



# Manorama Industries Limited

July 12, 2021

The Manager  
BSE Limited (SME Exchange)  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort, Mumbai - 400 001

BSE Code : 541974

Dear Sir/Madam,

**Sub. : Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

In continuation of our letter dated July 9, 2021 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Extraordinary General Meeting ('EGM') of the Company will be held on Tuesday, August 3, 2021 at 3:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means.

We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice.

Remote e-voting facility to the Members will be available during the following period (inclusive of both days):

Time, day and Date of commencement of remote e-voting	9.00 A.M (IST) on Saturday, July 31, 2021
Time, day and Date of end of remote e-voting	5.00 P.M (IST) on Monday, August 2, 2021

The copy of EGM notice is available on website of the Company [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

Kindly take the above on records.

Thanking you,

For Manorama Industries Limited

  
Vinita Saraf  
Managing Director  
DIN: 00208621



Encl: As Above

## Corporate Office :

F-6, Anupam Nagar,  
Raipur - 492007  
Chhattisgarh, INDIA  
Tel. : +91-771-2283071, 2282579  
E-mail: [info@manoramagroup.co.in](mailto:info@manoramagroup.co.in)  
Web: [www.manoramagroup.co.in](http://www.manoramagroup.co.in)  
CIN : L15142MH2005PLC243687  
GSTIN : 22AAECM3726C1Z1

## Manufacturing Plant:

Paraswani Road, Industrial Area,  
Birkoni, 493445  
Mahasamund (C.G.) INDIA  
Tel: 0772-3224227/8/9/30  
ISO 9001, ISO 14001, ISO 45001 FSSC 22000 RSPO Certified Company  
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**

**Registered Office:** Office No. 403, Fourth Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri East  
Mumbai, Maharashtra - 400059, India.

**Corporate Office:** F-6 Anupam Nagar, Raipur, Chhattisgarh – 492007, India

**Tel. No. :** +91 022 22622299; **Fax No. :** +91 0771 4056958

**CIN:** L15142MH2005PLC243687

**Website:** [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

**E-mail:** [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in)

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### **NOTICE**

**NOTICE** is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Members of **Manorama Industries Limited** (CIN: L15142MH2005PLC243687), will be held on Tuesday, August 3, 2021 at 3.00 PM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered office of the Company situated at Office No. 403, Fourth Floor, Midas, Sahar Plaza, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400059, India shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

#### **SPECIAL BUSINESSES:**

**Issue of equity shares of the Company on preferential basis.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**Listing Regulations**”), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) as in force, Foreign Exchange Management Act, 1999, (“**FEMA**”), SEBI (Foreign Portfolio Investors) Regulations, 2019 (“**FPI Regulations**”) and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”) and / or the stock exchange where the shares of the Company are listed and enabling provisions of the memorandum of association and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such

conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis, 7,98,180 (Seven Lakh Ninety Eight Thousand One Hundred Eighty) equity shares of face value Rs.10/- each (“Equity Shares”) for cash at a price of Rs. 1,274/- (Rupees One Thousand Two Hundred Seventy Four Only) (including a premium of Rs. 1,264/- per Equity Share) (“Issue Price”), for a total consideration of up to Rs. 1,01,68,81,320 (Rupees One Hundred One Crore Sixty Eight Lakh Eighty One Thousand Three Hundred Twenty Only), to the Investors (Non – Promoter) as disclosed in the table given below, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI ICDR Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion, in respect of :

