



Manorama Industries Limited

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

September 19, 2022

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

Subject. : Summary of the Proceedings of the 17th Annual General Meeting ("AGM") of the Manorama Industries Limited ("the Company") held on Monday, September 19, 2022 at 2:00 P.M. along with consolidated report issued by the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with rules thereunder.

Ref. : Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 read with 'Part A' of Schedule III and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith proceedings of the 17th Annual General Meeting of the Company held on Monday, September 19, 2022 at 2:00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") along with the Scrutinizer's Report issued by Mr. Atul Mehta, Partner, M/s Mehta and Mehta, Practicing Company Secretaries pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The same is also being made available on the website of the Company at <https://manoramagroup.co.in/investors-company-announcements#agm>.

Kindly take the above on your records and acknowledge.

Thanking you,
Yours faithfully,

For Manorama Industries Limited


Vinita Saraf
Chairperson & 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
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

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



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Summary of the Proceedings of the 17th Annual General Meeting of the Company

1. Date, Time and Venue of the Meeting

The 17th Annual General Meeting ("AGM") of the Members of the Company was held today i.e. Monday, September 19, 2022 through Video Conferencing (VC)/ Other Audio - Visual Means (OAVM). The meeting commenced at 2.00 P.M and concluded at 02:29 P.M on the same day.

The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Secretarial Standards, Companies Act, 2013 and the Rules made thereunder and the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015.

Total number of members present – 48 members

Directors Present:

Sr. No	Name of the Director	Designation
1.	Mrs. Vinita Ashish Saraf (DIN: 00208621)	Chairperson and Managing Director
2.	Mr. Gautam Kumar Pal (DIN: 07645652)	Whole Time Director
3.	Mr. Shrey Ashish Saraf (DIN: 07907037)	Whole Time Director
4.	Mr. Jose V. Joseph (DIN: 08540226)	Independent Director and Chairperson of Stakeholders Relationship Committee
5.	Mr. Nipun Sumanlal Mehta (DIN: 00255831)	Independent Director and Chairperson of Nomination and Remuneration Committee and Risk Management Committee
6.	Mr. Ashish Bakliwal (DIN: 05149608)	Independent Director and Chairperson of Audit Committee
7.	Mr. Mudit Kumar Singh (DIN: 03276749)	Independent Director and Chairperson of CSR Committee
8.	Mrs. Veni Mocherla (DIN: 08082163)	Independent Director

2. Proceedings in brief

Ms. Vinita Ashish Saraf occupied the chair to conduct the proceedings of the meeting. The Chairperson extended a warm welcome to the shareholders and board members present.

The requisite quorum being present, the Chairperson called the Meeting to order.

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The Chairperson informed the members that due to COVID-19 pandemic crisis, the meeting was being conducted through VC/OAVM and that the same has been done in compliance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

Thereafter, Chairperson requested Ms. Ekta Soni and Mr. Shrey Saraf, Whole Time Director to carry forward the proceedings of the Meeting.

Ms. Ekta Soni, introduced the Directors and KMPs present at the meeting. She further informed that Mr. Sanjay Singhania, representing OP Singhania & Co, the Statutory Auditors of the Company and Mrs. Aditi Patnaik, Partner of Mehta & Mehta, Practicing Company Secretaries, the Secretarial Auditors of the Company were also present at this AGM. She also informed that due to pre-occupations Mr. Kedarnath Agarwal (DIN: 00183566) Non-Executive Director was not able to attend the meeting.

Thereafter she, briefed the shareholders about the facility of remote E-Voting provided by the Company to the members. The remote e-voting facility was commenced at 9.00 a.m. on Friday, September 16, 2022 and ended on Sunday, September 18, 2022 at 5.00 p.m. She also informed that the Company had provided the facility to cast votes electronically to those members at the AGM, who had not casted their votes before. She further informed that since the Meeting is being conducted through Video Conferencing or Other Audio-Visual Means, the facility for appointing Proxy is not available. Registers, Documents and Records as required by law were also available for inspection by the Members on the website of the Company.

She further informed that the Board of Directors of the Company had engaged the services of Link Intime India Pvt. Ltd. for the remote e-voting and voting through electronic voting system at the AGM and had also appointed Ms. Ashwini Inamdar, Partner, Mehta & Mehta, Company Secretaries as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.

The members were informed that results of voting shall be disseminated to the Stock Exchange and also uploaded on the websites of the Company and LIPL, the agency providing e-voting facility.

Mr. Shrey Saraf and Mr. Gautam Kumar Pal, Whole Time Directors gave an insight about the business and financial performance and recent developments in the Company to the shareholders.

Ms. Ekta Soni informed the shareholders that the Secretarial Audit Report for the Financial Year 2021-22 as given by M/s. Mehta and Mehta, Practicing Company Secretaries, forms part of the Annual Report. The Management replies for the qualification in the Secretarial Audit Report has also been explained in the Board's report. Also, there are no qualifications in the statutory auditors report.

