



**Manorama
Industries Limited**

January 20, 2020

To,
BSE Limited (SME Exchange)
25th Floor, P. J Towers,
Dalal Street,
Fort, Mumbai – 400 001

BSE Symbol: MANORAMA
BSE Scrip Code: 541974

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for completion of dispatch of Postal ballot notice and form dated January 9, 2020

In continuation of our letter dated January 09, 2020 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice along with postal ballot form which has been dispatched to the Shareholders of the Company on January 20, 2020, for seeking approval to enter into Related Party Transactions with Manorama Africa Limited upto an aggregate of Rs. 75 crores for Financial Years 2019-20 and 2020-21.

Voting period shall commence from Sunday, January 26, 2020 (09.00 A.M. IST) and ends on Monday, February 24, 2020 (05.00 P.M. IST). In case of voting through postal ballot form, the duly completed postal ballot form should reach the Scrutinizer not later than 5:00 P.M. IST on Monday, February 24, 2020. The results of postal ballot will be announced on or before Wednesday, February 26, 2020.

The postal ballot notice along with postal ballot form is also available on website of Company www.manoramagroup.co.in

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

Thanking You,

For Manorama Industries Ltd.
Yours Sincerely,
For Manorama Industries Limited

Vinita Saraf
Vinita Saraf
Managing Director

DIN: 00208621

**Address: QR. C-9, Anupam Nagar near TV Tower,
Shankar Nagar Raipur 492007.**

Encl: A/a

Corporate Office :

F-6, Anupam Nagar,
Raipur - 492007
Chhattisgarh, INDIA
GSTIN : 27AAECM3726C1Z1
Tel. : +91-771-2283071, 2282579, 2282457
Telefax: +91-771-4056958
CIN : L15142MH2005PLC243687

An ISO 22000 : 2005 Certified Company

FSSC 22000 Certified Company

E-mail: info@manoramagroup.co.in

Web: www.manoramagroup.co.in

A Government of India Recognized Star Export House

Registered Office :

Office No. 403, 4th Floor, Midas, Sahar Plaza,
Andheri Kurla Road, Andheri East Mumbai
Mumbai City MH 400059 INDIA
GSTIN : 27AAECM3726C1ZR
Mumbai. Tel. 022 22622299
Tel. 022 49743611, Tel. 022 67088148



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

NOTICE OF POSTAL BALLOT

Dear member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") and other applicable provisions, if any, of the Act, read with the Rule 22 of Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard 2 ("SS 2") on General Meetings and any other applicable provisions, if any, seeking approval of the members of Manorama Industries Limited ("the Company") through postal ballot including voting by electronic means (e-voting) for the Ordinary Resolution set out hereinafter.

The proposed resolution along with an Explanatory Statement pursuant to Section 102(1) of the Act and Secretarial Standard-2 on General Meetings pertaining to the said Resolution setting out all material facts relating to the resolution forms part of this Postal Ballot Notice. A Postal Ballot form is also annexed herewith.

The Board of Directors of the Company at its meeting held on January 9, 2020, have appointed Mrs. Ashwini Inamdar and failing her, Mr. Atul Mehta, Partners of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique code: P1996MH007500), as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage pre-paid self-addressed Business Reply Envelope. Postage will be borne by the Company. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The Postal Ballot form may also be deposited personally at the address given on the postage prepaid self-addressed Business Reply Envelope.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules 20 and 22 of the Rules, Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, 5.00 P.M. on Monday February 24, 2020. Postal Ballot Forms received after this day will be treated as 'invalid'. The Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Company has engaged the services of Link Intime India Private Limited ("Link Intime") for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). Members desiring to opt for E-voting, are requested to read the instructions in the Notes under the section '**Instructions for E-Voting**'.

