



Manorama Industries Limited

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

June 21, 2023

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

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

Scrip Code: 541974
ISIN: INE00VM01010

NSE Code: MANORAMA
ISIN: INE00VM01010

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated June 21, 2023 issued by the Company for seeking approval of the Members for following transaction:

Sr. No.	Particulars	Resolution Type
1.	To consider and approve the re-appointment of Mr. Ashish Bakliwal (DIN: 05149608) as an Independent Director of the Company for a period of two (2) years.	Special Resolution

The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose email IDs are registered with the Company / Depositories/RTA as on Friday, June 16, 2023 (Cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice. The e-voting period will commence from Thursday, June 22, 2023 at 10.00 A.M. (IST) and will end on Friday, July 21, 2023 at 5.00 P.M. (IST).

The Calendar of Events for the proposed postal ballot process is attached for your reference.

The said notice is also available on the website of the Company viz., https://manoramagroup.co.in/investors-company-announcements#postal_ballots.

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

For, Manorama Industries Limited,

Divya Jajoo
Company Secretary & Compliance Officer
Membership No.: A40584
Encl: As above



Corporate Office :

F-6, Anupam Nagar,
Raipur - 492007, Chhattisgarh, INDIA
E-mail : info@manoramagroup.co.in
Tel.: +91-771-2283071, 2282579, 2282457
Telefax: +91-771-4056958
CIN: L15142MH2005PLC243687
GSTIN: 22AAECM3726C1Z1

FSSCI 22000, ISO 9001, ISO 14001 & ISO 45001 Certified Company

Manufacturing & Supplying different products
certified for RSPO, Kosher, Halal (MUI), Fair Trade (FT), Fair for Life (FFL)
A Government of India Recognized Star Export House
MSME ZED GOLD

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
GST - 27AAECM3726C1ZR



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PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT

Sr. No.	Particulars	Date of Event
1.	Date of passing of circular resolution for appointing Scrutinizer for conducting postal ballot, approval of postal Ballot Notice, Resolution for re-appointment etc.	19.06.2023
2.	Date on which consent given by Scrutinizer to act as Scrutinizer for conducting postal ballot	19.06.2023
3.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	16.06.2023
4.	Date of completion of dispatch of Notice of Postal Ballot	21.06.2023
5.	Intimation of completion of dispatch of Notice of Postal Ballot with Stock Exchange.	21.06.2023
6.	Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot	22.06.2023
7.	E- Voting Starting Date	22.06.2023
8.	E-Voting ending date	21.07.2023
9.	Preparation of Scrutinizer report and submission of the same to Chairperson	On or before 25.07.2023
10.	Date of declaration of result of passing of Special resolution through postal ballot	On or before 25.07.2023
11.	Date of intimation of result of passing of special resolution through Postal Ballot to Stock Exchange and placing the same on website of Company	On or before 25.07.2023
12.	Date of signing minutes of meeting	20.08.2023



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FSSC 22000, ISO 9001, ISO 14001 & ISO 45001 Certified Company
Manufacturing & Supplying different products
certified for RSPO, Kosher, Halal (MUI), Fair Trade (FT), Fair for Life (FFL)
A Government of India Recognized Star Export House
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Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given to the Members of Manorama Industries Limited ('the Company'), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with the General Circular No. 14/2020 dated April 08, 2020, 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 and General Circular No. 11/2022 dated December 28, 2022 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, ('Listing Regulations'), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the following Resolutions as set out in this Notice are proposed to be passed by the Members of the Company by means of Postal Ballot by way of remote e-voting process.

The said Notice is also available on the website of the Company at www.manoramagroup.co.in, at the relevant section on the website of BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of Link Intime India Private Limited ("Link Intime") at <https://instavote.linkintime.co.in>.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting ("e-voting") i.e., by casting votes electronically instead of submitting postal ballot forms. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically from 10.00 A.M. (IST) on Thursday, June 22, 2023 and not later than 5.00 PM (IST) on, Friday, July 21, 2023 (the last day to cast vote electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company through circular resolution passed on June 19, 2023 has appointed M/s. Mehta and Mehta, Company Secretaries, as the 'Scrutinizer', to scrutinize the e-voting process in a fair and transparent manner. Ms. Ashwini Inamdar (Membership No. F9409), Partner and failing her, Ms. Alifya Sapatwala, (Membership No. A24091) Partner will represent M/s. Mehta and Mehta, Company Secretaries.

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice and desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions mentioned under the head 'Voting Through Electronic Means' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the



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e-voting not later than **5:00 PM (IST)** on **Friday, July 21, 2023**. The Company has engaged the services of Link Intime India Private Limited (“Link Intime”) for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

After completion of scrutiny of the votes cast, the Scrutinizer shall, within two (2) working days from the conclusion of the voting period of postal ballot, make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her. The Chairperson or a person authorized by her shall declare the result of the voting forthwith.

