the life of the option is indicative of future trends, which may not necessarily be the actual outcome.
(d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	No other feature has been considered for fair valuation of option except as mentioned in the points above.
D. Details related to ESPS	N.A.
E. Details related to SAR	N.A.
F. Details related to GEBS / RBS	N.A.
G. Details related to Trust	N.A.

\*The Board of Directors of the Company at their meeting held on January 15, 2024 approved sub-division of existing Equity Shares of the Company in the ratio of 1:5 and the same was also approved by the members through postal ballot on February 14, 2024. Every 1 (one) equity share of the Company having face value of Rs. 10/- each (Rupees Ten only) has been sub-divided into 5 (five) equity shares having face value of Rs. 2/- each (Rupees Two only) w.e.f. Friday, March 08, 2024 i.e, the record date for sub-division.

Manorama Industries Limited Employees Stock Option Plan 2021 (MILESOP 2021) was approved by the shareholders of the Company on 29th September, 2021. In accordance with the plan the Nomination and Remuneration Committee of the Company on 08/02/2022 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. Rs. 236.20 (Previous Year Rs. 1181)

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

**Place: Raipur**  
**Date: July 30, 2024**

**Gautam Kumar Pal**  
**Managing Director**  
**DIN: 07645652**

**Ashok Jain**  
**Whole Time Director**  
**DIN: 09791163**

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT 2023-24

## SECTION A : GENERAL DISCLOSURES

### I. Details of the listed entity.

1	<b>Corporate Identity Number (CIN) of the Company Listed Entity</b>	L15142MH2005PLC243687
2	<b>Name of the Listed Entity</b>	MANORAMA INDUSTRIES LIMITED
3	<b>Year of incorporation</b>	09-08-2005
4	<b>Registered office address</b>	Office No. 701, 7 <sup>th</sup> Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra, 400059, India
5	<b>Corporate address:</b>	F-6, Anupam Nagar, Raipur, Chhattisgarh, 492007, India
6	<b>E-mail:</b>	cs@manoramagroup.co.in
7	<b>Telephone:</b>	0771-2283071
8	<b>Website:</b>	www.manoramagroup.co.in
9	<b>Financial year for which reporting is being done:</b>	FY 2023-24
10	<b>Name of the Stock Exchange(s) where shares are listed:</b>	BSE Limited and National Stock Exchange of India Limited
11	<b>Paid-up Capital in Rs.:</b>	Rs. 11,91,98,100
12	<b>Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report</b>	Mr. Gautam Kumar Pal Managing Director Email ID :gautam@manoramagroup.co.in , Contact No : 0771-2283071
13	<b>Reporting boundary - Are the disclosures under this report made on a standalone basis(i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). :</b>	The disclosures are being made for the Indian entity on standalone basis.
14	<b>Name of assurance provider</b>	Not applicable for year under review
15	<b>Type of assurance obtained</b>	Not applicable for year under review

### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover):

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Specialty Fats and Butter	98.34 %

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S.No.	Product/Service	NIC Code	% of total Turnover contributed
1	Specialty fats and Butter	1040	78.30%
2	Deoiled Cake	1040	21.70%

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1	4	5
International	0	0	0

**19. Markets served by the entity:**

a	<b>Number of locations</b>	
	<b>Locations</b>	<b>Number</b>
	National (No. of States)	19
	International (No. of Countries)	26
b.	What is the contribution of exports as a percentage of the total turnover of the entity? Exports Turnover in FY 2023-24 is 57% of Total Turnover.	
c	<b>A brief on types of customers</b> Manorama is a leading manufacturer and exporter of Sal, Mango and Shea based specialty Fats and Butter and Cocoa Butter Equivalent (CBE). The major customers are industrial consumers those who are engaged in manufacturing of Confectionery, Chocolate, Food, Cosmetic, Cattle feed and Soap industry.	

**IV. Employees**
**20. Details as at the end of Financial Year: 31-03-2024**
**a. Employees and workers (including differently abled):**

S.No.	Particulars	Total(A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	411	383	93.19	28	6.81
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D+E)	411	383	93.19	28	6.81
<b>Note : -</b> Those 28 female employees has deputed in Raipur Head office.						
<b>WORKERS</b>						
4.	Permanent (F)	0	0	0	0	0
5.	Other than Permanent (G)	120	120	100	0	0
6.	Total Workers (F+G)	120	120	100	0	0

**b. Differently abled Employees and workers:**

S.No.	Particulars	Total(A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent(D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D+E)	0	0	0	0	0
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent(F)	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0
6.	Total workers (F+G)	0	0	0	0	0

**21. Participation/Inclusion/Representation of women**

Particulars	Total(A)	No. and percentage of Females	
		No.(B)	%(B/A)
Board of Directors	9	2	22.2
Key Management Personnel	1	0	0

**Note :** KMP as defined under the provisions of The Companies Act, 2013

22. Turnover rate for permanent employees and workers (need in Percentage)

Particulars	FY2023-24 (Turnover rate in current FY)			FY2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	0.98	0	0.98	4	0	4	4	0	4
Permanent Workers	0	0	0	2	0	2	2	0	2

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	NA	NA	NA	NA

VI. CSR Details

24. i. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

ii. Turnover (in Rs.): 4570800662.00

iii. Networth (in Rs.): 3370079475.00

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct :

Stakeholder group from whom complaint is received	Grievance Mechanism (If Yes, then provide web-link for grievance redress policy)	Redressal Place(Yes/No)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, <a href="https://manoramagroup.co.in/investors-policies">https://manoramagroup.co.in/investors-policies</a> community members can submit a formal application to the Company highlighting their grievances.	https://manoramagroup.co.in/investors-policies	0	0	Nil	0	0	Nil
Investors (other than share holders)	Yes, <a href="https://manoramagroup.co.in/investors-policies">https://manoramagroup.co.in/investors-policies</a> Company provides open communication channels to all investors to raise their queries/complaints against the Company. A designated official of the Company is allocated to look into the grievances of the investors	https://manoramagroup.co.in/investors-policies	0	0	Nil	0	0	Nil



Stakeholder group from whom complaint is received	Grievance Mechanism Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Shareholders.	Yes, <a href="https://manoramagroup.co.in/investors-policies">https:// manoramagroup.co.in/investors-policies</a> the Company attends shareholders' grievances/ correspondences expeditiously and has in place a grievance redressal mechanism. The website of the Company also has an exclusive section for Shareholders where all the information relating to the Company including exchange filings are uploaded. Further, a designated official of the Company is allocated for correspondences with the shareholders and their queries.	0	0	Nil	1	0	Complaint resolved
Employees and workers	yes, <a href="https://manoramagroup.co.in/investors-policies">https://manoramagroup.co.in/investors-policies</a> . We have a Vigil Mechanism and Whistle Blower Policy to address to the grievances raised by our employees and workers and also have grievance form through which they can submit their grievances.	3	0	All complaints resolved	2	0	All complaints resolved
Customers	yes, <a href="https://manoramagroup.co.in/investors-policies">https://manoramagroup.co.in/investors-policies</a> . We have a Customer Complaint Management System (CCMS) in place, where product complaints are logged by our marketing team for its analysis and redressal	1	0	Complaint resolved	18	0	All Complaints resolved.
Value Chain Partners	yes, <a href="https://manoramagroup.co.in/investors-policies">https://manoramagroup.co.in/investors-policies</a> . The grievances handling mechanism is in place.	0	0	Nil	0	0	Nil
Other (please specify)		--	--	--	--	--	--

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Raw material sourcing	Opportunity	The company sources raw materials (seeds) harvested from the forest, ensuring a sustainable future for its operations. This practice also enhances the local community's livelihood by involving them in the collection of these seeds.	NA	Positive The raw material is openly available and normally is wasted. The company is using the natural waste and creating a wealth out of this.
2	Climate Change	Risk	Climate change can affect the raw material availability. Climate change events like floods, or droughts both can affect the forests	Mitigate	Negative There might be additional expense to source material from additional sources.
3	Managing of Packaging material and waste	Opportunity	Packing is made of recyclable material. The packaging like corrugated boxes, and plastic jars can be reused or recycled.	NA	Positive As packaging material are handled as per defined procedures. They are also resold and therefore the financial impact on packaging materials is also diminished.
4	Occupational Health & safety	Risk	Chemical processes and boiler operations can result in unsafe conditions and result in accidents.	Mitigate	Negative A breakdown in the occupational health and safety management system could result in absenteeism and decreased operational efficiency. Moreover, it may have a less tangible consequence of undermining employee morale and worker satisfaction.
5	Stake holders Engagement	Opportunity	The link between decision-making and accountability is pivotal. It is crucial for effective interaction between stakeholders and the company's board to facilitate the exchange of information. Engaging stakeholders entails creating opportunities for mutual listening and gaining insights into diverse perspectives.	NA	Positive Engaging actively with all stakeholders brings further opportunities for continual improvement in all aspects of environmental, social and governance matters which will have a positive impact.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Energy Management	Opportunity	There is a huge scope to use renewable energy which helps in reducing energy costs. Further actions in improving efficiency will lower energy consumption. This also reduces the dependence on fossil fuels. .	NA	Positive The company follow to energy management systems and takes all opportunity to reduce the dependence on fossil fuel. As per rules of Act 2002.
7	Waste management	Risk	Handling, storage and disposal of hazardous and non-hazardous waste is a challenge. Noncompliance with the legal requirements can result in penalties.	Mitigate	Negative The company has a well-defined system to handle waste. Hazardous waste As per govt. rules T & C.
8	Supply chain management	Opportunity	Ensuring comprehensive and sustainable documentation of all necessary details regarding incoming products throughout the supply chain. We procure raw materials, predominantly seeds gathered from forests.	NA	Positive The traceability of the material from sources till use is maintained. The details can be remotely accessed and are available for a longer period.
9	Sustainable Product Design & Innovation (R&D)	Opportunity	Considerable effort is invested in the development of sustainable products. This helps in increasing business sustainability. Further a lot of resources are invested in the process e.g zero waste process etc.	NA	Positive Product development is carried out after stakeholder engagement i.e. – interacting with customers and consumers and studying demand and other market requirements, environmental impacts. Periodic meetings and awareness sessions are conducted.

## SECTION B : MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No.	Policy and management processes	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. WebLink of the Policies, if available	<a href="https://manoramagroup.co.in/investors-policies">https://manoramagroup.co.in/investors-policies</a>								

S. No.	Policy and management processes	P1	P2	P3	P4	P5	P6	P7	P8	P9
2	Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fair trade, Rainforest Alliance, Trustea) standards (e.g. SA8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, SA8000, NOP, NPOP, COSMOS, RSPO SCC, KOSHER, HALAL, ISO 16128-1:2016, ISO 50001:2018,								
5	Specific commitments, goals and targets Set by the entity with defined timelines, if any.	<p><b>The Company is committed to the below-mentioned issues:</b></p> <ol style="list-style-type: none"> <li>Environment and occupational health and safety 2025</li> <li>Uplifting the women of tribal areas</li> <li>Committed to integrity</li> <li>Promote the wellbeing of employees and the value chains.</li> <li>Promotes human rights.</li> <li>Protect and restore the environment.</li> </ol> <p><b>Goals:</b></p> <ul style="list-style-type: none"> <li>Avail carbon credit reduction unit by using biomass fuel.</li> <li>Uses of only renewable source of energy like wind, water and solar in future.</li> <li>Try to make dependency on conventional source of energy by adopting solar and biomass</li> </ul>								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	<ul style="list-style-type: none"> <li>Trying to reduce dependency on conventional source of energy by adopting solar. –The company has increased the use of rice husk for boiler operations</li> <li>Implement system for the better condensate recovery of the Boiler by increasing usage of the condensate water</li> </ul>								

## Governance, leadership and oversight

### 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

Dear Stakeholders,

Despite the global challenges, MIL has emerged stronger than ever, solidifying its position as a world leader in the specialty fats and butters industry. The cocoa butter equivalent (CBE) industry is witnessing a notable trend towards sustainable and ethically sourced ingredients, driven by changing consumer preferences. This shift is prompting innovation within the industry, as companies explore new formulations and product offerings that cater to these evolving demands. Furthermore, the emphasis on sustainability is reshaping market dynamics, encouraging businesses to adopt responsible sourcing practices and develop products that contribute positively to both health and the environment. These trends present a significant opportunity for us to enhance our portfolio and align with the values of today's consumers.

As we navigate this evolving landscape, our outstanding performance over the past year underscores our commitment to these trends. Over the past year, we have reported outstanding performance, with revenue growing by 30.3% to Rs. 4,570.8million. and Profit After Tax (PAT) also increased by 34.7% to Rs. 401.1million. This remarkable financial achievement is a testament to our strategic initiatives and operational excellence. Key drivers of this growth include significant volume expansion, driven by our new capacity investments and enhanced operational leverage. The expansion of our production capacities has enabled us to scale up operations efficiently and effectively. Additionally, our focus on market diversification and strong export contributions have further

bolstered our performance. I am pleased to announce a final dividend of Rs. 0.40 per equity share for our shareholders.

