



Manorama Industries Limited

KHASRA No. 2449-2618

Nr. IIDC, Birkoni

Mahasamund (C.G.)

Pin : 493445

May 16, 2024

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: INE00VM01036

Symbol: MANORAMA
ISIN: INE00VM01036

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 May 12, 2024 issued by the Company for seeking approval of Members for following matter:

Sr. No.	Particulars	Resolution Type
1.	To approve the re-appointment of Mr. Jose Vailappallil Joseph (DIN: 08540226) as a Non-Executive - 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 Depositories and whose email IDs are registered with the Company / Depositories/RTA as on Friday, May 10, 2024 (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 09:00 AM (IST) on Friday, May 17, 2024 and ends on 05:00 PM (IST) on Saturday, June 15, 2024.

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

Deepak Digitally signed
by Deepak
Sharma
Sharma Date: 2024.05.16
13:02:54 +05'30'

Deepak Sharma
Company Secretary and Compliance Officer
Membership No: A48707



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 - 27AAECM3726C1Z1

PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTION 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.	May 12, 2024
2.	Date on which consent given by Scrutinizer to act as Srutinizer for conducting postal ballot	May 12, 2024
3.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	May 10, 2024
4.	Date of completion of dispatch of Notice of Postal Ballot	May 16, 2024
5.	Intimation of completion of dispatch of Notice of Postal Ballot with Stock Exchange.	May 16, 2024
6.	Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot	May 17, 2024
7.	E- Voting Starting Date	May 17, 2024
8.	E-Voting ending date	June 15, 2024
9.	Preparation of Scrutinizer report and submission of the same to Chairperson.	On or before June 19 2024
10.	Date of declaration of result of passing of Special resolution through postal ballot	On or before June 19, 2024
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 June 19, 2024
12.	Date of signing minutes of meeting	July 14, 2024





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

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 25, 2023 issued by the Ministry of Corporate Affairs (Collectively '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 Resolution as set out in this Notice is 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 in the relevant section of the website of BSE Limited ('BSE') www.bseindia.com and National Stock Exchange of India Limited ('NSE') 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.

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 resolution 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 (IST) on Friday, May 17, 2024** and not later than **05:00 PM (IST) on, Saturday, June 15, 2024** (the last day to cast vote electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.



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The Board of Directors of the Company at its meeting held on May 12, 2024 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 resolution through the e-voting process not later than **05:00 PM (IST) on Saturday, June 15, 2024**. 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 and <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 resolution, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., **Saturday, June 15, 2024**. The proposed resolution 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:



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SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE THE RE-APPOINTMENT OF MR. JOSE VAILAPPALLIL JOSEPH (DIN: 08540226) AS A NON EXECUTIVE - INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, if any (including statutory modification or re-enactment thereof for the time being in force), Regulation 17 and 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors made at its meeting held on Sunday, May 12, 2024, Mr. Jose Vailappallil Joseph (DIN: 08540226) who holds office upto 18th August, 2024, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years commencing from 19th August, 2024 to 18th August, 2029 (both days inclusive) and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters, and things and to give such directions as may be necessary or expedient for the purpose of giving effect to the above Resolution.”

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

**Sd/-
Deepak Sharma
Company Secretary and Compliance Officer
Membership No: A48707**

Date: May 12, 2024

Place: Raipur



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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 all material facts concerning the Resolution, is given hereto and form part of this Postal Ballot Notice.
2. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, May 10, 2024 ("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 May 12, 2024 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 Postal Ballot Notice 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.
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.
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



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("LIPL") as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolution. 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.
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 with a copy marked to cs@manoramagroup.co.in.
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Resolution passed by the Members through Postal Ballot by electronic means is 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, June 15, 2024. In case a member has any queries or grievances regarding e-voting he or she may send mail to 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.
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 the members through Remote e-voting, the members shall not be allowed to change it subsequently and such e-vote shall be treated as final.



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18. 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 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 LIPL as the Agency to provide facility for remote e-voting.

The e-voting period commences from 09:00 AM (IST) on Friday, May 17, 2024 and ends on 05:00 PM (IST) IST on, Saturday, June 15, 2024. During this period, members may cast their votes electronically. The e-voting module will be disabled for voting after 5:00 p.m. (IST) on Saturday, June 15, 2024.

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 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

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>



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- 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.

2. Individual Shareholders holding securities in demat mode with CDSL

- i. Existing users who have opted for Easi / Easiest, 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 and click on New System Myeasi.
- 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, 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 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.



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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: -

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*



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- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

Guidelines for Institutional shareholders:

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.

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

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) 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 participant’s 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 resolution 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

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

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

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

Item No.1

Mr. Jose Vailappallil Joseph (DIN: 08540226) was appointed as a Non-Executive Independent Director on the Board of Directors of your Company for a period of Five (5) consecutive years effective from August 19, 2019 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 Mr. Jose Vailappallil Joseph is due to complete on August 18, 2024.