The Scrutinizer will submit their Report to the Chairperson of the Company or in her absence to the person authorized by her in writing, after the completion of scrutiny. The results of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairperson or any other person authorized by her within 48 hours from receipt of the Scrutinizer's Report, at the Registered Office of the Company and also by placing the same on the Company's website: www.manoramagroup.co.in and on the website of Link Intime: <https://instavote.linkintime.co.in> and the results will simultaneously be communicated to SME BSE Limited ("**Stock Exchange**") where the equity shares of the Company are currently listed.

SPECIAL BUSINESS

APPROVAL FOR RELATED PARTY TRANSACTIONS WITH MANORAMA AFRICA LIMITED:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014, including any statutory modification(s) or re-enactment(s) of the Act or the Rules for the time being in force, approval of the member(s) be and is hereby accorded to the Board of Directors of the Company to enter into/continue to enter into the contract(s)/agreement(s)/ arrangement(s) and transaction(s) with Manorama Africa Limited ('MAL'), a company incorporated or registered outside India, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 for purchase of Shea Nuts on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 75 crore for the Financial Years 2019-20 and 2020-21, provided that the said contract(s)/, agreement(s)/, arrangement(s) and transaction(s) so carried out shall be in the ordinary course of business of the Company and on such other terms and conditions as set out in the explanatory statement annexed herewith;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By order of the Board

For, Manorama Industries Limited

sd/-

Divya Bhootra

Company Secretary

Membership number: A40584

Registered Office:

Office No. 403, 4th Floor, Midas, Sahar Plaza,

Andheri Kurla Road, Andheri East

Mumbai 400059

Date: January 9, 2020

Place: Raipur

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("Act") setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Members whose e-mail addresses are not registered, by permitted mode along with postage pre-paid Business Reply Envelope addressed to the Scrutinizer.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of Beneficial ownership maintained by the Depositories as on the close of business hours on Friday, January 10, 2020. Members receiving the notice of Postal Ballot whose names do not appear in the Register of Members / Statement of beneficial ownership as mentioned above, should treat this notice for information purposes only.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, January 10, 2020 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
5. Pursuant to the provisions of Section 108, 110 and all other applicable provisions of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Link Intime India Private Limited ("Link Intime") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. The Resolution passed by requisite majority, will be deemed to be passed on the last date specified for E-Voting or for receipt of duly completed Postal Ballot Forms i.e. Monday, February 24, 2020.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. The e-voting period commences on Sunday January 26, 2020 at 09.00 A.M. (IST) and ends on Monday February 24, 2020 at 05.00 P.M. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date, that is, Friday, January 10, 2020 may cast their vote electronically. The e-voting module shall be disabled by Link Intime thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently or cast the vote again.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid Business Reply Envelope to the Scrutinizer M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique code: P1996MH007500), so that it reaches the Scrutinizer not later than 5.00 P.M. IST on Monday February 24, 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 P.M. IST on Monday February 24, 2020, it will be considered that no reply from the Member has been received.
11. All material documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be open for inspection by the Members at the Company's registered office during business hours on all working days except Saturday and holidays from the date of dispatch of this Postal Ballot Notice up to the last date of receipt of Postal Ballot Form.

12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
13. A member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

INSTRUCTIONS FOR VOTING

A. Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, in case, the Members send the physical Postal Ballot Form by courier or registered post or deliver it in person at their expense, such Postal Ballot Forms will also be accepted.
2. The Postal Ballot Form duly completed and signed by the Member(s) should be sent to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on Monday February 24, 2020. Postal Ballot Forms received after the said date shall be treated as if the reply from the Members has not been received.
3. Members are requested to exercise their voting rights by using the enclosed Postal Ballot Form only. No other form or photocopy of the form (except duplicate form issued by the Company) shall be accepted.
4. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

B. Voting through electronic means

(A) Instructions for shareholders to vote electronically:

i. Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten 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 the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ii Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

iii General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT ALL MATERIAL FACTS:

Manorama Africa Limited is a 'related party' within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), hence the contracts, agreements, arrangements and transactions between Manorama Industries Limited and Manorama Africa Limited fall under the category of a related party transaction of the Company in terms of the provisions of Sections 188(1)(a) and 188(1)(e) of the Act read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

Pursuant to Sections 188(1)(a) and 188(1)(e) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board subject to prior approval of the members by passing an Ordinary resolution wherein any contracts or agreement(s) entered into or to be entered into with any Related Party shall be termed as 'Related Party Transactions' ("RPT") and if such transaction entered individually or taken together with all previous transactions exceeds ten percent or more of the turnover of the Company. The aforesaid provisions are not applicable in respect of RPT transactions entered into by the Company in the ordinary course of business on an arm's length basis.

The Company has entered into various related party transactions with Manorama Africa Limited. The Audit Committee and the Board of Directors of the Company at their meetings held on November 9, 2019 have consented for entering in the above referred contracts, agreements, arrangements and transactions w.e.f. November 9, 2019 for a period of 1 year and have approved for the Company to enter into related party transactions as more particularly described in table below:

Sr. No.	Particulars	Details
1.	The name of the related party	Manorama Africa Limited
2.	Name of the director or key managerial personnel who is related, if any	Mrs. Vinita Ashish Saraf and Mr. Gautam Kumar Pal
3.	Nature of relationship	Mrs. Vinita Ashish Saraf is the Chairperson and Managing Director of the Company. She is a Director in Manorama Africa Limited. She has also subscribed to 100% of the share capital of Manorama Africa Limited. Mr. Gautam Kumar Pal is an Executive Director of the Company and he is also a Director in Manorama Africa Limited.
4.	The nature, material terms, monetary value and particulars of the contract or arrangements	<p><u>NATURE:</u></p> <ul style="list-style-type: none"> • Purchase of SHEA NUTS (goods) from Manorama Africa Limited, directly or through appointment of agent; • Clearing, forwarding and shipping of Raw Material purchase by Manorama Industries Limited (any expenses made by Manorama Africa Limited for operational purpose to be borne by Manorama Industries Limited if it relates to supply of SHEA NUTS to Manorama Industries Limited). <p><u>MATERIAL TERMS:</u> The material terms with respect to quality, quantity and other specifications of Shea nuts will be as per the contract entered into by the Company with Manorama Africa Limited.</p> <p><u>MONETARY VALUE:</u> Consideration of the transaction shall be determined mutually between the parties and shall be according to prevalent market conditions. The total value of transactions shall be upto Rs. 75 Crores.</p>
5.	any advance paid or received for the contract or arrangement, if any;	The amount of advances paid for the contracts will be as per the terms and conditions of the contract, since the Company will be entering into Seperate contracts for each transaction of purchase of SHEANUTS from Manorama Africa Limited.
6.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	<p>The pricing / commercial terms will be determined based on the transaction with unrelated parties for similar nature of transaction, if any. The prices / commercial terms will be determined as per prevailing market conditions.</p> <p>The aforementioned transaction amounts to Import of SHEA NUTS (goods) hence the price of the same will be determined on Free-on-board (FOB) basis.</p>
7.	Any other information relevant or important for the members to take a decision on the proposed transaction	Nil

The transactions entered into by the Company with Manorama Africa Limited are within the limits of material related party transactions as specified under Rule 15(3)(a)(I) of Companies (Meetings of Board and its Powers) Rules, 2014.

However the Company wishes to obtain members approval as the said transaction is likely to cross the specified limits under Rule 15(3)(a)(I) of Companies (Meetings of Board and its Powers) Rules, 2014 in due course of time. The Company wishes to obtain shareholder approval to enter into related party transaction with Manorama Africa Limited upto an aggregate value of Rs.75 crores for the financial years 2019-20 and 2020-21.

The copy of the contract, agreement, arrangement and transaction mentioned above and approved by the board and Audit Committee shall be open for inspection of members at such time and place as mentioned in the notes to this Notice.