The said results, along with the Scrutinizer’s Report, will be placed on the website of the Company https://manoramagroup.co.in/investors-company-announcements#postal_ballots and Link Intime <https://instavote.linkintime.co.in> and will also be displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., **July 21, 2023**.

The proposed resolutions and Explanatory Statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars, are appended below:

SPECIAL BUSINESS:

ITEM NO. 1:

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ASHISH BAKLIWAL (DIN: 05149608) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR NEXT 2 YEARS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Articles of Association of the Company and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and based on the recommendation of Nomination & Remuneration Committee to the Board of Directors of the Company, consent of the members be and is hereby accorded for the re-appointment of Mr. Ashish Bakliwal (DIN:05149608), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 01, 2018 up to April 30, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of



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the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 2 (Two) consecutive years on the Board of the Company commencing from May 01, 2023 to April 30, 2025 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

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

**Sd/-
Divya Jajoo
Company Secretary
Membership No: A40584**

Date: June 21, 2023

Place: Raipur

Registered Office Address:

Office No. 403, 4th Floor, MIDAS,
Sahar Plaza, Andheri Kurla Road,
Andheri East - Mumbai 400 059.

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NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, setting out material facts and reasons thereof concerning the Resolutions, is appended hereto and forms part of this Postal Ballot Notice. The profile of the Director seeking appointment/re-appointment as required in terms of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
2. In compliance with provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, MCA Circulars, SS-2 and any amendments thereto, the Company is pleased to provide e-voting facility to its members to exercise their votes electronically and vote on the resolutions through e-voting facility provided by Link Intime. The instructions for e-voting are provided as part of this Notice which the members are requested to read carefully before casting their vote.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **June 16, 2023** (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical *copies* of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company through circular resolution on **June 19, 2023** had appointed M/s Mehta & Mehta, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Ms. Ashwini Inamdar (Membership No. F9409), and failing her, Ms. Alifya Sapatwala, (Membership No. A 24091), Partners, will represent M/s Mehta & Mehta, Practicing Company Secretaries.
5. All the material documents referred in Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent by Members on email id: cs@manoramagroup.co.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
6. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent (“RTA”).
7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for

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the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this Notice for information purpose only.

8. In accordance with Regulation 44 of the Listing Regulations and Section 108 of the Act and the Rules made thereunder, the Company has engaged Link Intime India Private Limited (“Linkin Time”) as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolutions. The detailed procedure for voting through electronic means (“e-voting”) is appended in the Notes to Notice. The e-voting shall commence at 10.00 A.M. on Thursday, June 22, 2023.
9. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered e-mail Ids are being sent this Notice of Postal Ballot by e-mail.
10. Members who have not registered their E-mail IDs are requested to register / update their E-mail addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Link Intime Private Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).
11. A member desiring to vote by electronic means is requested to read the instructions for Postal Ballot carefully and register their electronic vote before 5:00 PM on Friday, July 21, 2023. In case a member has any queries or grievances regarding e-voting he or she may send mail to cs@manoramagroup.co.in
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the Cut Off Date and a person who is not a Member as on the Cut Off Date should treat this Notice for information purposes only.
13. Information as required under Listing Regulations & Companies (Share Capital and Debentures) Rules, in respect of the special business forming part of the Notice of Postal Ballot by electronic means is furnished in the appended Explanatory Statement and forms part of the Notice.
14. The Scrutiniser’s decision on the validity of the vote shall be final.
15. The resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, would be **Friday, July 21, 2023**, in terms of Secretarial Standard 2 on General Meeting (“SS2”) issued by the Institute of Company Secretaries of India. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.
16. Once the vote on a resolution stated in this Notice is cast by a shareholder through Remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.

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17. The Scrutinizer will submit their report to the Chairperson/or any person authorised by her after the completion of scrutiny, and the Results will be declared by the Company within two (2) working days of the closing of e-voting period on its website https://manoramagroup.co.in/investors-company-announcements#postal_ballots and communicated to the Stock Exchanges, where the shares of the Company are listed.

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

The Company has engaged the services of Link Intime India Private Limited as the Agency to provide facility for remote e-voting.

The e-voting period commences on **Thursday, June 22, 2023 at 10:00 AM (IST)** and ends on **Friday, July 21, 2023 at 05:00 PM (IST)**. During this period member may cast their votes electronically. The e-voting module will be disabled for voting after **05:00 PM (IST) on Friday, July 21, 2023**.

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.