<b>Sr. No.</b>	<b>Name of the Investor</b>	<b>Category of Investor</b>	<b>Number of shares to be issued</b>
1	White Oak India Select Equity Fund	Alternative Investment Fund	34,981
2	White Oak India Equity Fund II	Alternative Investment Fund	68,229
3	White Oak India Equity Fund IV	Alternative Investment Fund	23,032
4	Ashoka India Equity Investment Trust PLC	Foreign Portfolio Investor	93,226
5	India Acorn Fund Ltd	Foreign Portfolio Investor	1,35,483
6	Invesco Asset Management (India) Private Limited (India Focused 20 Equity Fund)	Mutual Fund	1,96,234
7	Invesco Asset Management (India) Private Limited (Invesco India ESG Equity Fund)	Mutual Fund	78,495
8	Rikeen P. Dalal	Individual	50,000
9	Paresh Lavjibhai Mehta	Individual	40,000
10	Vaidyanath Balasubramanian	Individual	31,400
11	Vijay Balkrishna Pusalkar	Individual	15,700
12	Mahesh Shivanand Desai	Individual	15,700
13	Deepak Kirtilal Shah	Individual	6,280
14	Rohan Vinay Pai	Individual	3,140
15	Shekhar Balkrishna Jadhav HUF	HUF	1,570
16	Vinay Vitthal Pai	Individual	1,570
17	Prajakta Datar	Individual	1,570
18	Rashmi Yashdeep Joshi	Individual	785
19	Jayaraman Rangashaye Vellore	Individual	785
	<b>TOTAL</b>		<b>7,98,180</b>

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the purpose of calculating the minimum issue price for the issue of equity shares be and is hereby fixed as Friday, July 2, 2021 being 30 days prior to the date of Extraordinary General Meeting i.e. Tuesday, August 3, 2021 (while reckoning the 30<sup>th</sup> day i.e. relevant date, the same falls on a weekend therefore the day preceding the weekend is considered as the relevant date for the purpose).

**RESLOVED FURTHER THAT** all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank *pari-passu* in all respect including dividend with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Investors to be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement cum application letter in Form No. PAS-4 (as prescribed under Section 42(3) of Companies Act 2013 read with Rule 14(3) of Companies (Prospectus and allotment of securities) Rules 2014) be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialled by the Chairperson for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Investors, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), including making applications to BSE Limited for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies, Maharashtra, Mumbai (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the dematerialized securities account of the Investors, resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or Company Secretary or any other officer of the Company as the Board thinks fit including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

**Sd/-**

**Vinita Saraf  
Chairperson and Managing Director  
DIN: 00208621**

**Place: Raipur  
Date: July 9, 2021**

**Registered Office :**

Office No. 403, Fourth Floor, Midas,  
Sahar Plaza, Andheri Kurla Road, Andheri (East),  
Mumbai, Maharashtra – 400059, India  
**Tel. No.:** +91 0771 2283071, **Fax No.:** +91 0771 4056958  
**CIN:** L15142MH2005PLC243687  
**Website:** : [www.manoramagroup.co.in](http://www.manoramagroup.co.in)  
**Email:** [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in)

## NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circular dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of the India (“SEBI Circular”), permitted the holding of the Extraordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
5. In line with the MCA circulars, the Notice calling the EGM has been uploaded on the website of the Company at [www.manoramagroup.co.in](http://www.manoramagroup.co.in).
6. As per the MCA Circulars, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at [www.manoramagroup.co.in](http://www.manoramagroup.co.in).
7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per MCA Circulars, the Company is offering “remote e-voting facility” 3 days prior to the date of EGM and “e- voting facility” during the EGM to its Members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the EGM.
10. Pursuant to MCA Circulars, a designated email address viz., [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in) has been created by the company so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the R&T/Depository Participant. The Members will be allowed to post questions during the course of the Meeting. However, the queries can also be given in advance at [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
11. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item nos. 1 with respect to Issue of equity shares of the Company on preferential basis is annexed hereto.
12. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available with the Company for inspection by the Members. The same will be shared with the members on receipt of request.
13. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. July 27, 2021), shall be entitled to cast their vote

through VC/OAVM at the EGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

14. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. The Board of Directors of the Company have appointed Mrs. Ashwini Inamdar or failing her Mr. Atul Mehta, Partners, Mehta and Mehta, Practising Company Secretaries (ICSI Unique Code: P1996MH007500)
16. Instructions for updation / registration of email address, bank details, procedure to claim exemption on tax deduction at source, procedure for joining the EGM through VC/OAVM and procedure for remote e-voting & e-voting during the EGM are as follows :

#### ***Updation of e-mail address***

17. The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
18. For permanent registration of demat shareholders : It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
19. For temporary registration of demat shareholders : The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

#### ***Updation of Bank details***

20. The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with M/s. Link Intime India Pvt. Ltd., by clicking the link : [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the Email/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important for the shareholder to submit the request letter duly signed. Link Intime will verify the documents uploaded and will only take on record all valid cases. On submission of the shareholder's details an OTP will be received by the shareholder which needs to be entered in the link for verification.
21. All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited to its email address [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
22. On successful registration with the Registrar, the invitation to join the EGM will be sent to the Members on their registered email IDs. Members may attend the EGM, by following the invitation

link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In case of Android/Iphone connection, Participants will be required to download and install the appropriate application as given in the mail to them.