In view of the above, it is proposed to seek approval of the members of the Company through an Ordinary resolution for the above transaction and the related parties are abstained from voting on the resolution.

None of the other Directors and Key Managerial Personnel or their relatives other than Mrs. Vinita Saraf and Mr. Gautam Kumar Pal, are in any way concerned or interested in the resolution. However, in accordance with the provisions of Section 188 of the Companies Act, 2013, the resolution above, being a resolution for approval of related party transaction, all related parties (including the above) shall not vote to approve such resolution.

The Board of Directors recommends passing of the resolution as Ordinary Resolution.

By order of the Board
For Manorama Industries Limited

sd/-
Divya Bhootra
Company Secretary and Compliance Officer
Membership number: A40584

Registered Office:
Office No. 403, 4th Floor, Midas, Sahar Plaza,
Andheri Kurla Road, Andheri East
Mumbai 400059

Date: January 9, 2020
Place: Raipur

Manorama Industries Limited

CIN: L15142MH2005PLC243687

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

Tel: 91-022-22622299

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

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before filling the form)

Sr. No.:

Name and Registered Address of the sole / first named Shareholder	
Name(s) of the Joint Shareholder(s), if any	
Registered Folio No. /DPID No. * / Client ID No.* (*applicable to investors holding shares in dematerialized form)	
Number of Equity Shares held	

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through Postal Ballot/ E-Voting for the business as stated in the Postal Ballot Notice of the Company dated January 9, 2020 by conveying my / our assent or dissent to the said Resolution by placing a tick (✓) mark at the appropriate box below:

Item No.	Brief Details of the Resolution	No. of Equity Shares held	I / We assent (agree) to the Resolution (Vote in Favour)	I / We dissent (disagree) to the Resolution (Vote against)
ORDINARY RESOLUTION :				
1.	Approval of Related Party Transactions with Manorama Africa Limited upto a maximum aggregate value of Rs. 75 crores for the financial years 2019-20 and 2020-21			

Place:

Date:

Signature of the Member / Authorised Representative

ELECTRONIC VOTING PARTICULARS

EVENT (Electronic Voting Event Number)	USER ID	PASSWORD / PIN
200002		

Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period:

Commencement of Voting	End of Voting
Sunday January 26, 2020 at 09.00 A.M.	Monday February 24, 2020 at 5.00 p.m.

Note(s):

- Please read the instructions printed overleaf carefully before filing this form and for e-voting, please refer the e-voting instructions in the Postal Ballot Notice sent herewith.
- Last Date for Receipt of Postal Ballot Form by the Scrutinizer is Monday February 24, 2020, upto 5.00 p.m.

INSTRUCTIONS FOR VOTING

1. A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutiniser in the self-addressed reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. This Form should be completed and signed by the member [as per the specimen signature registered with the Company/Depository Participant(s)]. In case of Joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Duly completed Postal Ballot form should reach the Scrutiniser not later than 5.00 p.m. IST on Monday February 24, 2020. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
4. There will be only one Postal Ballot Form for every Folio No. /DP ID No. /Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
5. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/authority letter and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite instructions to the person voting on the Postal Ballot Form.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid reply envelope, as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
7. A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's website (www.manoramagroup.co.in) and the same duly completed should reach the Scrutiniser not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of a Postal Ballot Form will be final and binding.
9. Additionally, please note that the Postal Ballot Form shall be considered invalid if:
 - A. A form other than the one issued by the Company has been used;
 - B. It is not possible to determine without any doubt the assent or dissent of the member;
 - C. Neither assent or dissent is mentioned;
 - D. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - E. It is defaced or mutilated in such away that its identity as genuine form cannot be established;
 - F. The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on January 10, 2020 (cut-off date).
11. Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.
12. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in the Notice of the Postal Ballot dated January 9, 2020.
13. A member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot form. If a member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.