In our ongoing pursuit of growth and innovation, we have strategically focused on market diversification and the launch of new products throughout the year. To bolster our market position and meet diverse customer needs, we have undertaken robust initiatives aimed at expanding our production capacity and enhancing operational efficiency. This includes the establishment of a new 300 TPD Solvent Extraction Plant and the installation of a state-of-the-art 25,000 MTPA fractionation and refinery facility of 30,000 MT. This expansion has elevated our total fractionation capacity to 40,000 TPA, positioning us to meet the increasing demand for Cocoa Butter Equivalent (CBE) and Exotic Specialty Fats & Butters from our esteemed clients across the Confectionery, Chocolate, and Cosmetics industries. Additionally, we have expanded our capacities in seed milling, interesterification, and have constructed new storage tanks and warehouses.

These strategic investments have significantly increased our overall production capacity, improved cost-effectiveness, and strengthened our competitiveness in the market. Through these advancements, we continue to drive innovation, offering a broader range of high-quality products while ensuring we remain agile and responsive to market demands. These enhancements are expected to drive significant growth in both revenue and profitability, while also improving our production efficiency. This strategic move strengthens our production capabilities, enabling us to better serve both our existing and new clients and further reinforce our industry leadership.

Innovation and new product development are at the heart of MIL's operations. Our MILCOA Research & Development Centre, accredited by the Government of India's Department of Scientific & Industrial Research (DSIR), has been pivotal in developing cutting-edge solutions to meet our customers' evolving needs. Further, our robust supply chain management has been another crucial aspect of our success. Additionally, MIL seeks third-party certifications, such as Fair Trade and Organic, to validate the ethical and sustainable origins of our raw materials.

Our dedication to sustainability drives every facet of our operations. Through our "Waste to Wealth" model, we transform potential waste into valuable specialty fats and butters, demonstrating our commitment to environmental responsibility. This ethos extends to our responsible sourcing practices and collaborative efforts in sustainable co-development. In the fiscal year 2023-24, we invested Rs. 6.9 million in Corporate Social Responsibility (CSR) initiatives focused on improving health, hygiene, and overall well-being within our communities. This substantial investment reflects our resolve to create a positive social impact and adopt sustainable practices. Furthermore, we celebrate a vibrant

community of professionals from diverse backgrounds, each contributing unique perspectives and skills. Together, we foster a culture of collaboration and innovation, driven by our shared focus to excellence. Diversity, Equity, and Inclusion (DEI) are core values as we tackle global challenges. Our accreditation as a 'Great Place to Work<sup>®</sup>, India' highlights our dedication to employee well-being.

In the past year, MIL has received numerous accolades, including the Two Export Excellence Awards for Highest Foreign Exchange Earner from the Federation of Indian Exporters Organization (FIEO) for 2018-2019 and 2019-2020. We have also been recognized as the Highest Processor of Minor Oil Seeds in India, the Highest Exporter of Tree-Borne Oils and Mango Kernel Oil (Fats) from India, and the recipient of the Highest Export Award from the Ministry of Commerce of India.

Looking ahead, as we continue to expand our production capacity and streamline operations, we anticipate significant benefits from increased operational efficiencies and cost reductions. Our commitment to investing in research and development (R&D) remains a cornerstone of our strategy, enabling us to innovate and introduce new products that meet the evolving needs of our customers. Additionally, we are dedicated to aligning our operations with the United Nations Sustainable Development Goals (UN SDGs), ensuring that our growth contributes positively to global sustainability. By integrating these strategic priorities, we are well-positioned to continue delivering value to our stakeholders and driving long-term success.

I extend my sincere gratitude to our valued customers, suppliers, business partners, and shareholders for their support and trust. My heartfelt appreciation also goes to our dedicated employees, whose passion, integrity, and hard work have been instrumental in our journey.

Best regards,

Gautam Kumar Pal  
Managing Director

S. No.	Policy and management processes	P1	P2	P3	P4	P5	P6	P7	P8	P9
8	Details of the highest authority responsible for implementation and over sight of the Business Responsibility policy(ies).	Mr. Gautam Kumar Pal								
9	Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	<b>Yes,</b> The Board has Finance and Operations Committee, CSR Committee and an internal committee of departmental heads to look after identifying and addressing sustainability related issue.								

#### 10. Details of Review of NGRBCs by the Company :

Subject for Review	Indicate whether review was under taken by Director/Committee of the Board/ Any other Committee	Frequency (Annually/Halfyearly/Quarterly/ Any other – please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against Above policies and follow up action	Yes	The policies of the Company are reviewed annually by department heads/director/board committees/board members, wherever applicable.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	The Compliance with statutory requirements is checked on a regular basis and the policies are updated as and when required.								

11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
The company's management system for quality, environmental standards, and occupational health and safety is audited by TUV Sud. The company holds certification in FSSC 22000, recognized by GFSI and audited by IRCLASS. Its manufacturing plant is certified by MUI-HALAL, JUHF-HALAL, and OK KOSHER for production oversight. Additionally, the company is certified for natural origin and organic standards audited by UK cert, Ecocert, One-cert International Pvt. Ltd, and SGS India Pvt. Ltd. It also holds Fair for Life and Fair Trade Certificates to ensure equitable supplier chain practices with tribal peoples. For energy efficiency and social accountability assessments, the company undergoes audits by UK Cert. Annually, EcoVadis sustainability rating assessment the company to evaluate sustainability performance. Furthermore, Control Union audits the company for RSPOCC and trademark certification to oversee sustainable palm oil and derivative supply chain systems.										

12	If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
	<b>Questions</b>									
	The entity does not consider the Principles material to its business(Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
	The entity does not have the financial or/ human and technical resources available for the task(Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Any other reason (please specify)									

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

**Essential Indicators**

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programs held	Topics /Principles covered under the training and its impact	%age of persons in respective category covered by the awareness
Board of Directors	4	The Company's Board of Directors undergoes familiarization sessions. The Board of Directors receives regular briefings covering strategy, business operations, capital expenditure updates, market performance, organizational structure, risk management framework, regulatory and compliance updates, prospects, environmental and social governance aspects, their roles, rights, responsibilities, and significant developments and updates.	100
Key Managerial Personnel	4	The Company's KMP is regularly briefed on topics, including environmental, social and governance issues, and the principles. It includes capex updates, markets, performance, organization structure. Etc. Periodic trainings on risk management framework, regulatory and compliance updates, their roles, rights and responsibilities and major developments etc.	100
Employees other than BoD and KMPs	46	<ol style="list-style-type: none"> <li>1. HPLC instrumentation &amp; TAG analysis</li> <li>2. Cooling process</li> <li>3. Chemical handling in Refinery</li> <li>4. Halal awareness / Halal assurance System</li> <li>5. Material planning, handling and budgeting</li> <li>6. Basic electrical safety</li> <li>7. Troubleshooting (Boiler)</li> <li>8. Packaging Machinery and systems</li> <li>9. Conversation of natural resources</li> <li>10. Water softener process</li> <li>11. Quality management system requirement</li> <li>12. Refinery onsite / offsite operations</li> <li>13. Storage of packing material with temperature control</li> <li>14. QMS 9001:2015</li> <li>15. Documentation in department as per audits</li> <li>16. Store &amp; warehouse management</li> <li>17. Distillation process</li> <li>18. RSPO</li> <li>19. Handling &amp; checking of finished packed material</li> </ol>	90

Segment	Total number of training and awareness programs held	Topics /Principles covered under the training and its impact	%age of persons in respective category covered by the awareness
		20. FSSC 22000 fundamental 21. Material classification, standardization and codification 22. Basics instrumentation and control systems 23. Optimize production 24. Documentation management (Purchase & store) 25. 5S 26. CCP & OPRP 27. Supplier quality management system 28. Tank inspection, stuffing & proper leveling in packed material by PESO 29. Crystallization process 30. Organic Process management 31. First aid training 32. Quality parameters of packaging materials	
Workers	9	1. Lock out, Tagout ( LOTO ) 2. Fire Fighting Training & Drill 3. Hotwork, Material Handling & Machine Guard 4. Chemical Safety & MSDS 5. PPE & its uses 6. First-Aid Training 7. Work Permits 8. Height Work & Safety Measures	75

**2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

Monetary				
NGRBC Principal	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil
Non - Monetary				
NGRBC Principal	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil



3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy. :

Yes.

This policy is designed to implement controls that ensure adherence to all relevant anti-bribery and anti-corruption laws, and to uphold socially responsible business practices within the Company. It applies to all individuals across various levels and roles, including senior executives, officers, directors, permanent and temporary employees, consultants, contractors, trainees, remote workers, casual workers, agency personnel, volunteers, interns, agents, sponsors, or any other individuals associated with us or our subsidiaries, regardless of their location. <https://manoramagroup.co.in/uploads/image/Manorama-64e35a6fe613f6.76323453nprm6ex3.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY2023-24 (Current Financial Year)	FY2022-23 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY2023-24 (Current Financial Year)		FY2022-23 (Previous Financial Year)	
	Numbers	Remarks	Numbers	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. Provide details of any corrective action taken or underway on issues related to fines /penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

NIL

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format :

	FY (2023-24)	FY (2022-23)
Number of days of accounts payables	31 days	08 days

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format

Parameter	Metrics	FY 2023-24	FY 2022-23	
Concentration of Purchases	a. i) Purchases from trading houses	0	0	
	ii) Total purchases	0	0	
	iii) Purchases from trading houses as % of total purchases			
	b. Number of trading houses where purchases are made	0	0	
	c. i) Purchases from top 10 trading houses	0	0	
	ii) Total purchases from trading houses	0	0	
	iii) Purchases from top 10 trading houses as % of total purchases from trading houses			
	Concentration of Sales	a. i) Sales to dealer / distributors	0	0
		ii) Total Sales	0	0
iii) Sales to dealer / distributors as % of total sales				
b. Number of dealers / distributors to whom sales are made		0	0	
c. i) Sales to top 10 dealers / distributors		0	0	
ii) Total Sales to dealer / distributors		0	0	
iii) Sales to top 10 dealers / distributors as % of total sales to dealer / distributors				
Share of RPTs in		a. i) Purchases (Purchases with related parties)	1958640646	770601548
		ii) Total Purchases	4802429958	1917173223
	iii) Purchases (Purchases with related parties as % of Total Purchases)	40.78%	40.19%	
	b. i) . Sales (Sales to related parties)	0	0	
	ii) Total Sales	0	0	
	iii) Sales (Sales to related parties as % of Total Sales)			
	c. i) Loans & advances given to related parties	0	0	
	ii) Total loans & advances	0	0	
	iii) Loans & advances given to related parties as % of Total loans & advances			
	d. i) Investments in related parties	0	0	
	ii) Total Investments made	0	0	
	iii) Investments in related parties as % of Total Investments made			

## PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

### Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year 2023-24	Previous Financial Year 2022-23	Details of Improvements in environmental and social impacts
R&D	0%	2%	NA
Capex	19.42%	2%	For bringing improvements in Energy savings, and Control of Air emissions.

- a. Does the entity have procedures in place for sustainable sourcing?

Yes, our company has a comprehensive sustainable sourcing mechanism in place. This is designed to ensure that all of our raw materials are sourced responsibly, with a strong commitment to environmental stewardship, social responsibility, and economic sustainability.

Our seeds are sustainably procured from forest dwellers, with a strict assurance that our practices do not adversely impact the environment, violate tribal human rights, or compromise ethical standards. We are also committed to fair trading practices. Additionally, the company ensures that all suppliers, whether for ingredients or other materials, adhere to our stringent procurement standards.

b. If yes, what percentage of inputs were sourced sustainably?

100% of the inputs are being sourced sustainably.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

No product & product waste is reclaimed.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

No. EPR is not applicable.

### PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

#### Essential Indicators

##### 1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	%(B/A)	Number (C)	%(C/A)	Number (D)	%(D/A)	Number (E)	%(E/A)	Number (F)	%(F/A)
<b>Permanent employees</b>											
Male	383	383	100	383	100	0	0	0	0	0	0
Female	28	28	100	28	100	28	100	0	0	0	0
<b>Total</b>	<b>411</b>	<b>411</b>	<b>100</b>	<b>411</b>	<b>100</b>	<b>28</b>	<b>6.81</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Other than Permanent employees</b>											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

##### b. Details of measures for the well-being of workers:

Category	Total (A)	%of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	%(B/A)	Number (C)	%(C/A)	Number (D)	%(D/A)	Number (E)	%(E/A)	Number (F)	%(F/A)
<b>Permanent workers</b>											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Other than Permanent workers</b>											
Male	120	120	100	120	100	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>120</b>	<b>120</b>	<b>100</b>	<b>120</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**c) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	0.01%	0.01%

**2. Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of workers covered as a % of total workers	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	77%	100%	Y	100%	74%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	29%	100%	Y	100%	29%	Y
Others – please specify	--	--	--	--	--	--

**3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

No

The premises are not presently accessible to persons with disabilities. In July 2023, the company has framed the policy – Policy on Rights of Persons with Disabilities - for inclusion of persons with disabilities within the workforce. Presently, there are no differently abled employees as per the Rights of Persons with Disabilities Act, 2016.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. : Yes the company has the equal opportunity policy.**

<https://manoramagroup.co.in/uploads/image/Manorama-64e35b0297a057.927248274x5q7msf.pdf>

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

No employee or worker had availed.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Permanent Workers	Yes. All permanent workers can submit grievances. A grievance form is available for them to submit their grievances. The Company promotes transparent communication with its permanent workers and ensures all their concerns and grievances are promptly addressed. They can raise issues through individual meetings with the HR team or directly with their supervisors. Grievances and concerns are resolved through discussions and the intervention of senior management where necessary. Additionally, the Company has implemented a Vigil Mechanism and Whistleblower policy, providing a formal platform for reporting complaints.
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Other than Permanent Workers	Yes. A grievance form is available for the other than permanent workers to submit their grievances. The Company promotes transparent communication with its other than permanent workers and ensures all their concerns and grievances are promptly addressed. <b>They can raise issues through individual meetings with the HR team or directly with their supervisors. Grievances and concerns are resolved through discussions and the intervention of senior management where necessary. Additionally, the Company has implemented a Vigil Mechanism and Whistleblower policy, providing a formal platform for reporting complaints.</b>
Permanent Employees	Yes. All permanent employees can submit their grievances through the grievance form which is available for them to submit their grievances. The Company promotes transparent communication with its permanent employees. Actions are taken promptly on the concerns and grievances. Alternatively, they can raise issues through individual meetings with the HR team or directly with their supervisors. Grievances and concerns are resolved through discussions and the intervention of senior management where necessary. The Vigil Mechanism and Whistleblower policy, provides a formal platform for reporting complaints
Other than Permanent Employees	Yes. The Company encourages open and transparent communication with all its other than permanent employees. Concerns and grievances can be addressed through the grievance form or through one-to-one meetings conducted between them and the human resource team or directly share their concerns with their immediate supervisors. Grievances and concerns are addressed and resolved through discussions and necessary interventions of the senior management. The Vigil Mechanism and Whistleblower policy, provides a formal platform for reporting complaints.