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

**Process and manner for attending the Extraordinary General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the “Company” and ‘Event Date’ and register with your following details: -
    - A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
  - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.: Enter your mobile number.
  - D. Email ID: Enter your email id, as recorded with your DP/Company.
  - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (appendix) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Extraordinary General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.



## Remote e-voting Instructions for shareholders

Remote E-voting period starts on Saturday, July 31, 2021 (09:00 A.M. IST) and ends on Monday, August 2, 2021 (05:00 P.M. IST). The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of Link Intime India Pvt. Limited (LIPL) e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - A. User ID: Enter your User ID
  - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company
  - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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/Registrar.
    - Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
    - Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above
    - Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
    - 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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. 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).
7. 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.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- 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 the Notice.

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

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in> under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

#### **InstaVote Support Desk**

#### **Link Intime India Private Limited**

#### **Instructions for Shareholders/ Members to Vote during the Extraordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

4. 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'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extraordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extraordinary General Meeting will be eligible to attend/ participate in the Extraordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**

**Link Intime India Private Limited**

**Appendix**

**Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

Or

- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

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

**Sd/-**

**Vinita Saraf  
Chairperson and Managing Director  
DIN: 00208621**

**Place: Raipur  
Date: July 9, 2021**

**Registered Office :**

Office No. 403, Fourth Floor, Midas,  
Sahar Plaza, Andheri Kurla Road, Andheri (East),  
Mumbai, Maharashtra – 400059, India

**Tel. No.:** +91 0771 2283071, **Fax No.:** +91 0771 4056958

**CIN:** L15142MH2005PLC243687

**Website:** : [www.manoramagroup.co.in](http://www.manoramagroup.co.in)

**Email:** [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

**Item No. 01**

Manorama Industries Limited (“**Manorama**” or “**Company**” or “**MIL**”) is engaged in manufacturing, processing and supply of Shea-based Cocoa Butter Equivalent, Sal-based Cocoa Butter Equivalent, Mango-based Cocoa Butter Equivalent, and exotic and specialty fats & butter like Shea butter, Shea stearin, Shea olein, Sal butter, Sal fat, Sal Stearine, Sal olein, Mango butter, Mango fat, Mango Stearine, Mango olein, Kokum butter, Mowrah fat, and several other value added tailor made products.

The Board has explored various options and proposed to raise fund by way of issue of Equity shares and decided to create, issue and allot equity shares on the preferential basis, for the purpose as detailed below.

The board of directors of the Company (“**Board**”) in their meeting held on Friday, July 9, 2021 subject to necessary approval(s), have approved the proposal to create, offer, issue and allot on a preferential issue basis, 7,98,180 (Seven Lakh Ninety Eight Thousand One Hundred Eighty) equity shares of face value Rs. 10/- each (“**Equity Shares**”) for cash at a price of Rs. 1,274/- (Rupees One Thousand Two Hundred Seventy Four Only) (including a premium of Rs. 1,264/- per Equity Share) (“**Issue Price**”), for a total consideration of up to Rs. 1,01,68,81,320 (Rupees One Hundred One Crore Sixty Eight Lakh Eighty One Thousand Three Hundred Twenty Only) to the Investors (Non-Promoters) as stated below for cash and such form and manner and in accordance with the provisions of SEBI ICDR Regulations :