The following items of business as set out in the Notice convening the 17th AGM were put for shareholders' approval:

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Ordinary Business:		
Item No.	Agenda Item	Type of Resolution
1	To receive, consider and adopt the Audited Standalone financial Statements of the Company for the Financial Year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2	To appoint a director in place of Mr. Gautam Kumar Pal (DIN:07645652), Whole-Time Director who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	To revise the remuneration of Statutory Auditors of the Company with effect from the financial year 2021-2022.	Ordinary
Special Business:		
Item No.	Agenda Item	Type of Resolution
4	To ratify the remuneration payable to M/s. S N & Co, Cost Accountants, appointed as Cost Auditors of the Company.	Ordinary
5	Approval for increase in remuneration of Mr. Ashish Saraf and holding an office or place of profit in the Company.	Ordinary
6	To consider and approve Material Related Party Transaction.	Ordinary

The Chairperson, thereafter, thanked all the Members for their participation at the AGM and for their level of commitment towards the Company. The members were informed that E-Voting process will continue for the next 15 minutes from the time of closure of the meeting and thereafter it will be disabled automatically by LIPL.

Request you to take the above on record and oblige

Thanking You,
Yours Faithfully,

For Manorama Industries Limited


Vinata Saraf
Chairperson and Managing Director
DIN: 00208621
Place: Raipur
Date: September 19, 2022



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Mehta & Mehta

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.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairperson
Manorama Industries Limited
Office No. 403, 4th Floor, MIDAS,
Sahar Plaza, Andheri Kurla Road,
Andheri (East) – Mumbai – 400 059

Seventeenth (17th) Annual General Meeting ("AGM") of the Members of Manorama Industries Limited ("the Company") held on Monday, September 19, 2022, at 02:00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Madam,

I, Atul Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed by the Board of Directors of Manorama Industries Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the 17th AGM of the Company held on Monday, September 19, 2022, at 02:00 p.m. through VC/OAVM pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") in respect of the Resolutions as set out in the Notice convening the 17th AGM, do hereby submit our report as follows :


1. The Notice dated August 20, 2022 of the 17th AGM was sent to the Members through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') in compliance with MCA circulars.



2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of Link Intime India Private Limited (LI IPL).
3. The Members of the Company holding shares as on the "cut off" date i.e. Monday, September 12, 2022 were entitled to vote on the resolutions stated in the Notice of the 17th AGM.
4. The period for remote e-voting commenced on Friday, September 16, 2022 (09:00 A.M. IST) and ended on Sunday, September 18, 2022 (05:00 P.M IST). The Remote e-voting module was disabled by LI IPL for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Suman Lahoti and Mr. Prashant Parmar neither of whom are in the employment of the Company and generated from LI IPL e-voting website <https://instavote.linkintime.co.in>.
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the Notice of the 17th AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
9. The consolidated results of remote e-voting and voting through electronic voting system at the 17th AGM are enclosed as an Annexure to this report.


Thanking You,

For Mehta & Mehta
Company Secretaries



Atul Mehta
Scrutinizer
FCS No: 5782
CP No: 2486
UDIN: F005782D000999720
Place: Mumbai
Date: September 19, 2022



We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from LIPL e-voting website <https://instavote.linkintime.co.in> in our presence on September 19, 2022.

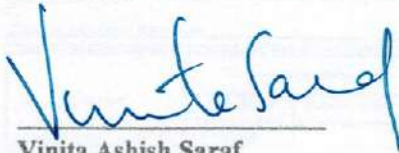

Name: Ms. Suman Lahoti

Address: 201-206, Shiv Smriti Chambers,
s: 2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018


Name: Mr. Prashant Parmar

Address: 201-206, Shiv Smriti Chambers,
s: 2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Countersigned by



Vinita Ashish Saraf
Chairperson and Managing Director
DIN:00208621
Manorama Industries Limited



Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	39	8,673,903	8	118807	47	8,792,710	100.0000
Votes against the resolution	0	0	0	0	0	0	0.0000
Invalid votes/ Abstained	0	0	0	0	0	0	0.0000

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Gautam Kumar Pal (DIN: 07645652), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	39	8,673,903	8	118807	47	8,792,710	100.0000
Votes against the resolution	0	0	0	0	0	0	0.0000
Invalid votes/ Abstained	0	0	0	0	0	0	0.0000

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 3: Ordinary Resolution

To revise the remuneration of Statutory Auditors of the Company with effect from the financial year 2021-22.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	39	8,673,903	7	118762	46	8,792,665	99.9995
Votes against the resolution	0	0	1	45	1	45	0.0005
Invalid votes/ Abstained	0	0	0	0	0	0	0.0000

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 4: Ordinary Resolution

To ratify the remuneration payable to M/s. S N & Co. Cost Accountants, appointed as Cost Auditors of the Company.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	39	8,673,903	7	118762	46	8,792,665	99.9995
Votes against the resolution	0	0	1	45	1	45	0.0005
Invalid votes/ Abstained	0	0	0	0	0	0	0.0000

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 5: Ordinary Resolution

Approval for increase in remuneration of Mr. Ashish Saraf and holding an office or place of profit in the Company.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	35	942,222	6	116337	41	1,058,559	99.9957
Votes against the resolution	0	0	1	45	1	45	0.0043
Invalid votes/ Abstained	0	0	1	2425	1	2,425	0.0000

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 6: Ordinary Resolution

To consider and approve Material Related Party Transaction.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	35	942,222	6	116337	41	1,058,559	99.9957
Votes against the resolution	0	0	1	45	1	45	0.0043
Invalid votes/ Abstained	0	0	1	2425	1	2,425	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

