



# Manorama Industries Limited

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

**May 30, 2022**

The Manager  
**BSE Limited**  
25<sup>th</sup> Floor, P.J. Towers,  
Street, Fort,  
Mumbai – 400 001

**Scrip Code: 541974**

Dear Sir/Madam,

**Subject: Annual Secretarial Compliance Report for the Year ended March 31, 2022.**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s. Mehta & Mehta, Practicing Company Secretaries, for the financial year ended March 31, 2022.

Kindly take the above on records.

**For Manorama Industries Limited**

For, Manorama Industries Ltd  


**Vinita Saraf** Managing Director  
**Chairperson and Managing Director**  
**DIN: 00208621**

Encl: As Above

**Corporate Office :**

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

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

**CIN : L15142MH2005PLC243687**  
**GSTIN : 22AAECM3726C1Z1**

**Registered Office :**

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



## COMPANY SECRETARIES

201-206, Shiv Smriti, 2nd Floor, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018  
TEL.: +91-22-6611 9696. E-mail: dipti@mehta.com. Visit us : www.mehata-mehta.com

### AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

#### SECRETARIAL COMPLIANCE REPORT OF MANORAMA INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Manorama Industries Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**during the period under review, not applicable to the listed entity**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**during the period under review, not applicable to the listed entity**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder:





and based on the above examination, We hereby report that, during the Review Period:

(a)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matter specified below:

**On perusal of the documents non-compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is noticed wherein Dr. Neeta Kanwar (DIN: 03276749), Independent Women Director has resigned on September 06, 2021 and subsequently Ms. Veni Mocherla has been appointed on December 22, 2021. Therefore, there was delay of 18 days in the appointment of new Independent Women Director on the Board.**

**As informed by the management of the Company, in spite of best efforts the Company was unable to find a suitable candidate for the required position within the prescribed time under the act and was late by 18 days. Further a request letter for waiver of penalty to BSE Limited was submitted dated March 16, 2022.**

(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c)The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g., fine, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any
1	BSE Limited	Non-compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE has imposed a penalty of Rs. 94,400/- (Rupees Ninety-Four Thousand Four Hundred Only) for the non-compliance vide its mail dated March 9, 2022	As informed by the management of the Company, in spite of best efforts the Company was unable to find a suitable candidate for the required position. The Company has paid the penalty amount on March 12, 2022 and subsequently a request letter for waiver of penalty to BSE Limited was submitted dated March 16, 2022.



(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the previous year	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NIL				

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

  
**Dipti Mehta**  
Partner



FCS No: 3667  
CP No.: 23905

Place: Mumbai  
Date: May 11, 2022

UDIN: F003667D000305232

**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.**



To,

**MANORAMA INDUSTRIES LIMITED**

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

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

- 1) Maintenance of record is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our verification of the same.
- 2) We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the 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 listed entity.
- 4) Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
- 5) The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the listed entity.
- 6) As regards the books, papers, forms, reports and returns filed by the listed entity under the above-mentioned regulations, 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 listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) This report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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



**Dipti Mehta**  
**Partner**

FCS No: 3667  
CP No.: 23905

Place: Mumbai  
Date: May 11, 2022

UDIN: F003667D000305232