**7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Category
	<b>Total employees/workers in respective category</b>	<b>No. of employees/workers in respective category, who are part of association(s) or Union</b>	<b>%(B/A)</b>	<b>Total employees / workers in respective category</b>	<b>No. of employees/Workers in respective category, who are part of association(s) or Union</b>	<b>%(D/C)</b>
	<b>(A)</b>	<b>(B)</b>		<b>(C)</b>	<b>(D)</b>	
Total Permanent Employees	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0
Total Permanent Workers	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0

**Note:** The organization does not have any recognized union but there is an association which meets bi-monthly.

8. Details of training given to employees and workers:

Category	FY2023-24 Current Financial Year					FY2022-23 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		Number (B)	%(B/A)	Number (C)	%(C/A)		Number (E)	%(E/D)	Number (F)	%(F/D)
<b>Employees</b>										
Male	383	383	100	383	100	261	261	100	261	100
Female	28	28	100	28	100	18	18	100	18	100
<b>Total</b>	411	411	100	411	100	279	279	100	279	100
<b>Workers</b>										
Male	120	120	100	120	100	59	59	100	59	100
Female	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	120	120	100	120	100	59	59	100	59	100

9. Details of performance and career development reviews of employees and worker.

Particulars	FY2023-24 Current Financial Year			FY2022-23 Previous Financial Year		
	Total(A)	No.(B)	%(B/A)	Total(C)	No.(D)	%(D/C)
<b>Employees</b>						
Male	383	288	75.20	261	210	80.46
Female	28	12	42.86	18	16	88.89
<b>Total</b>	411	300	72.99	279	226	81
<b>Workers</b>						
Male	120	120	100	59	59	100
Female	0	0	0	0	0	0
<b>Total</b>	120	120	100	59	59	100

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?

Yes. The occupational health and safety system covers the entire plant and offices. All permanent and non-permanent workers and employees are covered under the system. The company is certified to ISO 45001:2018. A third-party audit is conducted every year.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Hazard identification and risk assessments (HIRA) are carried out for all the activities within the plant. The HIRA is carried out as the HIRA Procedure. All routine and non-routine activities are covered. The HIRA is reviewed periodically or when there are changes in the process. Activities are carried out only after hazards are brought to acceptable levels.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes. Workers are free to inform any hazards, near miss and safety concerns. They are empowered to stop work and remove themselves from risks.

- d. Do the employees/worker of the entity have access to non-occupational medical and health care services? (Yes/No)

Yes, if the treatment done from outside then it covers under health insurance policy.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	3	Nil
	Workers	0.007	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	2	Nil
No. of fatalities	Employees	NIL	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	2	Nil

\*Including in the contract workforce

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

The Company is certified to ISO 45001. Hazards identification and risk assessment conducted on occupational health and safety related issues for different plant activities. This is for the purpose of providing a safe and healthy working environment for our employees.

**13. Number of Complaints on the following made by employees and workers:**

Particulars	FY2023-24 Current Financial Year			FY2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	1	0	Proper safe place in husk feeding area at 22 TPH	1	0	Modification at Acetone Plant
Health & Safety	2	0	As per OCHS	1	1	Installation of First aid room

**14. Assessments for the year.**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	99%
Working Conditions	99%

**Note:** As part of SA 8000, ISO 14001:2015 and ISO 45001:2018 the periodical audits are conducted by TUV SUD.

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

Corrective actions were required on any issue related to Safety/Health; periodical training is provided on different plant operations.

**PRINCIPLE4: Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

Any individual, entity, institution, or group that influences the organization's operations is recognized as a core stakeholder of the Company. The Company employs a structured stakeholder engagement and materiality assessment process. It adopts a stakeholder-focused approach across all business activities, promoting socially relevant and forward-thinking practices. Engagements with stakeholders such as investors, customers, suppliers, and employees occur through planned events and diverse communication channels.

**2. List Stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channel of communication (Email, SMS, Newspaper, Pamphlets, Advertisements, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half Yearly/Quarterly/others-please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement.
Shareholder	No	Stock exchange intimations, company's website and stock exchange website, press releases, annual report, email, newspaper publication, SMS, calls, investor meeting notice of AGM.	Quarterly and as and when required.	Quarterly, half-yearly and annual financial results general meetings notices material information analyst meets annual general meetings dividend updates.
Banks, Non-Banking Financial Companies Financial Institutions	No	Email, Calls , Letters , One to one meeting, SMS, Net banking	Regularly/as and when required	Credit Facilities.
Regulatory/ Government authorities	No	Email, Filings, Official letters, One to one meeting	Regularly/as and when required	Filing of various returns/ disclosures/Forms- Replies to notices/ queries, etc.
Vendors/ Suppliers	yes	Calls, Email, SMS, One to one meeting	Regularly/as and when required.	Enquiry about the quality of products, raw material, delivery status,
Employees	No	Email, SMS, Letters, Get together, cultural events , One to one meeting	Monthly and as and when required	Important notifications Annual appraisals Medical health programs Employee engagement, Employee capability development, Reward and Recognition, Work culture, Work life balance
Customers	No	Client Meeting, In-person visit, Periodic connects with key customers, executives, senior executive & at the time top management.	Regularly, ongoing basis	Feedback of product quality customized solutions
Community	Yes	NGOs, CSR Team interaction, Community group meeting	Regularly/as and when required	Understanding the needs of the community, Advancing sustainability, contribution to community welfare



**PRINCIPLE 5 : Businesses should respect and promote human rights**
**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Benefits	FY2023-24 Current Financial Year			FY2022-23 Previous Financial Year		
	Total(A)	No. of employees / workers covered(B)	%(B/A)	Total(C)	No. of employee / workers Covered(D)	%(D/C)
<b>Employees</b>						
Permanent	411	411	100	279	279	100
Other than permanent	0	0	0	0	0	0
Total Employees	411	411	100	279	279	100
<b>Workers</b>						
Permanent	0	0	0	0	0	0
Other than permanent	120	120	100	59	59	100
Total Workers	120	120	100	59	59	100

2. Details of minimum wages paid to employees and workers, in the following format:

	FY2023-24 Current Financial Year					FY2022-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	%(B/A)	Number (C)	%(C/A)		No.(E)	%(E/D)	No.(F)	%(F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	383	383	100	0	0	261	261	100	0	0
Female	28	28	100	0	0	18	18	100	0	0
<b>Other than Permanent</b>										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
<b>Workers</b>										
<b>Permanent</b>										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
<b>Other than Permanent</b>										
Male	120	120	100	0	0	59	59	100	0	0
Female	0	0	0	0	0	0	0	0	0	0

3. a. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary / wages of respective category	Number	Median remuneration /salary /wages of respective category
Board of Directors (BoD)	07	21,17,143.00	02	1,60,000.00
Key Managerial Personnel	01	2,23,448	01	1,86,000
Employees other than BoD and KMP	383	3,72,469	28	26,138
Workers	120	1,64,160	00	00

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	9.47%	6.80%

**4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes. The company has a workers committee as per the requirements.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Any complaint received is investigated and mitigation is taken.

**6. Number of Complaints on the following made by employees and workers:**

Particulars	FY2023-24 Current Financial Year			FY2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour /Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	2	Nil	NA	Nil	Nil	NA
Other human Rights related issues	Nil	Nil	NA	Nil	Nil	NA

**7. Complaint filed under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Woman at (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The confidentiality of the persons -both parties are maintained to the extent possible. The policy prohibits any type of retaliatory or harassment.

**9. Do human rights requirements form part of your business agreements and contracts**

Yes. The company ensures that contractors fulfill all human rights requirements like working hours, working condition and health and safety.

**10. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others— please specify	NIL

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**

No adverse risk or concerns requiring any corrective action has been identified.

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**
**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

	FY 2023-24	FY 2022-23
<b>From renewable sources</b>		
Total electricity consumption (A) in GJ	0	0
Total fuel consumption (B) in GJ	64778	0
Energy consumption through other sources (C)	0	0
<b>Total energy consumed from renewable sources (A+B+C)</b>	64778	0
<b>From non-renewable sources</b>		
Total electricity consumption (D) in GJ	4982750	41072
Total fuel consumption (E) in GJ	396000	192149
Energy consumption through other sources(F) in GJ	0	0
<b>Total energy consumed from non-renewable sources(D+E+F)</b>	5378750	233221
<b>Total energy consumed (A+B+C+D+E+F)</b>	5443528	233221
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations) in GJ	0.0011909353	0.0000664822
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed/Revenue from operations adjusted for PPP)	0.024056892	0.001512321
<b>Energy intensity in terms of physical output(GJ/MT)</b>	130.2470325	7.369495815
Energy intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. : Yes , As part of ISO 50001 certification, this part is partially taken care of.

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	10645	32850
(ii) Ground water	39055	10800
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	49700	43650
<b>Total volume of water consumption (in kilolitres)</b>	49700	43650
<b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations)	0.0000108734	0.0000124429
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)	0.000219642	0.000282081
<b>Water intensity in terms of physical output(KL/MT)</b>	1.189169508	1.374571053
<b>Water intensity (optional)</b> – the relevant metric may be selected by the entity	0	0

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. :No

4. Provide the following details related to water discharged: Read the Matter

Parameter	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in Kilo-liters)</b>		
(i) To Surface water	0	0
- No treatment	0	0
- With treatment – please specify level of treatment		
(ii) To Groundwater	0	0
- No treatment	0	0
- With treatment – please specify level of treatment		
(iii) To Sea water	0	0
- No treatment	0	0
- With treatment – please specify level of treatment		
(iv) Sent to third parties	0	0
- No treatment	0	0
- With treatment – please specify level of treatment		
(v) Others	0	0
- No treatment	0	0
- With treatment – please specify level of treatment		
<b>Total water discharged (in Kilo-litres)</b>		

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, we have mechanism for Zero Liquid discharge.

Water is treated and reused internally.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Unit	FY2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	kg	158.00	30.71
Sox	kg	31.00	30.71
Particulate matter (PM)	kg	127.90	95.5
Persistent organic pollutants (POP)	kg	0	0
Volatile organic compounds (VOC)	kg	0	0
Hazardous air pollutants (HAP)	kg	0	0
Others – please Specify	kg	-	---

7. Provide details of green house gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tons of CO2 equivalent	133.10	131.30
Total Scope 2 emissions(Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	140	138
Total Scope 1 and Scope 2 emissions per rupee of Turnover	MtCO2e/Rs	0.0000000597	0.0000000768

Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	MtCO <sub>2</sub> e/Rs	0.00000121	0.00000174
Total Scope 1 and Scope 2 emission intensity in terms of physical output MT/MT	MtCO <sub>2</sub> e/Rs	0.006534451	0.008480458
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	MtCO <sub>2</sub> e/Rs	0	0

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. : No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes. Usage of rick husk as a fuel for steam generation through boiler in place of coal or wood to reduce the carbon emission.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste(A)	0.71	0.70
E-waste(B)	0.31	0.30
Bio-medical waste(C)	0	0
Construction and demolition waste(D)	0	0
Battery waste(E)	0	0
Radio active waste(F)	0	0
Other Hazardous waste. Please specify, if any.(G)	0.103	0.102
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0	0
Total(A+B+C+D+E+F+G+H)	1.123 Ton	1.102 Ton
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations)	0.0000000002	0.0000000003
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0	0
Waste intensity in terms of physical output (MT/MT)	0.0000269	0.0000347
Waste intensity (optional) – the relevant metric may be selected by the entity	0	0
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	5	0
(iii) Other disposal operations	0	0
Total**	5.00	0

\*\*Disposal yet to be carried out.