The details and the process and manner for remote e-voting are explained herein below:

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

1. Individual Shareholders holding securities in demat mode with NSDL

- i. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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2. Individual Shareholders holding securities in demat mode with CDSL

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 - ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 - iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
3. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

4. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/Non Individual Shareholders holding securities in demat form is given below:

Individual Shareholders of the company, holding shares in physical form/ Non-individual shareholders holding securities in demat form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

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

A. **User ID:** Enter your user ID details as given below:

Manner of holding Shares	User ID
For members who holds shares in demat account with CDSL	16 digits beneficiary ID
For members who holds shares in demat account with NSDL	8 character DP ID followed by 8 digit client ID
For members who holds shares in physical form	Event No + Folio number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- * Shareholders holding shares in cdsi form, shall provide (c) or (D) above
- * Shareholders holding shares in NSDL form shall provide (D) above
- * *Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ 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).

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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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholder holding securities in Physical 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 ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder 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)



MANORAMA INDUSTRIES LIMITED

CIN: L15142MH2005PLC243687

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

Tel: 91-022-22622299 Fax: 91-0771-4056958

Email ID: cs@manoramagroup.co.in Website: www.manoramagroup.co.in

etc. as mentioned above. 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.*

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

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”.

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

Item No.1:

Mr. Ashish Bakliwal (DIN: 05149608) is currently a Non-Executive Independent Director of the Company, Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. He was appointed as an Independent Director of the Company by the Members at the Extra Ordinary General Meeting held on May 01, 2018 of the Company for a period of 5 (five) consecutive years, effective from May 01, 2018 to April 30, 2023 and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee (‘NRC’), the Board of Directors at its meeting held on April 29, 2023, proposed the re-appointment of Mr. Ashish Bakliwal as an Independent Director of the Company for a second term of 2 (Two) consecutive years commencing from May 01, 2023 to April 30, 2025 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Ashish Bakliwal is a B. Com, Fellow Chartered Accountant and Diploma in Information System Audit by ICAI. He has also completed PGCSLP from XLRI, Jamshedpur. He has wide experience in the field of Valuations, Enterprise Risk Management, Management Consulting, Internal Control Management, Auditing and Assurance services for Banks, NBFC, PE Funds, Corporate, Individuals, Partnerships, LLPs,

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etc. His presence ensures the integrity of the financial system, improves internal financial control and his expert independent advice helps us set the best accounting principles.

The Company has, in terms of Section 160(1) of the Companies Act, 2013 ('the Act'), received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from him confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, he has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Ashish Bakliwal (DIN: 05149608) fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment/reappointment of Independent Directors is uploaded on the website of the Company at www.manoramagroup.co.in and would also be made available for inspection to the Members of the Company by sending a request from their registered email address to the Company at cs@manoramagroup.co.in along with their Name, DP ID & Client ID/Folio No.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Ashish Bakliwal (DIN: 05149608) as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Ashish Bakliwal and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.



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Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

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

**Sd/-
Divya Jajoo
Company Secretary
Membership No: A40584**

Date: June 21, 2023

Place: Raipur

Registered Office:

Office NO. 403, 4th Floor, MIDAS,
Sahar Plaza, Andheri Kurla Road,
Andheri East - Mumbai 400 059.

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DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT
[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on
General Meetings]

Annexure 1

Sr. No	Particulars	Mr. Ashish Bakliwal
1.	DIN	05149608
2.	Date of Birth	24-06-1987
3.	Age	36 years
4.	Nationality	Indian
5.	Shareholding in Manorama Industries including shareholding as a beneficial owner	None
6.	Terms and conditions of re-appointment	Appointment for the term of 2 years
7.	Details of last remuneration drawn	Rs. 100,000 sitting fee
8.	Details of remuneration sought to be paid	Rs. 10,000 sitting fee per meeting
9.	Date of first appointment on the Board	01-05-2018
10.	Qualification	Chartered Accountant and B.Com Graduate
11.	Nature of expertise in specific functional areas	He has wide experience in the field of Valuations, Enterprise Risk Management, Management Consulting, Internal Control Management, Auditing and Assurance services for Banks, NBFC, PE Funds, Corporate, Individuals, Partnerships, LLPs, etc.
12.	Brief Profile	Mr. Ashish Bakliwal is a B. Com, Fellow Chartered Accountant and Diploma in Information System Audit by ICAI. He has also completed PGCSLP from XLRI, Jamshedpur. His presence ensures the integrity of the financial system, improves internal financial control and his expert independent advice helps us set the best accounting principles.

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13.	Disclosure of relationships between Directors, Managers & KMP	None
14.	Directorship in held in other Companies including Listed entities	Manorama Industries Limited Ruptech Financial Services Private Limited Prakrat Advisors Private Limited
13.	Chairmanship of Committees	Manorama Industries Limited: Audit Committee
14.	Membership of Committees*	Manorama Industries Limited, Member of: a) Nomination and Remuneration Committee. b) Stakeholders Relationship Committee c) Corporate Social Responsibility Committee
15.	Names of the Listed Entities from which the appointee has resigned in the past 3 years	None
16.	Number of Board Meetings attended during the Financial Year 2022-23	5