



# Manorama Industries Limited

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

November 16, 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 Scrip 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 Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the notice of Postal Ballot dated November 09, 2023 issued by the Company for seeking approval of Members for following transactions:

Sr.No.	Particulars	Resolution Type
1.	To consider re-appointment of Veni Mocherla (DIN:08082163) as an Independent Director of the Company	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 depositories and whose email IDs are registered with the Company / Depositories/RTA as on November 10, 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 Friday, November 17, 2023 at 09:00 A.M. (IST) and will end on Saturday, December 16, 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/investorscompany-announcement#postalballots>.

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

**For Manorama Industries Limited**

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



**Corporate Office :**

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

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  
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](http://www.manoramagroup.co.in)  
GST - 27AAECM3726C1ZR



# Manorama Industries Limited

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

## PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT

Sr. No.	Particulars	Date of Event
1.	Date of passing of resolution by Board of Directors for appointing Scrutinizer for conducting postal ballot, approval of postal Ballot Notice, Resolution for re-appointment.	November 09, 2023
2.	Date on which consent given by Scrutinizer to act as Srutinizer for conducting postal ballot	November 09, 2023
3.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	November 10, 2023
4.	Date of completion of dispatch of Notice of Postal Ballot	November 16, 2023
5.	Intimation of completion of dispatch of Notice of Postal Ballot with Stock Exchange.	November 16, 2023
6.	Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot	November 17,2023
7.	E- Voting Starting Date	November 17, 2023
8.	E-Voting ending date	December 16, 2023
9.	Preparation of Scrutinizer report and submission of the same to Chairperson.	December 19, 2023
10.	Date of declaration of result of passing of Special resolution through postal ballot	December 19,2023
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	December 19,2023
12.	Date of signing minutes of meeting	January 14, 2023



### 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

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  
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



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://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 108 and 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 Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular Nos 22/2020 dated June 15, 2020, General circular 33/2020 dated September 28, 2020, General circular 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 29, 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, ('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 Company has engaged the services of Link Intime India Private Limited ("LI IPL") for the purpose of providing e-voting facility to its Members.

The said Notice is also available on the website of the Company at [www.manoramagroup.co.in](http://www.manoramagroup.co.in), in the relevant section of the website of BSE Limited ('BSE') [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') [www.nseindia.com](http://www.nseindia.com), on which the Equity Shares of the Company are listed and on the website of LI IPL at [www.instavote.linkintime.co.in](http://www.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 **09.00 AM on Friday, November 17, 2023** and not later than **05.00 PM IST on, Saturday, December 16, 2023** (the last day to cast vote



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company at its meeting held on November 09, 2023 has appointed M/s. Mehta & 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 & 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 'Information and Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than **05.00 PM (IST) on Saturday, December 16, 2023**. 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 completing of scrutiny of the votes cast, the Scrutinizer shall, within 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](https://manoramagroup.co.in/investors-company-announcements#postal_ballots) and LIPL <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., **December 16, 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:



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

### SPECIAL BUSINESS:

#### ITEM NO. 1:

#### **TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MS. VENI MOCHERLA (DIN: 08082163) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR NEXT 3 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, and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) (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 Article of Association of the Company and Regulation 17 and 25 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 the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for the re-appointment of Ms. Veni Mocherla (DIN: 08082163), who holds office upto December 21, 2023, as an Independent Director of the Company, to hold office for a second term of 3 (three) consecutive years on the Board of the Company commencing from December 22, 2023 upto December 21, 2026 (both days inclusive) and she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**November 09, 2023  
Place: Raipur**

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



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

### 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 reason thereof concerning the Resolutions, is given hereto and form part of this Postal Ballot Notice. The profile of the Director seeking 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 accordance with the MCA Circulars, the 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 November 10, 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.
3. The Board of Directors of the Company at its Meeting held on November 09, 2023 have appointed M/s Mehta & Mehta, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Ms. Ashwini Inamdar, Partner (Membership No. F9409), and failing her, Alifya Sapatwala, Partner, (Membership No. A24091), Partner, will represent M/s Mehta & Mehta, Practicing Company Secretaries.
4. 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](mailto: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.
5. 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**”).
6. 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 the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this Notice for information purpose only.



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

7. In accordance with Regulation 44 of the Listing Regulations and Section 108 and 110 of the Act and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) from time to time, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company has engaged Link Intime India Private Limited ("LIIP") 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.
8. Postal Ballot Notice can be downloaded from the Company's website i.e., [https://manoramagroup.co.in/investors-company-announcements#postal\\_ballots](https://manoramagroup.co.in/investors-company-announcements#postal_ballots).
9. Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy marked to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Resolutions passed by the Members through Postal Ballot by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. 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).
13. A member desiring to vote by electronic means is requested to read the instructions for Postal Ballot carefully and register their electronic vote before 05.00 PM on Saturday, December 16, 2023. In case a member has any queries or grievances regarding e-voting he or she may send mail to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in)
14. The voting rights of the Members, whose names appear in the Register of Members/ List of Beneficial Owners, as on the cut-off date shall be in proportion to their shares in the total paid-up equity share capital of the Company and are entitled to vote on the Resolution set forth in this Notice.



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

15. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.
16. The Scrutinizer's decision on the validity of the vote shall be final.
17. 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.
18. The Scrutinizer will submit her 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 2 working days of the closing of e-voting period on its website [https://manoramagroup.co.in/investors-company-announcements#postal\\_ballots](https://manoramagroup.co.in/investors-company-announcements#postal_ballots) and communicated to the Stock Exchanges, where the shares of the Company are listed.