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. : No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Efforts are made to reduce waste. All wastes are segregated at source. Hazardous waste like used oil is sold to the designated and approved agencies. E-Waste is disposed to the seller as per the buyback policy. Non-hazardous waste is disposed to the identified vendor.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of Operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	NO	NO	NO

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

No, since no new projects have come in the current financial year.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Weblink
NA	6	NA	NA	NA	NA

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).If not, provide details of all such non-compliances, in the following format:

S.No.	Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	NA	NA	NA	NA

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/associations : 9
- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of / affiliated to.

1	Three Star Export House	National
2	Indian Chamber of Commerce	National
3	Confederation of Indian industry	National
4	Indian Green Building Council IGBC	National
5	Federation of Indian Export Organizations (FIEO)	National
6	Solvent Extractor's Association of India (SEA)	National
7	Shellac and Forest Products Export Promotion Council	National
8	Plant Based Foods Industry Association	National
9	Indian Oil Seeds and Produce Export Promotion Council	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities

No such matter reported this year

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects under taken by the entity based on applicable laws, in the current financial year. NA

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes/ No)	Relevant Weblink
NA	NA	NA	NA	NA	NA

2. Provide information on project(s) for which on going Rehabilitation and Resettlement (R&R) is being under taken by your entity, in the following format: NA

S.No.	Name of project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NA	NA	NA	NA	NA	NA	NA

3. Describe the mechanisms to receive and redress grievances of the community.

The company have a grievances redressed mechanism in plant to receive and address the complaint from community. also in the forest collection area, the tribal communities and collectors can address their complaint directly to the collection centers and project office.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/small producers	80 %	80 %
Directly from within India	43.75%	30 %

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	67.38%	73.94%
Semi-Urban	0%	0%
Urban	30.42%	25.60%
Metropolitan	2.20%	0.46%

(Place as per RBI Classification System - rural / semi-urban / urban / metropolitan)

**PRINCIPLE9: Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The standard operating procedure has been defined to receive complaints and respond to customers.

The Company has established a feedback mechanism to gather customer reviews, feedback, concerns, and queries through their complaints. Customers can easily submit complaints or feedback via a dedicated company link: <https://manoramagroup.co.in/contact> or by emailing to [info@manoramagroup.co.in](mailto:info@manoramagroup.co.in). All submissions through these channels trigger a high-priority

email notification to the Grievance Redressal Team. Upon receipt, the team assigns a complaint tracker code and forwards the issue to relevant departments. This tracker code is shared with the customer, and after corrective actions are taken, a CAPA (Corrective and Preventive Action) report is provided. Once the customer confirms satisfaction, the complaint is closed. Furthermore, the Company conducts customer satisfaction surveys to capture the Voice of the Customer (VOC) and ensure their expectations are consistently met.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	FY 2023 – 24 (Current Financial Year)		FY 2022 – 23 (Previous Financial Year)	
	Received during the year	Pending resolution at end of year	Received during the year	Pending resolution at end of year
Data privacy	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil
Delivery of essential Services	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil
Other	Nil	Nil	Nil	Nil

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?(Yes/No)If available, provide a web-link of the policy.

Yes, The company has a cyber security framework which is not on the website due to confidentiality reasons. The cyber security policy covers network security, access control, back up, acceptable use of information assets etc. There is a periodic audit which is carried out. Personal data is not collected unless there is a business purpose and is deleted after the retention period is over. Data is secured and proper security controls are implemented on personal and private data.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products/ services.

No complaints have been received.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches --0

b. Percentage of data breaches involving personally identifiable information of customers --0

c. Impact, if any, of the data breaches -- Not applicable.



# 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

## INDEPENDENT AUDITOR'S REPORT (Contd.)

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.

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

- 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 **O P Singhania & Co.**  
(ICAI Firm Regn. No.002172C)  
Chartered Accountants

**Sanjay Singhania**  
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:

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

<b>Name of the Statute</b>	<b>Nature of Dues</b>	<b>Amount Rs.in lacs</b>	<b>Forum where dispute is pending</b>
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 **OP Singhania & Co.**  
(ICAI Firm Regn. No.002172C)  
Chartered Accountants

**Sanjay Singhania**  
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

## INDEPENDENT AUDITOR'S REPORT (Contd.)

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

**Sanjay Singhania**  
Partner  
Membership No.076961

Raipur, 12th May, 2024  
UDIN: 24076961BKAPBZ9470



# BALANCE SHEET

AS AT 31 MARCH, 2024

INR in Lacs

Particulars	Notes	As at	
		31 March, 2024	31 March, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(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
		<b>18,068.84</b>	<b>15,412.18</b>
<b>Current Assets</b>			
(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
		<b>55,596.97</b>	<b>27,028.98</b>
<b>Total Assets</b>		<b>73,665.81</b>	<b>42,441.16</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	10	1,191.98	1,191.98
(b) Other equity	11	32,508.81	28,638.35
		<b>33,700.79</b>	<b>29,830.33</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(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
		<b>5,675.51</b>	<b>3,010.61</b>
<b>Current Liabilities</b>			
(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
		<b>34,289.51</b>	<b>9,600.22</b>
<b>Total Equity and Liabilities</b>		<b>73,665.81</b>	<b>42,441.16</b>
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 O P Singhania & Co**  
Chartered Accountants  
ICAI Firm Registration 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

# STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH, 2024

INR in Lacs

Particulars	Note No.	Year ended 31 March, 2024	Year ended 31 March, 2023
<b>INCOME</b>			
Revenue from operations	19	45,708.01	35,080.23
Other income	20	1,315.32	612.23
<b>Total Revenue</b>		<b>47,023.33</b>	<b>35,692.46</b>
<b>EXPENDITURE</b>			
Cost of materials consumed	21	33,079.67	19,811.26
Changes in inventories of finished goods, by-product and stock-in-trade	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
<b>Total Expenses</b>		<b>41,706.18</b>	<b>31,386.45</b>
<b>Profit before tax</b>		<b>5,317.15</b>	<b>4,306.01</b>
<b>Tax expense:</b>			
Current Tax		1,348.77	1,031.65
Deferred Tax		(42.49)	296.81
<b>Total income tax expense</b>		<b>1,306.28</b>	<b>1,328.46</b>
<b>Profit (Loss) for the period</b>		<b>4,010.87</b>	<b>2,977.55</b>
<b>Other Comprehensive Income</b>			
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)
<b>Total Other Comprehensive Income (Net of Tax)</b>		<b>(2.30)</b>	<b>4.92</b>
<b>Total Comprehensive Income for the Period</b>		<b>4,008.57</b>	<b>2,982.47</b>
Earnings per equity share [nominal value of share @₹ 2/- (31st March, 2023 ₹ 2/-)]	27		
Basic		<b>6.73</b>	<b>5.00</b>
Diluted		<b>6.72</b>	<b>4.99</b>
Summary of significant accounting policies	2.1		
The accompanying notes are integral part of the financial statements.			

As per our report of even date.

**For O P Singhania & Co**

Chartered Accountants

ICAI Firm Registration 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

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH, 2024

INR in Lacs

Particulars	Year ended 31 March, 2024	Year ended 31 March, 2023
<b>Cash Flow From Operating Activities</b>		
<b>Profit before tax</b>	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	<b>8,182.88</b>	<b>5,955.66</b>
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
<b>Cash generated from operations</b>	<b>(13,854.67)</b>	<b>7,128.27</b>
Taxes Paid	(1,494.85)	(1,199.82)
<b>Net Cash Flow From/ (Used In) Operating Activities (A)</b>	<b>(15,349.52)</b>	<b>5,928.46</b>
<b>Cash Flow From / (Used In) Investing Activities</b>		
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
<b>Net Cash Flow From / (Used In) Investing Activities (B)</b>	<b>(6,208.78)</b>	<b>(9,947.06)</b>
<b>Cash Flow From / (Used In) Financing Activities</b>		
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)
<b>Net Cash Flow From / (Used In) Financing Activities (C)</b>	<b>21,411.66</b>	<b>(712.43)</b>
<b>Net Increase / (Decrease) In Cash And Cash Equivalents (A + B + C)</b>	<b>(146.64)</b>	<b>(4,731.03)</b>
<b>Opening Cash And Cash Equivalents</b>	<b>188.27</b>	<b>4,919.30</b>
<b>Closing Cash And Cash Equivalents</b>	<b>41.63</b>	<b>188.27</b>

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH, 2024 (Cont'd.)

## Notes to the cash flow statement

- 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.

Particulars	INR in Lacs	
	As at 31 March, 2024	As at 31 March, 2023
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
	<b>41.63</b>	<b>188.27</b>

- 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.
- 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 Classification changes	As at 31.03.2024
		INR in Lacs				
		Proceeds	Repayments			
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	
<b>Total</b>	<b>11,002.02</b>	<b>24,048.96</b>	<b>(412.58)</b>	<b>0.00</b>	<b>34,638.41</b>	

- Figures in the bracket represents cash outflow.

As per our report of even date.

### For O P Singhania & Co

Chartered Accountants

ICAI Firm Registration 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

# STATEMENT OF CHANGES IN EQUITY

## Equity Share Capital

INR 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

INR in Lacs

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

INR in Lacs

Particulars	Other Equity				Total Other Equity
	Reserves and Surplus		Share Based Payment Reserve	Other Comprehensive Income	
	Securities Premium	Retained Earnings			
<b>Balance as of April 1, 2022</b>	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
<b>Balance as on March 31, 2023</b>	<b>15,557.57</b>	<b>13,058.53</b>	<b>22.24</b>	<b>-</b>	<b>28,638.34</b>

INR in Lacs

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

The accompanying notes are integral part of the financial statements.

As per our report of even date.

### For O P Singhania & Co

 Chartered Accountants  
ICAI Firm Registration 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

# NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH, 2024

## 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:

- it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- 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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

### 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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

- 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.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

### 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.

### 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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

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 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.

**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**
**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

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

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 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.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

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

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

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.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**3 PROPERTY, PLANT AND EQUIPMENT**

₹ in lacs

Particulars	Freehold Land	Leasehold land	Factory shed and building	Plant and Equipment	Office equipment	Furnitures and Fixtures	Computers	Vehicles	Total
<b>Gross Block</b>									
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
<b>As on 31 March 2023</b>	<b>701.35</b>	<b>11.23</b>	<b>802.31</b>	<b>10,015.14</b>	<b>115.08</b>	<b>213.86</b>	<b>84.62</b>	<b>364.79</b>	<b>12,308.38</b>
Addition	78.88	-	362.73	3,654.84	58.66	7.16	21.96	446.17	4,630.40
Deletions	-	-	-	-	-	-	-	-	-
<b>As at 31 March 2024</b>	<b>780.23</b>	<b>11.23</b>	<b>1,165.04</b>	<b>13,669.98</b>	<b>173.75</b>	<b>221.02</b>	<b>106.58</b>	<b>810.96</b>	<b>16,938.78</b>
<b>Accumulated Depreciation</b>									
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
<b>As on 31 March 2023</b>	<b>-</b>	<b>0.17</b>	<b>178.01</b>	<b>2,104.56</b>	<b>63.20</b>	<b>56.20</b>	<b>63.49</b>	<b>179.59</b>	<b>2,645.22</b>
For the year	-	0.06	103.11	1,045.97	34.53	42.93	19.22	115.00	1,360.82
Deletions	-	-	-	-	-	-	-	-	-
<b>As at 31 March 2024</b>	<b>-</b>	<b>0.23</b>	<b>281.11</b>	<b>3,150.53</b>	<b>97.73</b>	<b>99.13</b>	<b>82.71</b>	<b>294.59</b>	<b>4,006.04</b>
<b>Net block</b>									
<b>As on 31 March 2023</b>	<b>701.35</b>	<b>11.06</b>	<b>624.31</b>	<b>7,910.58</b>	<b>51.88</b>	<b>157.66</b>	<b>21.13</b>	<b>185.20</b>	<b>9,663.16</b>
<b>As at 31 March 2024</b>	<b>780.23</b>	<b>11.00</b>	<b>883.93</b>	<b>10,519.45</b>	<b>76.01</b>	<b>121.89</b>	<b>23.87</b>	<b>516.37</b>	<b>12,932.74</b>

**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.

**4.1 CAPITAL WORK IN PROGRESS (CWIP)**

₹ in lacs

Particulars	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
<b>Total</b>	<b>4,157.99</b>	<b>5,782.61</b>	<b>4,993.87</b>	<b>4,946.73</b>	<b>3,174.06</b>	<b>4,000.23</b>	<b>4,120.56</b>

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	-	-	-

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**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)**

₹ in lacs

Particulars	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
<b>Total</b>	-	<b>70.71</b>	-	<b>70.71</b>	-	-	<b>70.71</b>

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

**5. OTHER FINANCIAL ASSETS**

INR in Lacs

Particulars	Non-current		Current	
	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024	As at 31 March, 2023
<b>(Unsecured, considered good)</b>				
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
	<b>382.01</b>	<b>356.34</b>	<b>199.59</b>	<b>149.23</b>

**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.



NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**6. OTHER ASSETS**

INR in Lacs

Particulars	Non-current		Current	
	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024	As at 31 March, 2023
<b>(Unsecured, considered good)</b>				
Capital Advances	320.74	220.08	-	-
Security deposit with govt. & others	223.18	155.16	-	-
<b>Advances other than capital advances</b>				
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
	<b>562.82</b>	<b>375.24</b>	<b>3,484.79</b>	<b>2,358.22</b>

