



# Manorama Industries Limited

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

November 11, 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 October 23, 2024 issued by the Company for seeking approval of Members for following matter:

Sr. No.	Particulars	Resolution Type
1.	To Approve appointment of Mr. Ashish Ramesh Saraf (DIN: 00183357), as Chairman and Executive Director in the category of Whole Time Director of the Company.	Ordinary Resolution
2.	To Consider and approve appointment of Mr. Ashish Ramesh Saraf (DIN: 00183357), as Managing Director of the Company.	Ordinary Resolution
3.	To Consider and Approve Material Related Party Transactions	Ordinary 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, October 25, 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 Tuesday, November 12, 2024 and ends on 05:00 PM (IST) on Wednesday, December 11, 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](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 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](mailto:info@manoramagroup.co.in)  
Tel.: +91-771-2283071, 2282579, 2282457  
Telefax: +91-771-4056958  
CIN: L15142MH2005PLC243687  
GSTIN: 22AAECM3726C1Z1

**Certifications :**

FSSC 22000, ISO 14001, RSPQ, Halal, Kosher,  
Fairtrade, Organic, FSSAI  
A Government of India Recognized Star Export House.

**Registered Office :**

Office No. 701, 7th Floor, Bonanza Building,  
Sahar Plaza Complex,  
Andheri Kurla Road, Andheri East,  
Mumbai, Maharashtra - 400059  
Tel. 022 22622299, 49743611, 022 67088148  
[www.manoramagroup.co.in](http://www.manoramagroup.co.in)  
GSTIN - 27AAECM3726C1ZR

**PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTION THROUGH POSTAL BALLOT**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Date of Event</b>
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.	October 23, 2024
2.	Date on which consent given by Scrutinizer to act as Scrutinizer for conducting postal ballot	October 23, 2024
3.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	October 25, 2024
4.	Date of completion of dispatch of Notice of Postal Ballot	November 11, 2024
5.	Intimation of completion of dispatch of Notice of Postal Ballot with Stock Exchange.	November 11, 2024
6.	Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot	November 12, 2024
7.	E- Voting Starting Date	November 12, 2024
8.	E-Voting ending date	December 11, 2024
9.	Preparation of Scrutinizer report and submission of the same to Chairperson.	On or before December 13, 2024
10.	Date of declaration of result of passing of Special resolution through postal ballot	On or before December 13, 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 December 13, 2024
12.	Date of signing minutes of meeting	January 09, 2025





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### 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 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 Resolutions as set out in this Notice are proposed to be passed by the Members of the Company by means of Postal Ballot by way of remote e-voting process.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL") for the purpose of providing e-voting facility to its Members.

The said Notice is also available on the website of the Company at [www.manoramagroup.co.in](http://www.manoramagroup.co.in) in the relevant section of the website of BSE Limited ('BSE') [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') [www.nseindia.com](http://www.nseindia.com), on which the Equity Shares of the Company are listed and on the website of LI IPL at [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting ("e-voting") i.e., by casting votes electronically instead of submitting postal ballot forms. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically from **09:00 AM (IST) on Tuesday, November 12, 2024** and not later than **05:00 PM (IST) on, Wednesday, December 11, 2024** (the last day to cast vote electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company at its meeting held on October 23, 2024 has appointed M/s. Mehta



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& Mehta, Company Secretaries, as the 'Scrutinizer', to scrutinize the e-voting process in a fair and transparent manner Ms. Ashwini Inamdar (Membership No. F9409), Partner and failing her, Ms. Alifya Sapatwala, (Membership No. A24091) Partner will represent M/s. Mehta & Mehta, Company Secretaries.

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice and desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than **05:00 PM (IST) on Wednesday, December 11, 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](https://manoramagroup.co.in/investors-company-announcements#postal_ballots) and LIPL <https://instavote.linkintime.co.in> and will also be displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., **Wednesday, December 11, 2024**. The proposed resolutions and Explanatory Statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars, are appended below:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

#### **TO APPROVE APPOINTMENT OF MR. ASHISH RAMESH SARAF (DIN: 00183357), AS CHAIRMAN AND EXECUTIVE DIRECTOR IN THE CATEGORY OF WHOLE TIME DIRECTOR OF THE COMPANY**

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



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**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015, provisions of any other law, if any (including any statutory modifications or re-enactment thereof), the provisions of the Articles of Association of the Company, based on recommendation of Nomination & Remuneration Committee and Board of Directors in their meeting held on October 23, 2024, consent of the members be and is hereby accorded for the appointment of Mr. Ashish Ramesh Saraf (DIN: 00183357) as Executive Director in the category of Whole Time Director) and Chairman of the Company and on such terms and conditions as mutually agreed.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

### **ITEM NO. 2:**

#### **TO CONSIDER AND APPROVE APPOINTMENT OF MR. ASHISH RAMESH SARAF (DIN: 00183357) AS MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015, provisions of any other law, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Ashish Ramesh Saraf (DIN: 00183357) as Managing Director of the Company for a period of 5 (Five) years with effect from October 23, 2024 to October 22, 2029 and on such terms and conditions as set out below.