### INFORMATION AND INSTRUCTIONS FOR E-VOTING

The Company has engaged the services of LI IPL as the Agency to provide facility for remote e-voting.

The e-voting period commences from **09.00 AM (IST) on Friday, November 17, 2023** and ends on **05.00 PM (IST) on Saturday, December 16, 2023**. During this period member may cast their votes electronically. The e-voting module will be disabled for voting after **05:00 PM (IST) on Saturday, December 16, 2023**

Once the vote on a resolution is cast by the member, the same will not be allowed to be changed subsequently.

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

As per the SEBI circular dated December 09, 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.





## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

**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.nsd.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.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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.

### **2. Individual Shareholders holding securities in demat mode with CDSL**

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

- ii. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
- iii. If the user is not registered for Easi/Easiest, the option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

### 3. 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>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

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.



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

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:

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](mailto: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
<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 toll free no.: 1800 1020 990 and 1800 22 44 30
<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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

### **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) 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".



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

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

#### **Item No.1:**

Ms. Veni Mocherla was appointed as an Independent Director of the Board of Directors of the Company for a period of two (2) consecutive years effective from December 22, 2021 pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the members through Postal Ballot. The tenure of Ms. Veni Mocherla is due to end on December 21, 2023.

The Company has received declaration from Ms. Veni Mocherla confirming that she meets all the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Nomination and Remuneration Committee after taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation and the substantial contributions made by her during her tenure, concluded and recommended to the Board that Ms. Veni Mocherla qualifications and the rich experience in abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Veni Mocherla continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

Based on recommendation of Nomination and Remuneration Committee ('NRC') and pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') the Board has proposed the reappointment of Ms. Veni Mocherla as an Independent Director of the Company for second term of three (3) consecutive years with effect from December 22, 2023 upto December 21, 2026 (both days inclusive). As per the provisions of Section 149 of the Act, members' approval is required by way of **Special Resolution** for her re-appointment.

The Brief Profile of Ms. Veni Mocherla is as follows:

Ms. Veni is a business consulting professional with more than 23 years of work experience. She has been actively involved in international business & alliances, consulting, strategy and planning, cross border partnerships, turnaround and corporate strategic initiatives.



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

---

She is an MBA, also studied Post Graduate Program at the Chartered Institute of Marketing, UK.

She has earlier worked in the UK and has held senior roles at the Department of Trade and Investment, British High Commission, Bristol Myers Squibb in India. She was an associate of few consulting firms providing consulting services to companies looking at overseas expansions that includes foreign companies looking at India, Indian companies interested in expanding overseas. She also mentors' start-ups.

She would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbusement for expenses incurred in connection with attending Board/ Committee meetings and as may be approved by the Nomination and Remuneration Committee and the Board within the limits approved by the Board of the Company from time to time, as permitted by law.

Except Ms. Veni Mocherla, herself none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed **Special Resolution**, except to the extent of their shareholding in the Company.

The Board recommends the **Special Resolution** as set out at Item No. 01 of the Notice for approval of the Members. The other details of Ms. Veni Mocherla in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice in Annexure 1.

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

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

**Date: November 09, 2023  
Place: Raipur**



## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

*Annexure 1*

### Details of Directors seeking re-appointment

**(Pursuant to Regulation 36 of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings)**

Sr. No.	Particulars	Ms. Veni Mocherla
1.	DIN	08082163
2.	Date of Birth	22/12/1975/ 48 years
3.	Nationality	Indian
4.	Shareholding in Manorama Industries including shareholding as a beneficial owner	Nil
5.	Terms and conditions of re-appointment	Reappointment for the term period of 3 years
6.	Details of last remuneration drawn	Rs. 100,000 per annum
7.	Details of remuneration sought to be paid	Sitting fee of Rs. 10,000 per meeting
8.	Date of first appointment on the Board	December 22, 2021
9.	Qualification	MBA and Post Graduate from the Chartered Institute of Marketing, UK
10.	Nature of expertise in specific functional areas	International business & alliances and cross boarder partnership
11.	Brief Profile	Ms. Veni is a business consulting professional with more than 23 years of work experience. She has been actively





## 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](mailto:cs@manoramagroup.co.in) Website: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

		<p>involved in international business &amp; alliances, consulting, strategy and planning, cross border partnerships, turnaround and corporate strategic initiatives.</p> <p>She is an MBA, also studied Post Graduate Program at the Chartered Institute of Marketing, UK.</p> <p>She has earlier worked in the UK and has held senior roles at the Department of Trade and Investment, British High Commission, Bristol Myers Squibb in India. She was an associate of few consulting firms providing consulting services to companies looking at overseas expansions that includes foreign companies looking at India, Indian companies interested in expanding overseas. She also mentors' start-ups.</p>
12.	Disclosure of relationships between Directors	Not related to any directors
13.	Directorship in Listed entity	<p>1. Manorama Industries Limited</p> <p>2. NAACL Industries Limited</p>
14.	Chairmanship of Committees	None
15.	Membership of Committees	Nil
16.	Names of the Listed Entities from which the appointee has resigned in the past 3 years	None
17.	Number of Board Meetings attended during the Financial Year 2022-23	6 out of 6