**7. INVENTORIES**

INR in Lacs

Particulars	As at	As at
	31 March, 2024	31 March, 2023
<b>(valued at lower of cost or net realisable value)</b>		
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
	<b>38,923.06</b>	<b>15,769.23</b>

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

**8. TRADE RECEIVABLES**

INR in Lacs

Particulars	As at	As at
	31 March, 2024	31 March, 2023
Trade receivables, considered good - unsecured	4,182.06	2,758.09
From Directors, Related Parties, Associate Concerns	-	-
From Others		
<b>Outstanding for less than six months</b>		
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
	<b>4,182.06</b>	<b>2,758.09</b>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**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					Total (INR in lacs)
	< 6 Months	6 Months -1 Years	1-2 Years	2-3 Years	> 3 Years	
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					Total
	< 6 Months	6 Months -1 Years	1-2 Years	2-3 Years	> 3 Years	
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						-

**9. CASH AND BANK BALANCES**

Particulars	INR in Lacs	
	As at 31 March, 2024	As at 31 March, 2023
<b>Cash and cash equivalents</b>		
Balance with Banks		
- in current accounts	12.78	129.55
- in deposit accounts (maturity less than 3 months)	-	44.20
Foreign currency In hand	4.12	-
Cash In hand	24.73	14.52
	<b>41.63</b>	<b>188.27</b>
<b>Other bank balances</b>		
Balance with Banks		
- in deposit accounts	8,712.36	5,805.94
- in unpaid dividend account	0.05	-
	<b>8,712.41</b>	<b>5,805.94</b>
	<b>8,754.04</b>	<b>5,994.20</b>

**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.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**10. SHARE CAPITAL**

INR in Lacs

Particulars	As at	As at
	31 March, 2024	31 March, 2023
<b>Authorized Capital</b>		
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
	<b>3,000.00</b>	<b>3,000.00</b>
<b>Issued , Subscribed &amp; Paid Up Capital</b>		
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
	<b>1,191.98</b>	<b>1,191.98</b>

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

INR in Lacs

Particulars	In Value		In Numbers	
	As at	As at	As at	As at
	31 March, 2024	31 March, 2023	31 March, 2024	31 March, 2023
At the beginning of the reporting period*	1,191.98	1,191.98	59,599,050	11,919,810
Issued during the period	-	-	-	-
<b>At the end of the reporting period.</b>	<b>1,191.98</b>	<b>1,191.98</b>	<b>59,599,050</b>	<b>11,919,810</b>

\* 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**

INR in Lacs

Particulars	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	13,895,400	23.31%	2,779,080	23.31%
Shri Agastya Saraf	14,308,375	24.01%	2,861,675	24.01%
Smt. Ritu Saraf	4,534,390	7.61%	906,878	7.61%
Shri Shrey Saraf	5,920,240	9.93%	1,184,048	9.93%
	<b>38,658,405</b>	<b>64.86%</b>	<b>7,731,681</b>	<b>64.86%</b>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

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

INR in Lacs

Promoter Name	No. of Shares	% of total shares	% Change during the year
Smt. Vinita Saraf	13,895,400	23.31%	0.00%
Shri Agastya Saraf	14,308,375	24.01%	0.00%
Shri Shrey Saraf	5,920,240	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.

INR in Lacs

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

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):

**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**

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.

**11. OTHER EQUITY**

INR in Lacs

Particulars	As at 31 March, 2024	As at 31 March, 2023
<b>Securities Premium</b>		
Balance as at the beginning of the year	15,557.57	15,557.57
	<b>15,557.57</b>	<b>15,557.57</b>
<b>Share Based Payment Reserve</b>		
Balance as at the beginning of the year	22.24	-
Add: Compensation options granted during the year	100.29	22.24
<b>Net surplus in the statement of profit and loss</b>	<b>122.53</b>	<b>22.24</b>
<b>Retained Earnings</b>		
Balance as at the beginning of the year	13,058.54	10,076.07
Add- Net Profit for the year	4,010.87	2,977.55
Add/(less) - Other Comprehensive Income for the year	(2.30)	4.92
Add/(less) - Final Dividend Paid	(238.40)	-
Net surplus in the statement of profit and loss	16,828.71	13,058.54
	<b>32,508.81</b>	<b>28,638.35</b>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**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.

**12. LONG TERM BORROWINGS**

Particulars	INR in Lacs	
	As at 31 March, 2024	As at 31 March, 2023
From banks (secured)	5,817.55	2,869.69
Other Loans from banks (secured)	282.01	88.64
	<b>6,099.56</b>	<b>2,958.33</b>
Less- Current Maturities of long term borrowings (refer note 16)	1,026.03	559.82
	<b>5,073.53</b>	<b>2,398.51</b>

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

Borrowings	Rate of interest	Security	INR in Lacs	
			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

**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**

Borrowings	Rate of interest	Security	Terms of repayment (EMI)	
			From	To
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).	9-Feb-23	9-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).	4-Feb-24	4-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).	1-Sep-22	1-Jul-26
Federal Bank Ltd.	9.15% - 10.70%	Hypothecation of Vehicle	1-Apr-18	2-Jan-29

**13. DEFERRED TAX (ASSETS)/LIABILITIES**

INR in Lacs

Particulars	As at 31 March, 2024	As at 31 March, 2023
<i>Tax effect of items constituting deferred tax liabilities</i>		
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)
<b>Deferred tax (assets)/liabilities (net)</b>	<b>430.06</b>	<b>473.50</b>

**RECONCILIATION OF DEFERRED TAX ASSETS/(LIABILITIES) (NET)**

INR in Lacs

Particulars	As at 31 March, 2024	As at 31 March, 2023
<b>Deferred Tax Assets/(Liabilities)</b>		
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)
<b>DEFERRED TAX (LIABILITIES) / ASSETS AT THE END OF THE YEAR</b>	<b>430.06</b>	<b>473.50</b>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**14. OTHER LIABILITIES**

INR in Lacs

Particulars	Non-Current		Current	
	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024	As at 31 March, 2023
Advance from customers			21.53	26.53
Statutory Liabilities			105.06	60.38
Deferred capital subsidy	67.84	75.17	7.33	7.33
	<b>67.84</b>	<b>75.17</b>	<b>133.92</b>	<b>94.24</b>

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.

**15. PROVISIONS**

INR in Lacs

Particulars	Long-term		Short-term	
	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024	As at 31 March, 2023
Provision for employee benefits				
- Provision for Gratuity	83.51	51.16	12.41	8.27
- Provision for leave encashment	20.57	12.27	3.43	2.15
	<b>104.08</b>	<b>63.43</b>	<b>15.84</b>	<b>10.42</b>

**16. SHORT TERM BORROWINGS**

INR in Lacs

Particulars	As at 31 March, 2024	As at 31 March, 2023
Working capital facilities from banks repayable on demand (secured)	28,538.85	8,043.69
Current maturities of long term borrowings (refer note 12)	1,026.03	559.82
	<b>29,564.88</b>	<b>8,603.51</b>

**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.



NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**17. TRADE PAYABLES**

INR in Lacs

Particulars	As at 31 March, 2024	As at 31 March, 2023
- total outstanding dues of micro enterprises and small enterprises	0.42	24.56
- total outstanding dues of creditors other than micro enterprises and small enterprises	4,013.17	379.31
	<b>4,013.59</b>	<b>403.87</b>

**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				Total
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	
(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	-	-	-	-	-
<b>Total</b>					<b>4,013.59</b>

Particulars	Outstanding for Following periods from due date of Payment as on 31.03.2023				Total
	< 1 Years	1-2 Years	2-3 Years	> 3 Years	
(i) MSME	24.56	-	-	-	24.56
(ii) Others	347.43	10.01	21.87	-	379.31
(ii) Disputed Dues- MSME	-	-	-	-	-
(ii) Disputed Dues- Others	-	-	-	-	-
<b>Total</b>					<b>403.87</b>

**Details of outstanding due of micro enterprises and small enterprises**

INR in Lacs

Particulars	As at 31 March, 2024	As at 31 March, 2023
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.	-	-

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**18. OTHER FINANCIAL LIABILITIES**

Particulars	INR in Lacs	
	As at 31 March, 2024	As at 31 March, 2023
Interest accrued but not due	3.55	0.46
Payable to directors	2.49	8.19
Payable to related parties	9.72	7.20
Unpaid dividend	0.05	-
Unpaid CSR expenditure	4.88	-
Creditors for capital goods & others	83.73	80.18
Provision for expenses	456.86	299.50
	<b>561.28</b>	<b>395.53</b>

**19. REVENUE FROM OPERATIONS**

Particulars	INR in Lacs	
	Year ended 31 March, 2024	Year ended 31 March, 2023
Sale of products and by-products		
Domestic	19,453.37	14,155.78
Exports	26,122.46	20,665.71
	<b>45,575.83</b>	<b>34,821.49</b>
<b>Other operating revenues</b>		
Duty Draw Back	10.59	7.96
Exports Incentives	67.76	47.96
Sale of scrap	53.83	202.82
	<b>132.18</b>	<b>258.74</b>
	<b>45,708.01</b>	<b>35,080.23</b>

**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.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

The Company has assessed and determined the following categories for disaggregation of revenue:

INR in Lacs

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
<b>Total Revenue from operations</b>	<b>45,708.01</b>	<b>35,080.23</b>
India	19,585.55	14,414.52
Outside India	26,122.46	20,665.71
<b>Total Revenue from operations</b>	<b>45,708.01</b>	<b>35,080.23</b>
<b>Timing of revenue recognition</b>		
At a point in time	45,708.01	35,080.23
<b>Total Revenue from operations</b>	<b>45,708.01</b>	<b>35,080.23</b>
<b>Contract balances</b>		
Trade Receivables (refer note 8)	4,182.06	2,758.09
<b>Contract Liabilities</b>		
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).

## 20. OTHER INCOME

INR in Lacs

Particulars	Year ended 31 March, 2024	Year ended 31 March, 2023
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
	<b>1,315.32</b>	<b>612.23</b>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**21. COST OF MATERIALS CONSUMED**

Particulars	INR in Lacs	
	Year ended 31 March, 2024	Year ended 31 March, 2023
<b>Seeds</b>		
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
	<b>30,172.05</b>	<b>17,331.50</b>
<b>Chemicals</b>		
Opening Stock	264.03	218.43
Add:- Purchases	711.92	473.28
Less- Closing Stock	203.98	264.03
	<b>771.97</b>	<b>427.68</b>
<b>Other raw materials</b>		
Opening Stock	0.31	3.98
Add:- Purchases	2,140.93	2,048.41
Less- Closing Stock	5.59	0.31
	<b>2,135.65</b>	<b>2,052.08</b>
	<b>33,079.67</b>	<b>19,811.26</b>

**22. CHANGES IN INVENTORIES OF FINISHED GOODS, BY-PRODUCT AND STOCK-IN-TRADE**

Particulars	INR in Lacs	
	Year ended 31 March, 2024	Year ended 31 March, 2023
<b>Opening Stock</b>		
Finished Goods	7,605.81	9,071.44
By Product	167.91	456.64
	<b>7,773.72</b>	<b>9,528.08</b>
<b>Closing Stock</b>		
Finished Goods	15,607.05	7,605.81
By Product	225.28	167.91
	<b>15,832.33</b>	<b>7,773.72</b>
	<b>(8,058.61)</b>	<b>1,754.36</b>

**NOTES TO FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**
**23. EMPLOYEE BENEFITS EXPENSE**

INR in Lacs

<b>Particulars</b>	<b>Year ended 31 March, 2024</b>	<b>Year ended 31 March, 2023</b>
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
	<b>1,952.54</b>	<b>1,281.53</b>

**24. FINANCE COSTS**

INR in Lacs

<b>Particulars</b>	<b>Year ended 31 March, 2024</b>	<b>Year ended 31 March, 2023</b>
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
	<b>1,989.41</b>	<b>866.08</b>

**25. DEPRECIATION AND AMORTISATION EXPENSE**

INR in Lacs

<b>Particulars</b>	<b>Year ended 31 March, 2024</b>	<b>Year ended 31 March, 2023</b>
Depreciation expense	1,360.82	1,085.21
	<b>1,360.82</b>	<b>1,085.21</b>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**26. OTHER EXPENSES**

Particulars	INR in Lacs	
	Year ended 31 March, 2024	Year ended 31 March, 2023
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
	<b>11,382.35</b>	<b>6,588.01</b>

**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.

**The following are the amounts recognised in profit or loss:**

Particulars	INR in Lacs	
	Year ended 31 March, 2024	Year ended 31 March, 2023
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).

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**Payment to Auditors:-**

Particulars	INR in Lacs	
	Year ended 31 March, 2024	Year ended 31 March, 2023
For statutory audit	10.00	10.00
	<b>10.00</b>	<b>10.00</b>

**27. EARNINGS PER SHARE**

Particulars	INR in Lacs	
	Year ended 31 March, 2024	Year ended 31 March, 2023
Profit / (Loss) after tax	4,010.87	2,977.55
Weighted average number of equity shares used for calculating basic earnings per share	59,599,050	59,599,050
Weighted average number of equity shares used for calculating diluted earnings per share	59,653,800	59,614,650
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.