**Salary:** Annual remuneration of Rs. 1,80,00,000/- (Rupees One Crore and Eighty Lakh Only) per annum with an annual increment as per discretion of the Board and annual review of the Nomination and Remuneration Committee and the Board, keeping in view the performance of the Company and individual performance.



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**Perquisites & Allowances:** As per the Company Policy.

**Minimum Remuneration:** In the event of Loss or inadequacy of the profit in any of the financial year during the tenure of service of Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limit as prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Ashish Ramesh Saraf shall be paid a performance incentive of 1.25% of Net Profits of the Company per annum from financial year 2024-25, in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Companies Act, 2013 without any further reference to the members in general meeting.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

### **ITEM NO.3**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 2(76) and Section 188 of the Companies Act, 2013, read with rules made thereunder, the provisions of Regulations 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof (“Applicable Laws”) and the ‘Policy for dealing with Related Party Transactions’ of the Company as may be applicable from time to time, as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and pursuant to the approval and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall deem to include any Committee empowered by the Board from time to time to exercise its powers



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conferred by this resolution) for entering into and/or carrying out contracts/arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) for the period beginning from the ensuing Postal ballot approval date till the conclusion of 20<sup>th</sup> Annual General Meeting to be held in the FY 2025 with the below mentioned related party(ies), notwithstanding the fact that the aggregate value of these transactions for each such party, during the said period may exceed Rs. 1,000 crores or 10% of the annual turnover of the Company as per the audited financial statements for the financial year 2023-24, whichever is lower, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction (Rs. In crores)
1	Manorama Savanna Togo Sarl (Togo)	Wholly Owned Subsidiary	Purchase of Shea Nuts	200
2	Manorama Africa Savanna (Ivory Coast)	Wholly Owned Subsidiary	Purchase of Shea Nuts	200
3	Manorama Africa Benin (Benin)	Wholly Owned Subsidiary	Purchase of Shea Nuts	200
4	Manorama Burkina Sarl (Burkina Faso)	Wholly Owned Subsidiary	Purchase of Shea Nuts	200

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.



## **Manorama Industries Limited**

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**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

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

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

**Date: October 23, 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 Resolutions, is given hereto and form part of this Postal Ballot Notice.
2. In accordance with the MCA Circulars, 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, October 25, 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 October 23, 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](mailto:cs@manoramagroup.co.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent ("**RTA**").
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this Notice for information purpose only.
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



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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 ("LI IPL") as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolutions. The detailed procedure for voting through electronic means ("e-voting") is appended in the Notes to Notice.

8. Postal Ballot Notice can be downloaded from the Company's website i.e., [https://manoramagroup.co.in/investors-company-announcements#postal\\_ballots](https://manoramagroup.co.in/investors-company-announcements#postal_ballots).
9. Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy marked to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Resolutions passed by the Members through Postal Ballot by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. Members who have not registered their E-mail IDs are requested to register / update their E-mail addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Link Intime India 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 from 09:00 A.M. (IST) on **Tuesday, November 12, 2024** to 05:00 P.M. (IST) on **Wednesday, December 11, 2024**. In case a member has any queries or grievances regarding e-voting he or she may send mail to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
14. The voting rights of the Members, whose names appear in the Register of Members/ List of Beneficial Owners, as on the cut-off date shall be in proportion to their shares in the total paid-up equity share capital of the Company and are entitled to vote on the Resolution set forth in this Notice.
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.



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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.
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](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 on from 09:00 AM (IST) on **Tuesday, November 12, 2024** and ends on 05:00 PM (IST) on, **Wednesday, December 11, 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 **Wednesday, December 11, 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:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".



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- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

### User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with CDSL:

#### METHOD 1 – From Easi/Easiest

#### Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



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OR

### Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the 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 mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**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 **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.



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### 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 ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.



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- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.





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- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form 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>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".



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*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat 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>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.



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- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



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

#### Item No. 1 & 2

Mr. Ashish Ramesh Saraf brings over three decades of extensive experience in the specialty fats and butters manufacturing sector. Since the Company's inception, he has been at the helm of its operations, demonstrating exceptional leadership and dedication. From the age of 19, Mr. Saraf has been instrumental in establishing a comprehensive collection network across the forests of Chhattisgarh, Odisha, Jharkhand, Madhya Pradesh, and beyond. Under his guidance, the Company has also successfully developed a sustainable supply chain network in West Africa.

