



MANORAMA Industries Limited

(Formerly known as Manorama Industries Pvt Ltd)

F-6, Anupam Nagar,
Raipur - 492007
Chhattisgarh, INDIA
Tel. : +91-771-2283071, 2282579,
Telefax : +91-771-4056958
E-mail : info@manoramagroup.co.in
Web : www.manoramagroup.co.in
CIN : U15142MH2005PLC243687

Date: October 01, 2019

The Manager
Listing Department
BSE SME Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001
Script Code: 541974

Dear Sir,

Sub: Consolidated Report issued by the scrutiniser pursuant to section 108 of the Companies Act, 2013 read with rules thereunder

The Annual General Meeting ("AGM") of the Company was duly convened on Monday, September 30, 2019 at 10.00 a.m. at The Lalit Sahar Airport Road, Navpada, Marol, Andheri East, Mumbai, Maharashtra 400059. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and according to regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company had provided the remote e-voting facility to all its members as on the cut-off date being Monday, September 23, 2019 to exercise their right to vote by electronic means on the business specified in the notice convening the meeting. The period for remote e-voting commenced on Friday, September 27, 2019 at 09:00 A.M. (1ST) and ended on Sunday, September 29, 2019, 2019 at 05:00 P.M. (1ST). To facilitate the members who could not cast their vote through e-voting, the Company had extended the facility of voting through ballot papers at the AGM venue. Accordingly, please find attached the consolidated Scrutinizer's Report on remote e-voting and through ballot conducted at the AGM venue pursuant to Section 108 of the Companies Act, 2013 and Rules thereunder.

This is for your information and records.

Thanking you,

Yours Faithfully,

For Manorama Industries Limited

**Gautam Kumar Pal
Director**

DIN: 07645652

**Address: Shivanand Nagar, Sector-1,
W.R.S. Colony Om Nagar,
Khamtarai Raipur - 492008.**



Mehta & Mehta

COMPANY SECRETARIES

REGD. OFFICE : 201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
PHONE : +91-22-6611 9696 ● E-mail: info@mehta-mehta.com ● Visit us : www.mehta-mehtaadvisory.com

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 Chairman
Manorama Industries Limited

Fourteenth Annual General Meeting ("AGM") of the Members of Manorama Industries Limited held on Monday, September 30, 2019, at the Lalit Mumbai, Sahar Airport Road, Navpada, Marol, Andheri East, Mumbai 400 059.

Dear Sir,

I, **Ashwini Inamdar**, Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of Manorama Industries Limited ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and voting through ballot papers at the Fourteenth Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice convening the AGM, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and through ballot paper at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of Link Intime India Private Limited.
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on September 23, 2019 ("cut-off date").
3. The period for remote e-voting commenced on Friday, September 27, 2019 at 09:00 a.m. (IST) and concluded on Sunday, September 29, 2019 at 5:00 p.m. (IST). The Remote e-voting module was disabled by Link Intime for voting thereafter.
4. The facility for voting through ballot papers was made available at the AGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting.



5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Avni Shah and Ms. Shikha Babbar neither of whom are in the employment of the Company.
6. The report on votes cast through remote e-voting was generated from Link Intime e-voting website <https://www.instavote.linkintime.co.in>.
7. The consolidated results of remote e-voting and voting through ballot papers at the AGM venue are enclosed as an **Annexure** to this report.

Thanking You,

For **Mehta & Mehta**
Company Secretaries



Ashwini Inamdar

Scrutinizer

FCS No : 9409

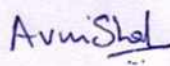
CP No : 11226

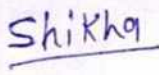
Place: Mumbai

Date: September 30, 2019

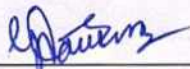
Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Link Intimes's e-voting website <https://www.instavote.linkintime.com> in our presence on Septemeber 30, 2019.


Name : Avni Shah
**Address : A/4, 4th Floor, New Anant
Bhuvan, N.N. Street, Bhat
Bazar, Mumbai - 400009**


Name : Shikha Babbar
**Address : Flat no. 5, Queen's Croft
Bldg, Baptista Road, Vile
Parle (West), Mumbai -
400056.**

Countersigned by



Chairman

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, 2019, together with the reports of the Board of Directors and the Auditors thereon

Particulars	Remote e-voting		Voting through ballot papers 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 2: Ordinary Resolution

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

Particulars	Remote e-voting		Voting through ballot papers 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 3: Ordinary Resolution

To appoint Statutory Auditors and fix their remuneration and in connection therewith

Particulars	Remote e-voting		Voting through ballot papers 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-



Item No. 4: Ordinary Resolution

Ratification of remuneration payable to S N & Co Cost Auditors of the Company for the Financial Year ending March 31, 2020

Particulars	Remote e-voting		Voting through ballot papers 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 5: Ordinary Resolution

Appointment of Mr. Jose Vailappallil Joseph as an Independent Director

Particulars	Remote e-voting		Voting through ballot papers at the		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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 6: Ordinary Resolution

Appointment of Mr. Shrey Ashish Saraf (DIN: 07907037) as an Executive, Non-Independent Director of the Company

Particulars	Remote e-voting		Voting through ballot papers at the		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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 7: Ordinary Resolution

Appointment of Dr. Neeta Kanwar (DIN: 03326216) as an Independent Director of the Company

Particulars	Remote e-voting		Voting through ballot papers at the		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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0*	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-



Item No. 8: Ordinary Resolution**Increasing the authorized capital of the company from existing Rs.14 crore to Rs.30 Crore**

Particulars	Remote e-voting		Voting through ballot papers at the		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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 9: Special Resolution**To increase the borrowing limit under Section 180(1)(c) in the Company**

Particulars	Remote e-voting		Voting through ballot papers at the		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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	13	81,13,881	1	1,16,400	14	82,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 10: Special Resolution**To Increase the limits applicable for grant Loans / give guarantee/make investment/ provide security to any other body corporate or person under Section 186 of Companies Act, 2013**

Particulars	Remote e-voting		Voting through ballot papers at the		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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	12	78,13,881	1	1,16,400	13	79,30,281	100.0000%
Votes against the resolution	0	0	0	0	0	0	0.0000%
Invalid votes/Abstained	1	3,00,000	0	0	1	3,00,000	-