**28. RELATED PARTY DISCLOSURE**

a) Related Parties	Nature of relationship
Manorama Earth Private Limited	Directors have a significant influence
Manorama Africa Limited	Directors have a significant influence
Manorama Benin Sarl	Subsidiary of Manorama Africa Limited upto
Ritu Saraf	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	Company Secretary (upto 9 February, 2024)
Deepak Sharma	Company Secretary (w.e.f. 10 February, 2024)

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**c) Details of transactions with related parties**

Name of Party	Nature of Transaction	Year ended 31 March, 2024	Year ended 31 March, 2023
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	Year ended 31 March, 2024	Year ended 31 March, 2023
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



**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**

Name of Party	Year ended 31 March, 2024	Year ended 31 March, 2023
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.

**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:**

Particulars	INR in Lacs	
	31 March, 2024	31 March, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	90.26	268.70
	<b>90.26</b>	<b>268.70</b>

**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).

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**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.

Particulars	INR in Lacs	
	Gratuity	
	2023-24 (Non Funded)	2022-23 (Non Funded)
<b>I Change in Present value of defined benefit obligation during the year:</b>		
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
<b>II Change in fair value of plan assets during the year:</b>		
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	-	-
<b>III Net asset / (liability) recognised in the balance sheet:</b>		
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	-	-
<b>Amount recognised in the balance sheet</b>		
Net asset / (liability) - Current	12.41	6.90
Net asset / (liability) - Non Current	83.52	40.77

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

INR in Lacs

Particulars	Gratuity	
	2023-24	2022-23
	(Non Funded)	(Non Funded)
<b>IV Expenses recognized in the statement of profit and loss for the year:</b>		
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
<b>V Recognized in other comprehensive income for the year:</b>		
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)
<b>VI Maturity profile of defined benefit obligation:</b>		
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
<b>VII Quantitative Sensitivity analysis for significant assumption is as below:</b>		
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

**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.

INR in Lacs

Particulars	Gratuity	
	2023-24	2022-23
	(Non Funded)	(Non Funded)
<b>IX Actuarial assumptions:</b>		
<b>1</b> Discount rate	7.10%	7.00%
<b>2</b> Salary escalation	6.00%	6.00%
<b>3</b> Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
<b>4</b> Mortality post retirement rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
<b>5</b> Rate of Employee Turnover	1% to 5%	1% to 5%

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

### 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.

**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**
**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:

	INR in Lacs	
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Trade receivables	4,182.06	2,758.09
Bank, Cash and cash equivalents	9,136.05	6,350.54

**Impairment losses**

	INR in Lacs	
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
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	<b>28.08</b>	<b>27.49</b>

**Ageing analysis**

	INR in Lacs	
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Upto 3 months	3,575.21	2,738.62
3-6 months	569.61	-
More than 6 months	65.32	46.96
	<b>4,210.14</b>	<b>2,785.58</b>

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.

**Financing arrangements**

The Company has access to following undrawn borrowing facilities at the end of the reporting period:

	INR in Lacs	
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Working capital facilities from banks	6,961.15	8,956.31

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**Maturities of financial liabilities**

The contractual undiscounted cash flows of financial liabilities are as follows:

INR 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
	<b>34,139.75</b>	<b>4,375.31</b>	<b>698.22</b>	<b>39,213.29</b>

INR in Lacs				
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
	<b>9,402.92</b>	<b>2,398.51</b>	<b>-</b>	<b>11,801.42</b>

**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**

INR in Lacs		
Particulars	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.

INR in Lacs		
Particulars	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.

**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies to foreign currency risk.

		INR 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	-

Profit or loss estimate to higher/lower as a result of changes in foreign exchange rates-

		INR in Lacs	
		Impact on profit after tax	
Particulars		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

		INR in Lacs	
Particulars		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
<b>Net debt</b>		<b>25,502.36</b>	<b>4,651.48</b>
Total equity		33,700.79	29,830.33
<b>Net debt to equity ratio</b>		<b>0.76</b>	<b>0.16</b>

During the year the company has complied with major covenants of the terms of sanction of the loan facilities throughout the year.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

**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

INR in Lacs				
	Carrying amount			
	As at 31.03.2024	Level 1	Level 2	Level 3
<b>Financial assets at amortised cost:</b>				
Trade receivables	4182.06	-	-	-
Other financial assets	581.61	-	-	-
Bank, Cash and bank balances	8754.04	-	-	-
	<b>13517.70</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities at amortised cost:</b>				
Long term borrowings	5073.53	-	-	-
Short term borrowings	29564.88	-	-	-
Trade payables	4013.17	-	-	-
Other financial liabilities	561.28	-	-	-
<b>Total</b>	<b>39212.87</b>	<b>-</b>	<b>-</b>	<b>-</b>

INR in Lacs				
	Carrying amount			
	As at 31.03.2023	Level 1	Level 2	Level 3
<b>Financial assets at amortised cost:</b>				
Trade receivables	2758.09	-	-	-
Other financial assets	505.57	-	-	-
Bank, Cash and bank balances	5994.20	-	-	-
	<b>9257.86</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities at amortised cost:</b>				
Long term borrowings	2398.51	-	-	-
Short term borrowings	8603.51	-	-	-
Trade payables	379.31	-	-	-
Other financial liabilities	133.92	-	-	-
<b>Total</b>	<b>11515.26</b>	<b>-</b>	<b>-</b>	<b>-</b>

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.



**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**
**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.

**35. DETAILS OF CSR EXPENDITURE:**

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	Total
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	-

**36. TAX EXPENSE**

Particulars	Year ended 31 March, 2024	Year ended 31 March, 2023
INR in Lacs		
<b>i) Tax expense recognised in statement of profit or loss</b>		
<b>a) Current tax</b>		
Income Tax for the period	1,351.20	998.16
Tax related to earlier years	(2.44)	33.50
	<b>1,348.77</b>	<b>1,031.65</b>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

INR in Lacs

Particulars	31 March 2024	31 March 2023
<b>b) Deferred tax</b>		
Origination of temporary differences	(42.49)	296.81
	<b>(42.49)</b>	<b>296.81</b>
<b>Total Tax expense</b>	<b>1,306.28</b>	<b>1,328.46</b>

ii) Tax recognised in Other Comprehensive Income

INR in Lacs

Particulars	31 March 2024	31 March 2023
Remeasurements of defined benefit plans	0.94	(2.02)
	<b>0.94</b>	<b>(2.02)</b>

iii) Reconciliation of tax expense and accounting profit

INR in Lacs

Particulars	31 March 2024	31 March 2023
Accounting profit before tax from continuing operations	5,317.15	4,306.01
Expected Tax Rate	25.17%	29.12%
Tax using the Company's domestic tax rate	1,338.22	1,253.91
Adjustments in respect of current income tax of previous years	(2.44)	33.50
Expense not allowed for tax purpose	42.76	20.02
Deduction under chapter VIA	(8.62)	(7.15)
Reversal due to opting new tax regime	(67.94)	0.00
Other temporary differences	4.29	28.18
Effective income tax rate	24.57%	30.85%
Income tax reported in the statement of profit and loss	1,306.28	1,328.46

**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	Total Debt	Total Shareholders' Equity	1.03	0.37	178.68
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.					
3. Debt Service Coverage Ratio	Net Profit after taxes + depreciation and amortizations + Interest +loss/ (profit) on sale of PPE etc.	Interest + Principal Repayments	2.44	3.46	-29.38
Debt Service coverage ratio is used to analyse the firm's ability to pay-off current interest and instalments.					

**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**

<b>Particulars</b>	<b>Numerator</b>	<b>Denominator</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>	<b>% Variance</b>
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
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:

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)

- i. Current ratio decreased mainly on account of increase in short term borrowings as compared to previous year.
- ii. Increase/ decrease in Debt equity ratio and debt service coverage ratio respectively was because of increase in short term borrowings and long term borrowings.

**38. DISTRIBUTION MADE AND PROPOSED:**

	31 March 2024	31 March 2023
<b>Final dividends on Equity shares:</b>		
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	-
<b>Proposed dividends on Equity shares:</b>		
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.

**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).

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH, 2024 (Contd.)**

- 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.
- 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.
- 50.** The company has neither traded nor invested in Crypto Currency or Virtual Currency during the financial year.
- 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.
- 52.** Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date.

**For O P Singhania & Co**  
Chartered Accountants  
ICAI Firm Registration 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

# NOTICE

**Registered Office:** Office No. 403, Fourth Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri East Mumbai, Maharashtra - 400059, India. (till 31<sup>st</sup> July, 2024)

Office No. 701, 7<sup>th</sup> Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra - 400059, India (w.e.f 01<sup>st</sup> August, 2024)

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

**CIN:** L15142MH2005PLC243687;

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

**Website:** www.manoramgroup.co.in

**Email:** cs@manoramgroup.co.in

**NOTICE** is hereby given that the 19<sup>th</sup> Annual General Meeting ("AGM") of the Members of Manorama Industries Limited ("the Company"), will be held on Tuesday, September 03, 2024 at 03:00 P.M, Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") for which purpose the Registered office of the Company situated at Office No. 701, 7<sup>th</sup> Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra - 400059, India (w.e.f 01<sup>st</sup> August, 2024) shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Jain (DIN: 09791163), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend @ 20% [₹ 0.40 (Forty paise only)] per Equity Share face value of ₹2/- (Rupees Two only) each of the Company for the Financial year ended March 31, 2024.
4. To appoint M/S. Singhi & Co., Chartered Accountants (Firm Registration No: 302049E) as Statutory Auditors of the Company for a first term of 5 (Five) years.

## SPECIAL BUSINESS

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), M/s S N & Co, Cost Accountants (Firm

Registration No. 000309), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost accounting records for the financial year ending March 31, 2025, be paid, Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred be and is hereby approved.

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

6. **To consider and approve increase in the remuneration of Mr. Ashish Saraf, President of the Company, holding an office or place of profit in the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, if any {including any statutory modification(s) or re-enactment thereof, for the time being in force}, based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors of the Company, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Ashish Saraf, President of the Company, holding office or place of profit from Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs Only) per annum to Rs. 1,80,00,000/- (Rupees One Crore and Eighty Lakh Only) per annum from FY 2024-25 and performance incentive of 1.25% on net profits of the Company from FY 2024-25 and such other perquisites in accordance with the Company's policy and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and do all such acts, deeds and things as may be considered expedient and necessary in this regard."

7. **To consider and approve for increase in the remuneration of Mr. Deep Saraf, Vice-President of the Company, holding an office or place of profit in the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder

and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors consent of the members be and is hereby accorded for increase in the remuneration of Mr. Deep Saraf, Vice President of the Company, holding office or place of profit from Rs. 42,00,000 (Rupees Forty-Two Lakhs only) per annum to Rs. 63,00,000/- (Rupees Sixty-Three Lakh only) per annum from FY 2024-25 and performance incentive of 0.35% on net profits of the Company from FY 2024-25 and such other perquisites in accordance with the Company's policy and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and do all such acts, deeds and things as may be considered expedient and necessary in this regard."

**8. To consider and approve re-designation of Mrs. Vinita Ashish Saraf (DIN: 00208621) as Chairperson & Executive Director in the category of Whole Time Director.**

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

**"RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors at their meetings held on July 30, 2024, the consent of the members be and is hereby accorded to re-designate Mrs. Vinita Ashish Saraf (DIN:00208621) as Chairperson and Executive Director in the category of Whole Time Director of the Company, for a period of 5 (Five) consecutive years, with effect from July 30, 2024 to July 29, 2029, liable to retire by rotation and on such terms and conditions as set out in the Explanatory Statement of the notice calling the meeting.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with the relevant rules made thereunder, the rules, circulars, notifications, guidelines issued by the MCA, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time

being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and Audit Committee and the approval of Board, consent of the members be and is hereby accorded for payment of remuneration (on proportionate basis, as applicable) to Mrs. Vinita Ashish Saraf (DIN: 00208621) as Chairperson and Executive Director in the category of Whole Time Director of the Company.

Basic Salary: Annual Remuneration of Rs. 1,44,00,000/- (Rupees One Crore and Forty-Four Lakhs only) per annum per annum with an annual increment as per discretion of Board and annual review of the Nomination and Remuneration Committee and the Board, keeping in view Company's and individual performance.

Perquisites and Allowances: As per Company's Policy.