Mr. Saraf's expertise spans procurement, sustainable sourcing, and supply chain management. He has adeptly sourced raw materials for the production of specialty fats and butters for some of the world's leading companies in the chocolate, confectionery, and cosmetic industries. His contributions have been pivotal in setting up a state-of-the-art manufacturing facility equipped with advanced technology, raising funds for capital expenditures, and driving the overall growth of the Company.

In addition to developing tailor-made products that meet international standards, Mr. Saraf has expanded the Company's market presence and customer base. His visionary planning has fostered a growth-oriented, sustainable business model that adds value to all stakeholders.

Widely respected in the business community, Mr. Saraf is known for his polite and cooperative nature, complemented by his rich industry experience. Under his leadership, the Company has earned the Star Export House Certificate from the Government of India and has received numerous national and international awards from various authorities and entities. He is presently serving as Chairman of CII, Chhattisgarh State Council.

Over the past five years, Mr. Saraf's leadership has propelled the Company to remarkable growth, achieving approximately 200% increases in revenue and profit. This period also saw a more than doubling of manufacturing capacity through strategic capital investments, the successful acquisition of new customers and products, and the acceleration of the Company's growth plans. With this expansion, the Company anticipates a significant surge in its revenue, thereby upgrading guidance to INR 750+ Crores for the fiscal year 2025, along with an increase in profitability due to the economies of scale.

The Company has received his consent to continue to act as Director of the Company, if so, appointed by the members in form DIR – 2 as per the provisions of Section 152(5) of the Companies Act, 2013 and Rule 8 of The Companies (Appointment and Qualification of Directors) Rules, 2014 and had further given declaration



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in Form "DIR 8" pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to be appointed as Director and Managing Director under section 164 (1) & (2) of the Companies Act, 2013.

The proposed remuneration is same as approved by the shareholders through resolution in their 19<sup>th</sup> Annual General Meeting dated September 03, 2024.

A copy of the draft employment agreement for the aforesaid reappointment would be available for inspection at the registered office of the Company till the date of end of Postal Ballot and a copy thereof shall be provided to member(s) upon request.

Except Mrs. Vinita Ashish Saraf, Mr. Shrey Ashish Saraf and their relatives, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board of Directors commends the resolution for approval of Shareholders by way of Ordinary Resolution as set out in item no. 1 & 2 of Postal Ballot Notice.

### **Item No. 3**

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors at their meeting held on October 23, 2024, approved Material Related Party Transaction with newly Incorporated Wholly Owned Subsidiaries of the Company.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended vide SEBI Sixth Amendment effective from April 01, 2022 provides that all Material Related Party Transactions ("RPT") with an aggregate value exceeding Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the shareholders through Ordinary Resolution. The said limits are applicable even if the transactions are in ordinary course of business and at arms' length basis.

From the date of this Postal Ballot approval to the 20<sup>th</sup> AGM to be held in the FY 2025, omnibus RPTs, in the aggregate, are expected to cross the applicable Materiality Threshold. Accordingly, as per the Listing Regulations, prior approval of the members is sought for omnibus RPTs (more particularly described below) to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with related parties, whether by way of continuation(s) or extension(s) or renewal(s) or



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modification(s) of earlier arrangements / transactions or as fresh and independent transaction (s) or otherwise. The above transactions are in the ordinary course of business of the Company and on an arm's length basis. The details of such transactions are set out in the table mentioned in the resolution.

The Company proposes to enter into transactions with below mentioned parties, being related part(ies), for the period beginning from this Postal Ballot approval till the conclusion of 20<sup>th</sup> AGM to be held in the FY 2025, at agreed terms of the transactions.

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.

Sr. No.	Particulars	Brief Details
1.	Type of transaction, material terms and particulars of the proposed transaction	<p>Purchase of SHEA NUTS (goods) from Manorama Savanna Togo Sarl, Manorama Africa Savanna, Manorama Africa Benin and Manorama Burkina Sarl directly or through appointment of agent, clearing, forwarding and shipping of Raw Material purchase by Manorama Industries Limited (any expenses made by above mentioned companies for operational purpose to be borne by Manorama Industries Limited if it relates to supply of SHEA NUTS/material/product to Manorama Industries Limited).</p> <p><b>MATERIAL TERMS:</b> The material terms with respect to quality, quantity and other specifications of Shea nuts/material/product will be as per the contract entered into by the Company with these related parties.</p> <p><b>MONETARY VALUE:</b> 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. 200 Cr. for each wholly owned subsidiary Company as mentioned above.</p>
2.	Name of the related party	Manorama Savanna Togo Sarl, Manorama Africa Savanna, Manorama Africa Benin and Manorama Burkina Sarl.
3.	Nature of Relationship with the Company including nature of its	Wholly Owned Subsidiary Companies of Manorama Industries Limited.