The Company has received declaration from Mr. Jose Vailappallil Joseph confirming that he 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 ('NRC') 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 him during his tenure, concluded and recommended to the Board that Mr. Jose Vailappallil Joseph qualifications and the rich experience abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Jose Vailappallil Joseph continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his 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 re-appointment of Mr. Jose Vailappallil Joseph as a Non-Executive Independent Director for second term of Five (5) years with effect from 19th August, 2024 to 18th August, 2029 (both days inclusive). As per the provisions of Section 149 of the Act, members' approval is required by way of Special Resolution for his re-appointment.

The Brief Profile of Mr. Jose Vailappallil Joseph is as follows:

Mr. Jose Vailappallil Joseph has joined the Board of our Company effective August 19, 2019.

He is the former Executive Vice President of Federal Bank with over four decades of rich experience in banking and sound corporate practices. He is a director in Federal House construction Society Ltd and Dharmadeepti Ltd. Also he is an independent director in GEO VPL Finance Ltd. He had been on the board of Dharmadeepti



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Chits P Ltd. He is the Internal Ombudsman of Manappuram Finance Limited, a listed entity and one of the leading NBFCs.

In the Federal Bank, he had successfully spearheaded business in rural, semi urban, urban and metropolitan centres with thrust on Retail, SME and Wholesale banking. He had worked in various geographies in India and in UAE.

The key positions he held in the bank are: Head of Marketing and SME departments, Zonal Head of New Delhi, Country Head Wholesale and Institutional Banking and Controller of Zonal Heads. He is highly acclaimed and accomplished executive with an outstanding track record in growing business volume and profit. He is a visionary and creative leader recognised for sweeping improvements made in customer service, efficiency, product development and marketing. He is a strong believer in good corporate governance, compliance and integrity. During the past 5 years he had actively participated in the board and Committee meetings. He guided the company in various aspects, especially in Finance, Accounts, Banking, Risk Management, Compliance, Corporate governance, Human Resources etc.

He 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 and the Committee meetings thereof of which membership, if any held by him, and as may be approved by the NRC and the Board within the limits approved by the Board of the Company from time to time, as permitted by law.

Except Mr. Jose Vailappallil Joseph being reappointed, 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 Mr. Jose Vailappallil Joseph 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/-
Deepak Sharma
Company Secretary and Compliance Officer
Membership No: A48707**

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



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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	Mr. Jose Vailappallil Joseph
1.	DIN	08540226
2.	Date of Birth	25/03/1958 (66 years)
3.	Nationality	Indian
4.	Brief Profile and qualification	<p>Mr. Jose v. Joseph has joined the board of our company effective August 19, 2019.</p> <p>He is the former Executive Vice President of Federal Bank with over four decades of rich experience in banking and sound corporate practices. He is a director in Federal House construction Society Ltd and Dharmadeepti Ltd. Also he is an independent director in GEO VPL Finance Ltd. He had been on the board of Dharmadeepti Chits P Ltd. He is the Internal Ombudsman of Manappuram Finance Limited, a listed entity and one of the leading NBFCs. In the Federal Bank, he had successfully spearheaded business in rural, semi urban, urban and metropolitan centres with thrust on Retail, SME and Wholesale banking. He had worked in various geographies in India and in UAE.</p> <p>The key positions he held in the bank are: Head of Marketing and SME departments, Zonal Head of New Delhi, Country Head</p>

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		<p>Wholesale and Institutional Banking and Controller of Zonal Heads.</p> <p>He is highly acclaimed and accomplished executive with an outstanding track record in growing business volume and profit.</p> <p>He is a visionary and creative leader recognised for sweeping improvements made in customer service, efficiency, product development and marketing. He is a strong believer in good corporate governance, compliance and integrity. During the past 5 years, he had actively participated in the board and Committee meetings. He guided the company in various aspects, especially in Finance, Accounts, Banking, Risk Management, Compliance, Corporate governance, Human Resources etc.</p>
5.	Terms & Conditions of appointment	Reappointment for the term period of 5 years with effect from 19 th August, 2024 to 18 th August, 2029 (both days inclusive)
6.	Nature of expertise in specific functional areas	Rich experience in Banking and Corporate Industry.
7.	Shareholding in Manorama Industries Limited including shareholding as a beneficial owner	NIL
8.	Details of last remuneration drawn	Nil (He is eligible for sitting fees only, during the financial year he had drawn Rs. 1,70,000/- only)
9.	Details of remuneration sought to be paid	Sitting fee of Rs. 10,000 per meeting (As decide by the Board time to time pursuant to the limit provided under Companies Act, 2013).



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10.	Date of first appointment on the Board	August 19, 2019
11.	Disclosure of relationships between Directors/KMPs	Not related to any Directors
12.	Directorship in Listed entity	Manorama Industries Limited
13.	Chairmanship of Committees	Stakeholders Relationship Committee in Manorama Industries Limited
14.	Membership of Committees	Member in Audit Committee, Nomination & Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Chairman in Stakeholders Relationship Committee of Manorama Industries Limited
15.	Names of the Listed Entities from which the appointee has resigned in the past 3 years	Nil
16.	Number of Board Meetings attended during the Financial Year 2023-24	5 out of 5