**RESOLVED FURTHER THAT** Mrs. Vinita Saraf shall be paid a performance incentive of 0.5% of Net Profits of the Company from FY 2024-25 in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of services of the Chairperson and Executive Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors/NRC of the Company be and is hereby authorized to alter and vary the remuneration, terms and conditions to the extent approved by members and recommended by the NRC from time to time and considered appropriate by the Board, Subject to the overall limits specified in the Companies Act, 2013 without any further reference to the members in general meeting.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

**9. To consider and approve Material Related Party Transaction.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 2(76) and Section 188 of the Companies Act, 2013, read with rules made thereunder, the provisions of Regulations 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof ("Applicable Laws") and the 'Policy for dealing with Related Party Transactions' of the Company as may

be applicable from time to time, as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and pursuant to the approval and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee empowered by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out contracts/arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) for the period beginning from the ensuing 19<sup>th</sup> Annual General Meeting till the conclusion of 20<sup>th</sup> Annual General Meeting to be held in the FY 2025 with the below mentioned related party(ies), notwithstanding the fact that the aggregate value of these transactions for each such party, during the said period may exceed Rs. 1,000 crores or 10% of the annual turnover of the Company as per the audited financial statements for the financial year 2023-24, whichever is lower, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction (Rs. In crores)
1	Manorama Africa Limited	Directors have significant influence	Purchase of Shea Nuts	500
2	Manorama Savanna Limited	Wholly Owned Subsidiary	Purchase of Shea Nuts	125
3	Manorama Mena Trading LLC	Wholly Owned Subsidiary	Sale of material	200

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

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

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

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

**Date: July 30, 2024**

**Registered Office:**

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

**Notes :**

**I. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 19TH AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING: -**

- Pursuant to the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") have extended the above exemptions till September 30, 2024 all other relevant circulars issued from time to time by the MCA, holding of Annual General Meeting (AGM) through Video conferencing ("VC") / or Other Audio Visual Means ("OAVM") has been permitted, without the physical presence of the Members at a common venue. The deemed venue for the AGM will be the Registered office of the Company at Office No. 701, 7<sup>th</sup> Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400059, India.
- In compliance with applicable provisions of the Act read with the MCA Circulars, SEBI Circular dated 12<sup>th</sup> May, 2020 and the Securities Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards I and II dated 15<sup>th</sup> April, 2020 and



further revised on April 1, 2024 issued by the Institute of Company Secretaries of India ("ICSI"). Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

- 3) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 19<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Shareholders may be appointed for the purpose of voting through remote e-Voting, for participation in the 19<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 19<sup>th</sup> AGM.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 19<sup>th</sup> AGM and facility for those Members participating in the 19<sup>th</sup> AGM to cast vote through e-Voting system during the 19<sup>th</sup> AGM.

- 4) The Company has appointed Link Intime India Private Limited, to provide facility for voting through remote e-Voting, for participation in the 19<sup>th</sup> AGM through VC/OAVM Facility and e-voting during the 19<sup>th</sup> AGM.
- 5) An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
- 6) In line with the MCA Circulars and SEBI Circulars, the Notice of the 19<sup>th</sup> AGM will be available on the website of the Company viz., <https://manoramagroup.co.in/investors-annual-report>, on the website of BSE Limited ("BSE") viz., [www.bseindia.com](http://www.bseindia.com) and The National Stock Exchange of India Limited ("NSE") viz., [www.nseindia.com](http://www.nseindia.com) and also on the website of Link Intime India Private Limited viz., <https://linkintime.co.in/>.
- 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 8) Members may note that the VC/OAVM facility, provided, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 19<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.
- 9) Attendance of the members participating in the 19<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the

purpose of reckoning the quorum under Section 103 of the Act.

- 10) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 28, 2024 to Tuesday, September 3, 2024 (both days inclusive) for the purpose of 19<sup>th</sup> Annual General Meeting. The Cut-off date for the E-voting and Dividend is Tuesday, August 27, 2024.
- 11) In accordance with the MCA Circulars and the SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of 19<sup>th</sup> AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 12) In case of joint holders, a member whose name appears as the first holder as per the Register of Members will be entitled to cast vote at the AGM.
- 13) Payment of Dividend:

Members may note that the Board, at its meeting held on Sunday, May 12, 2024, has recommended a final dividend of Rs. 0.40 paise per equity share of Rs. 2/- each (20% of the face value). The said dividend for the year ended March 31, 2024, if approved by the Members at the 19<sup>th</sup> AGM, will be paid to those members whose names appear on the Company's Register of Members as on Tuesday, August 27, 2024 ("Record Date"). In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories as on Tuesday, August 27, 2024. The said dividend will be paid at par on or before Wednesday, October 02, 2024. The dividend will be paid electronically to Members who have updated their bank account details. In case of non-availability / non-updation of bank account details of the Members, the Company will dispatch dividend warrants/demand drafts to such Members at their addresses registered with the Company/RTA.

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

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by Friday, August 23, 2024.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including

Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The aforesaid declarations and documents need to be submitted by the shareholders by Friday, August 23, 2024.

- 14) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 March 16, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

- 15) Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC/OAVM on its behalf and to vote through remote e-voting or during the e-AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy to Link Intime India Pvt. Ltd on [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
- 16) Members, who are holding shares of the Company as of the cut-off date for e-voting i.e. Tuesday, August 27, 2024, can also cast their votes during the AGM using e-voting facility, if not casted the same during the remote e-voting period mentioned below. Any person who is not the Member as on the cut-off date should treat this Notice for information purposes only.
- 17) The detailed instructions in connection with exercising the right to vote by the Members using the remote e-voting facility or e-voting during the AGM are part of this Notice.
- 18) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an email to the Company at [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in)

The Statutory Registers as required under the Act will be available electronically for inspection by the Members on the website of the Company at <https://manoramagroup.co.in/investors-company-announcements#others>.

- 19) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 20) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- 21) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 19<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e., Tuesday, August 27, 2024, may obtain the User ID and password by sending email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
- 22) The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company viz. Link Intime India Private Limited, by sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id.
- 23) **Updation of e-mail address:** For permanent registration of demat shareholders: It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- 24) **For temporary registration of demat shareholders:** The Members of the Company holding Equity Shares of the Company in Demat form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by sending a duly signed request letter to Link Intime India Private Limited at their email Id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.
- 25) **For the shareholder to Updation of Bank details:** The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with LIPL., by sending a duly signed request letter to LIPL at their email Id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It

is very important submit the request letter duly signed. Link Intime will verify the documents and will only take on record all valid case.

- 26) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to RTA.
- 27) Information regarding re-appointment of Director as required under Regulation 36(3) of the SEBI Listing Regulations and SS-2 is annexed hereto.
- 28) In terms of the provisions of Regulation 40 of Securities Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 29) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/LIPL.
- 30) Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ Link Intime India Private Limited in case the shares are held by them in physical form.
- 31) In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or Link Intime India Private Limited.
- 32) Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the LIPL.
- 33) The Company has appointed Ms. Ashwini Inamdar (FCS: 9404), failing her Ms. Alifya Sapatwala (ACS: 24091), Partners, Mehta and Mehta, Company Secretaries (ICSI Unique Code: P1996MH007500) to act as the Scrutinizer, to scrutinize the e-voting process (including votes cast by the Members at the Annual General Meeting) in a fair and transparent manner.
- 34) The Scrutinizer shall, after the conclusion of e voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working days of the conclusion of the AGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 35) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.manoramagroup.co.in/investors-companyannouncements#agm> and on the website of LIPL viz., <https://www.linkintime.co.in>. The Company shall simultaneously forward the results to BSE and NSE where the shares of the Company are listed.
- 36) All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited to its email address [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- 37) On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In the case of Android/Iphone connection, participants will be required to download and install the appropriate application as given in the mail to them. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.
- 38) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., Tuesday, September 3, 2024.
- 39) The recorded transcript of the proceedings of the AGM shall be available on the Company's website at <https://manoramagroup.co.in/investors-company-announcements#agm>.
- 40) **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**  
The remote e-voting period begins on Saturday, August 31, 2024, at 09:00 A.M. (IST) and ends on Monday, September 02, 2024 at 05:00 P.M. (IST) During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, August 27, 2024, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled after 05:00

PM on Monday, September 02, 2024, for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

1. Only those Members, who will be present in the 19<sup>th</sup> AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 19<sup>th</sup> AGM.
2. Members who have cast their vote by remote e-Voting prior to the 19<sup>th</sup> AGM may also participate in the 19<sup>th</sup> AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

**Process and manner for attending the 19<sup>th</sup> Annual General Meeting through Insta Meet:**

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- Select the "Company" and 'Event Date' and register with your following details: -

**Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**Mobile No.:** Enter your mobile number.

**Email ID:** Enter your email id, as recorded with your DP/Company.

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

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first

basis depending upon the provision made by the client.

3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

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

**Note:** Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the

Meeting through Tablets/ Laptops connected through broadband for better experience.

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

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

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**User not registered for IDeAS facility:**

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

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

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

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

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

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

OR

**Users not registered for Easi/Easiest**

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

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

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

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit

Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

*\*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

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

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"
- c) Fill up your entity details and submit the form.

- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

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

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

##### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

##### Helpdesk for Individual Shareholders holding securities in demat mode:

Login Type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
---------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------

#### Forgot Password:

#### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

#### Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question*

*and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

Members willing to express their views or ask questions in advance with regard to the financial statements or any other matter to be placed at the 19<sup>th</sup> AGM, are required to register themselves as speakers by sending their requests from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in) at least 2 days in advance before the start of the meeting i.e., Saturday, August 31, 2024 by 05:00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied to by the Company suitably. Only those Members who have registered themselves as speakers and have been selected will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company Secretary reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

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

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

**Place : Raipur  
Date: July 30, 2024**

#### Registered Office:

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



# EXPLANATORY STATEMENT

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

## **Item No.5:**

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

In compliance to the above and on the recommendation of the Audit Committee, the Board of Directors, at their Meeting held on Sunday, May 12, 2024, have approved the appointment of M/s. S N & Co., Cost Accountants (Firm Registration No. 000309), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of 19<sup>th</sup> AGM for ratification of remuneration payable to the Cost Auditors for the financial year 2024-25.

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

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice of 19<sup>th</sup> AGM for approval of the Members.

## **Item No.6:**

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors at their meeting held on July 30, 2024, approved an increase in the remuneration payable to Mr. Ashish Saraf, President of the Company and holding an office or place of profit in the Company from Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs Only) per annum to Rs. 1,80,00,000/- per annum (Rupees One Crore and Eighty Lakh Only) per annum along with performance incentive of 1.25% of the net profits of the Company per annum from FY 2024-25.

Mr. Ashish Saraf brings over three decades of extensive experience in the specialty fats and butters manufacturing sector. Since the Company's inception, he has been at the helm of its operations, demonstrating exceptional leadership and dedication. From the age of 19, Mr. Saraf has been instrumental in establishing a comprehensive collection network across the forests of Chhattisgarh, Odisha, Jharkhand, Madhya Pradesh, and beyond. Under his guidance, the Company has also successfully developed a sustainable supply chain network in West Africa.

Mr. Saraf's expertise spans procurement, sustainable sourcing, and supply chain management. He has adeptly sourced raw materials for the production of specialty fats and butters for some of the world's leading companies in the chocolate, confectionery, and cosmetic industries. His contributions have been pivotal in setting up a state-of-the-art manufacturing facility equipped with advanced technology, raising funds for capital expenditures, and driving the overall growth of the Company.

In addition to developing tailor-made products that meet international standards, Mr. Saraf has expanded the Company's market presence and customer base. His visionary planning has fostered a growth-oriented, sustainable business model that adds value to all stakeholders.

Widely respected in the business community, Mr. Saraf is known for his polite and cooperative nature, complemented by his rich industry experience. Under his leadership, the Company has earned the Star Export House Certificate from the Government of India and has received numerous national and international awards from various authorities and entities.

Over the past five years, Mr. Saraf's leadership has propelled the Company to remarkable growth, achieving approximately 200% increases in revenue and profit. This period also saw a more than doubling of manufacturing capacity through strategic capital investments, the successful acquisition of new customers and products, and the acceleration of the Company's growth plans. With this expansion, the Company anticipate a significant surge in its revenue, thereby upgrading guidance to INR 750+ Crores for the fiscal year 2025, along with an increase in profitability due to the economies of scale.

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

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice of 19<sup>th</sup> AGM for approval of the Members.

**Item No.7:**

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors have at their meeting held on July 30, 2024, approved an increase in the remuneration payable to Mr. Deep Saraf, Vice-President of the Company and holding an office or place of profit in the Company from from Rs. 42,00,000/- (Rupees Forty-Two Lakhs Only) per annum to Rs. 63,00,000/- (Rupees Sixty-Three Lakh Only) per annum along with performance incentive of 0.35% of the net profits of the Company per annum from FY 2024-25.

Mr. Deep Saraf brings over two decades of expertise in business management to the Company. Since its inception, he has been integral to various key aspects of operations, including plant management, production, processing, logistics, capital expenditure supervision, technological evaluations, and quality control.

His extensive knowledge and experience in establishing and managing plant operations, overseeing production and processing, and implementing quality control measures have been crucial to the Company's sustainable growth. Mr. Saraf's contributions in product development and technological advancements continue to drive the Company's progress and success.

Over the past five years, Mr. Saraf's leadership has propelled the Company to remarkable growth, achieving approximately 200% increases in revenue and profit. This period also saw a more than doubling of manufacturing capacity through strategic capital investments, the successful acquisition of new customers and products, and the acceleration of the Company's growth plans. With this expansion, the Company anticipate a significant surge in its revenue, thereby upgrading guidance to INR 750+ Crores for the fiscal year 2025, along with an increase in profitability due to the economies of scale.

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

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice of 19<sup>th</sup> AGM for approval of the Members.

**Item No.8:**

Mrs. Vinita Ashish Saraf (DIN:00208621) is associated in the Company since 2006. Mrs. Vinita Ashish Saraf (DIN:00208621) was re-designated in the Board of the Company from Chairperson & Managing Director of the Company to Chairperson & Non-Executive Non-Independent Director vide members' approval dated December 17, 2022.