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	concern or interest (financial or otherwise)	
4.	Tenure of the proposed transaction (particular tenure shall be specified)	From the approval of this Postal Ballot till the conclusion of 20 <sup>th</sup> AGM to be held in the year 2025.
5.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	200%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	NA
7.	i) details of the source of funds in connection with the proposed transaction;	NA
	II) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.  <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	NA
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	NA



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	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	Manorama Savanna Togo Sarl, Manorama Africa Savanna, Manorama Africa Benin and Manorama Burkina Sarl are having presence in different geographical location in West African countries for procurement of Shea Nuts and these wholly owned subsidiary Companies are incorporated with the intent to expand the business of Manorama Industries Limited.
9.	Copy of the valuation or other external party report, if any such report has been relied upon	NA
10.	Any other information relevant or important for the members to take a decision on the proposed transaction	NA

It is clarified that the management had provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the said RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The Board of Directors recommends the resolution for approval of Shareholders by way of an Ordinary Resolution as set out in item no. 3 of Postal Ballot Notice.

Except Mr. Gautam Kumar Pal (Whole-time Director) and Mr. Shrey Ashish Saraf (Whole Time Director), being related parties, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 3. It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

Please find below relation of Directors with related parties.

\* Mr. Gautam Kumar Pal (Whole-time Director) – He is Director in Manorama Savanna Togo Sarl, Manorama Africa Savanna, Manorama Africa Benin and Manorama Burkina Sarl.





## **Manorama Industries Limited**

**CIN: L15142MH2005PLC243687**

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J.B. Nagar, Andheri East, Mumbai, Maharashtra, India, 400059**

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

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

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\* Mr. Shrey Ashish Saraf (Whole Time Director) - He is Director in Manorama Savanna Togo Sarl, Manorama Africa Savanna, Manorama Africa Benin and Manorama Burkina Sarl.

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

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

**Date: October 23, 2024  
Place: Raipur**



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### Annexure 1

#### Details of Director seeking 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. Ashish Ramesh Saraf
1.	DIN	00183357
2.	Date of Birth	20/01/1970
3.	Nationality	Indian
4.	Brief Profile and qualification	<p>With over 30 years of experience in the specialty fats and butters manufacturing industry, Mr. Saraf has been at the helm of operations since the Company's inception. At the young age of 19, he successfully established an extensive collection network across India and expanded the Company's sustainable sourcing initiatives into West Africa.</p> <p>His expertise spans procurement, supply chain management, and the development of customized products for leading global brands in the chocolate, confectionery and cosmetics sectors. Under his leadership, the Company has embraced advanced manufacturing technologies, secured substantial capital investments, and achieved exceptional growth, with revenues and profits increasing by</p>



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		<p>approximately 200% over the last five years. Mr. Saraf s strategic vision has driven a doubling of the company's manufacturing capacity and the acquisition of a significant new customer base, positioning the business to achieve projected revenues exceeding INR 750 crore in the 2025 fiscal year.</p> <p>Renowned for his collaborative leadership approach, Mr. Saraf has been the recipient of numerous accolades from various government and non-government agencies and presently serving as chairman of CII, Chhattisgarh State Council. He was the man behind in achieving various prestigious awards for Manorama including the prestigious Star Export House Certificate from Government of India.</p>
5.	Terms & Conditions of appointment	Appointment for a period of 5 (Five) years from October 23, 2024 to October 22, 2029
6.	Nature of expertise in specific functional areas	He is having over 30 years of experience in the specialty fats and butters manufacturing industry, he has been at the helm of operations since the Company's inception.
7.	Shareholding in Manorama Industries including shareholding as a beneficial owner	NIL
8.	Details of last remuneration drawn	-



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9.	Details of remuneration sought to be paid	<ul style="list-style-type: none"><li>Annual Remuneration of Rs. 1,80,00,000/- (Rupees One Crore and Eighty Lakh Only) and</li><li>Performance incentive of 1.25% of Net Profits of the Company per annum from financial year 2024-25.</li></ul>
10.	Date of first appointment on the Board	October 23, 2024
11.	Disclosure of relationships between Directors/KMPs	Mr. Ashish Ramesh Saraf is husband of Mrs. Vinita Ashish Saraf (Executive Director in the category of Whole-time Director) and Father of Mr. Shrey Ashish Saraf (Executive Director in the category of Whole-time Director).
12.	Directorship in Listed entity	NIL
13.	Chairmanship of Committees	NIL
14.	Membership of Committees	NIL
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	Not Applicable