Mrs. Vinita Ashish Saraf, a distinguished graduate of Mount Carmel Girls College, Bangalore, has amassed over two decades of invaluable experience in the fats and butter industry. She belongs from a prominent business family, Mrs. Saraf's career has been characterized by her ambitious vision, entrepreneurial spirit, and unwavering dedication.

Under her dynamic leadership, Manorama has achieved significant milestones, including the establishment of a state-of-the-art manufacturing facility in Birkoni, Mahasamund, Chhattisgarh. This development was made possible through a successful Initial Public Offering and subsequent expansions, all contributing to a dramatic enhancement in the Company's performance. Mrs. Saraf's efforts have been instrumental in creating a robust and growth-oriented business model for Manorama.

Over the past five years, Mrs. Saraf's participation in decision making has propelled the Company to remarkable growth, achieving approximately 200% increases in revenue and profit. This period also saw a more than doubling of manufacturing capacity through strategic capital investments, the successful acquisition of new customers and products, and the acceleration of the Company's growth plans. With this expansion, the Company anticipate a significant surge in its revenue, thereby upgrading guidance to INR 750+ Crores for the fiscal year 2025, along with an increase in profitability due to the economies of scale.

Her strategic acumen, administrative excellence, and visionary planning have been crucial in fostering harmonious relations with stakeholders and steering the Company towards success. Given her extensive experience, leadership capabilities, and substantial contributions to the Company's achievements, the Board members approved to re-designate Mrs. Vinita Ashish Saraf from her current role as Chairperson & Non-Executive Non-Independent Director to Chairperson & Executive Director, in the capacity of Whole Time Director, for a period of five consecutive years effective July 30, 2024.

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

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

The other details of Mrs. Vinita Ashish Saraf in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards - II are annexed to this Notice.

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

The Board recommends the Ordinary Resolution as set out at Item No. 8 of the Notice of 19<sup>th</sup> AGM for approval of the Members.

**Item No.9:**

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

From the date of this 19<sup>th</sup> AGM to the 20<sup>th</sup> AGM to be held in the FY 2025, omnibus RPTs, in the aggregate, are expected to cross the applicable Materiality Threshold. Accordingly, as per the Listing Regulations, prior approval of the members is sought for omnibus RPTs (more particularly described below) to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with related parties, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction (s) or otherwise. The above transactions are in the ordinary course of business of the Company and on an arm's length basis. The details of such transactions are set out in the table mentioned in the resolution.

The Company proposes to enter into transactions with below mentioned parties, being related part(ies), for the period beginning from 19<sup>th</sup> AGM till the conclusion of 20<sup>th</sup> AGM to be held in the FY 2025, at agreed terms of the transactions.

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

Sr. No.	Particulars	Brief Details
1.	Type of transaction, material terms and particulars of the proposed transaction	<p>Purchase of SHEA NUTS (goods) from Manorama Africa Limited registered in Ghana and Manorama Savanna Limited registered in Nigeria as mentioned in the table above and sale of material/product to Manorama Mena Trading LLC registered in UAE directly through appointment of agent, clearing, forwarding and shipping of Raw Material purchase/sale by Manorama Industries Limited (any expenses made by above mentioned companies) for operational purpose to be borne by Manorama Industries Limited if it relates to supply/delivery of SHEA NUTS/material/product to Manorama Industries Limited).</p> <p><b>MATERIAL TERMS:</b> The material terms with respect to quality, quantity and other specifications of Shea nuts/material/product will be as per the contract entered into by the Company with Manorama Africa Limited these related parties.</p> <p><b>MONETARY VALUE:</b> Consideration of the transaction shall be determined mutually between the parties and shall be according to prevalent market conditions. The total value of transactions shall be upto Rs. 500 Cr. for Manorama Africa Limited (Ghana), Rs. 125 Cr. for Manorama Savanna Limited (Nigeria) and Rs. 200 Cr. for Manorama Mena Trading LLC (UAE).</p>
2.	Name of the related party	Manorama Africa Limited, Manorama Savanna Limited and Manorama Mena Trading LLC as mentioned in the table earlier.
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	<p>Directors have significant influence.</p> <p>Mrs. Vinita Ashish Saraf is the Chairperson and Director of the Company. She is holding 100% equity share capital of Manorama Africa Limited. Mr. Gautam Kumar Pal, Managing Director and Mr. Shrey Ashish Saraf, Whole Time Director of the Company are Directors in Manorama Africa Limited. Manorama Savanna Limited and Manorama Mena Trading LLC are the Wholly Owned Subsidiary Companies of Manorama Industries Limited.</p>
4.	Tenure of the proposed transaction (particular tenure shall be specified)	From beginning of 19 <sup>th</sup> AGM to be held on September 3, 2024 till the conclusion of 20 <sup>th</sup> AGM to be held in the year 2025.
5.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	181%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	NA

Sr. No.	Particulars	Brief Details
7.	i) details of the source of funds in connection with the proposed transaction;	NA
	ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. • nature of indebtedness; • cost of funds; and • tenure;	NA
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	NA
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	The Manorama Africa Limited and Manorama Savanna Limited are having strong supply chain network and presence in different geographical location in West African countries for procurement of Shea Nuts and Manorama Mena Trading LLC is a wholly owned subsidiary of Manorama Industries Limited incorporated for expansion of business of Manorama Industries Limited.
9.	Copy of the valuation or other external party report, if any such report has been relied upon	NA
10.	Any other information relevant or important for the members to take a decision on the proposed transaction	NA

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

The Board recommends the resolution as set out at Item No. 9 as an Ordinary resolution to the Members for their approval.

Except Mrs. Vinita Ashish Saraf, the Chairperson and Director of the Company, Mr. Gautam Kumar Pal, Managing Director, Mr. Shrey Ashish Saraf, Whole Time Director and Mr. Ashok Jain Whole Time Director & Chief Financial officer of the Company, being related parties, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 9. It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above. Please find below relation of Directors with related parties.

\* Mr. Gautam Kumar Pal (Managing Director) – He is Director in Manorama Africa Limited, Manorama Savanna Limited and Manorama Mena Trading LLC.

\* Mr. Shrey Ashish Saraf (Whole Time Director) - He is Director in Manorama Africa Limited, Manorama Savanna Limited and Manorama Mena Trading LLC.

\* Mr. Ashok Jain (Whole Time Director & CFO) - He is Director in Manorama Mena Trading LLC.

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

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

**Place : Raipur  
Date: July 30, 2024**

**Registered Office:**

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

**Details of Directors seeking re-appointment at the AGM**

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

Categories	Particulars	
Name/Category/Designation	Mr. Ashok Jain, Whole Time Director & CFO	Mrs. Vinita Ashish Saraf, Chairperson and Executive Director
Director Identification Number (DIN)	09791163	00208621
Date of Birth/Age	15/02/1983 (41 years)	22/11/1970 (54 years)
Qualification	Chartered Account and Bachelor's Degree in Commerce from Ravishankar University	Bachelor's Degree in Commerce from Mount Carmel Girls College, Bangalore
Original Date of Joining the Board	November 15, 2022	March 25, 2006
Nature of expertise/Background Details	Mr. Ashok Jain is a professional Chartered Accountant and B. Com Graduate. He is having 12 years of experience in Banking and Finance. He is heading Finance department of the Company and has vast experience in costing, accounting, banking, finance, taxation and capital raising.	Mrs. Vinita Ashish Saraf, a distinguished graduate of Mount Carmel Girls College, Bangalore, has amassed over two decades of invaluable experience in the fats and butter industry. She belongs from a prominent business family, Mrs. Saraf's career has been characterized by her ambitious vision, entrepreneurial spirit, and unwavering dedication.
Terms & Conditions of appointment/re-appointment	Mr. Ashok Jain, (DIN: 09791163) Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment pursuant to Section 152 of the Companies Act, 2013.	Mrs. Vinita Ashish Saraf (DIN:00208621) is being re-designated as Chairperson and Executive Director in the category of Whole Time Director for a period of 5 (Five) consecutive years.
Details of remuneration sought to be paid/ Remuneration last drawn	Last drawn: Rs. 39,00,000/- (Rupees Thirty Nine Lakhs only) per annum	Remuneration sought to be paid: Rs. 1,44,00,000/- (Rupees One Crore and Forty Four Lakhs only) per annum along with performance incentive of 0.5% on net profit of the Company from FY 2024-25.
Pecuniary relationship directly or indirectly with the Company / other Directors/ Managers/ Key Managerial Persons	Not related to any Director	Related to Mr. Shrey Ashish Saraf – Son of Mrs. Vinita Ashish Saraf.
Number of Board meeting attended during the year	5 out of 5	5 out of 5
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	Nil	1,38,95,400 equity shares (23.31%)
List of Directorship in other Companies as on March 31, 2024	Nil	1. Money Resources Private Limited 2. Manorama Energy Private Limited 3. Manorama Earth Private Limited 4. Manorama Oils Private Limited
List of Membership/Chairmanship of Committees as on March 31, 2024	<b>Membership</b> -Audit Committee -Risk Management Committee	<b>Membership</b> -Audit Committee -Stakeholders Relationship Committee -Risk Management Committee -Corporate Social Responsibility Committee
List of Membership/Chairmanship of Committees of other Companies as on March 31, 2024	Nil	Nil
List of Companies from which resigned in the past three years	Nil	Nil

# Corporate INFORMATION

## REGISTERED OFFICE (w.e.f. 1 August, 2024)

Manorama Industries Limited  
Office No. 701, 7th Floor,  
Bonanza Building, "A" Wing, Sahar  
Plaza, M. Vasant Marg, Near J.B.  
Nagar Metro Station, Andheri  
Kurla Road, Andheri (East),  
Mumbai - 400 059  
Phone: +91 22 22622299;  
67088148  
Email: cs@manoramagroup.co.in

## CORPORATE & BUSINESS OFFICE CENTRE

Manorama Industries Limited  
F-6, Anupam Nagar, Raipur  
492007, Chhattisgarh, INDIA.  
Phone: +91 771 2283071;  
2282457; 4003145  
Fax No: +91 771 4056958  
Email: info@manoramagroup.  
co.in,  
investor@manoramagroup.co.in

## FACTORY ADDRESS

Manorama Industries Limited  
Village Birkoni P.H.N. 0033,  
Khasra No. 2449-2618, Nearby  
IIDC Birkoni, Paraswani Road,  
Dist Mahasamund, Chhattisgarh -  
493445, India  
Email: info@manoramagroup.  
co.in/info@manoramaind.com  
Website: www.manoramagroup.  
com

## OUR BANKERS

State Bank of India  
Bank of India  
Bank of Baroda  
Bank of Maharashtra  
Canara Bank  
Axis Bank

## CHIEF FINANCE OFFICER

CA Ashok Jain  
Phone: +91 771 2283071, 4003145  
Email: ashok@manoramagroup.co.in

## COMPANY SECRETARY AND COMPLIANCE OFFICER

CS Deepak Sharma  
Phone: +91 771 2283071, 4003145  
Email: cs\_sharma@  
manoramagroup.co.in

## INVESTOR RELATION

Mrs. Ekta Soni  
Phone: +91 771 2283071, 4003145  
Email: ekta@manoramgroup.co.in

## STATUTORY AUDITOR

OP Singhania & Co. Chartered  
Accountants

## INTERNAL AUDITOR

CLA Indus Value LLP, Mumbai  
(Formerly known as Mazars India  
LLP, Mumbai)

## SECRETARIAL AUDITOR

Mehta & Mehta, Company  
Secretaries 201-206, Shiv Smriti,  
2nd Floor, 49/A, Dr. Annie Besant  
Road, Above Corporation Bank  
Worli, Mumbai 400018  
Telephone: +91 22 6611 9696  
Email: dipti@mehta-mehta.com  
Website: www.mehta-mehta.com

## REGISTRAR AND TRANSFER AGENT (RTA)

Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai 400083  
Telephone: +91 22 4918 6000  
Fax No: +91 22 4918 6050  
Email: mumbai@linkintime.co.in

## LEGAL ADVISOR

Dhawan & Co, New Delhi





## It is in giving that we receive

*Positively impacting the lives of the community by providing livelihood opportunities to tribals through engagement in seed collection*



**MANORAMA**<sup>®</sup>  
INDUSTRIES LIMITED

### REGISTERED OFFICE

Manorama Industries Limited

701, 7th Floor, Bonanza, "A" Wing, Sahar Plaza Complex, Near J.B Nagar Metro Station, Andheri East, Mumbai- 400 057  
(w.e.f. 1 August, 2024)

403, 4th Floor Midas, Sahar Plaza Andheri Kurla Road, Andheri (East) Mumbai 400059, MH, India (till 31 July, 2024)

Phone: +91 22 22622299/22 49743611

Email: [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in)

### CORPORATE & BUSINESS OFFICE

Manorama Industries Limited

F-6, Anupam Nagar, Raipur 492007, Chhattisgarh, India

Phone: +91 771 2283071; 2282457; 4003145

Fax No: +91 771 4056958

Email: [info@manoramagroup.co.in](mailto:info@manoramagroup.co.in), [investor@manoramagroup.co.in](mailto:investor@manoramagroup.co.in)

### FACTORY ADDRESS

Manorama Industries Limited

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