<b>Sr. No</b>	<b>Name of the Investor</b>	<b>Category of Investor</b>	<b>Number of shares proposed to be issued</b>
1	White Oak India Select Equity Fund	Alternative Investment Fund	34,981
2	White Oak India Equity Fund II	Alternative Investment Fund	68,229
3	White Oak India Equity Fund IV	Alternative Investment Fund	23,032
4	Ashoka India Equity Investment Trust PLC	Foreign Portfolio Investor	93,226
5	India Acorn Fund Ltd	Foreign Portfolio Investor	1,35,483
6	Invesco Asset Management (India) Private Limited (India Focused 20 Equity Fund)	Mutual Fund	1,96,234
7	Invesco Asset Management (India) Private Limited (Invesco India ESG Equity Fund)	Mutual Fund	78,495
8	Rikeen P. Dalal	Individual	50,000
9	Paresh Lavjibhai Mehta	Individual	40,000
10	Vaidyanath Balasubramanian	Individual	31,400

11	Vijay Balkrishna Pusalkar	Individual	15,700
12	Mahesh Shivanand Desai	Individual	15,700
13	Deepak Kirtilal Shah	Individual	6,280
14	Rohan Vinay Pai	Individual	3,140
15	Shekhar Balkrishna Jadhav HUF	HUF	1,570
16	Vinay Vitthal Pai	Individual	1,570
17	Prajakta Datar	Individual	1,570
18	Rashmi Yashdeep Joshi	Individual	785
19	Jayaraman Rangashaye Vellore	Individual	785
	<b>TOTAL</b>		<b>7,98,180</b>

In terms of Section 23 read with Section 42 read with section 62(1)(c) of the Companies Act, 2013 and Rules made thereunder (the “Act”), and in accordance with the provisions of Chapter V “Preferential Issue” of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI ICDR Regulations:

**a) Objects of the preferential issue:**

The Company shall utilise the proceeds from the preferential issue of Equity Shares to:-

<b>Objective</b>	<b>Amount (Rs. in Cr.)</b>	<b>Remarks</b>
New Capex investment	65.00	The Company is proposing raising of funds for new investments in setting up new capacity of Fractionation and Refinery process by 25,000 MT per annum each along with supporting infrastructure with the total estimated capex of Rs. 65 Cr.  Board has also approved the acquisition of land around its factory at Birkoni for expansion & utilisation of business purposes.  Total capacity after the new investments in Fractionation and Refinery will be 40,000 MT per annum each. Capacity expansion by constructing a new plant in order to fulfill the product demand over the global market.
Support working capital requirements to increase the Revenue	36.69	The Company wishes to set up new sales offices at different geographical locations, as and when

and setting up new sales offices at different geographical locations along with certain equipments.		required to help increase the revenue and to support working capital requirements.
<b>Total</b>	<b>101.69</b>	

**b) The total number of equity shares to be issued:**

7,98,180 (Seven Lakh Ninety Eight Thousand One Hundred Eighty) equity shares of face value Rs. 10/- each (“**Equity Shares**”) for cash at a price of Rs. 1,274/- (Rupees One Thousand Two Hundred Seventy Four Only) (including a premium of Rs. 1,264/- per Equity Share) (“**Issue Price**”), for a total consideration of up to Rs. 1,01,68,81,320/- (Rupees One Hundred One Crore Sixty Eight Lakh Eighty One Thousand Three Hundred Twenty Only) to the Investors (Non-Promoters).

**c) Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:**

The Promoters/Directors/Key Management Personnel of the company do not intend to subscribe to the proposed preferential issue of equity shares of the Company.

**d) The shareholding Pattern of the Issuer before and after the preferential issue of equity shares:**

Sr. No.	Category of Shareholder	Pre-Issue Shareholding*		Post-Issue of Equity Shares Shareholding	
		Total No. of equity shares	%	Total No. of equity shares	%
<b>A</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/ Hindu Undivided Family	68,24,803	61.33	68,24,803	57.23
(b)	Bodies Corporate	-	-	-	-
	<b>Sub - Total (A)(1)</b>	<b>68,24,803</b>	<b>61.33</b>	<b>68,24,803</b>	<b>57.23</b>
<b>2</b>	<b>Foreign</b>				
	<b>Sub - Total (A)(2)</b>	-	-	-	-
	<b>Total Promoter shareholding (A) = (A)(1) + (A)(2)</b>	<b>68,24,803</b>	<b>61.33</b>	<b>68,24,803</b>	<b>57.23</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds/ UTI	-	-	2,74,729	2.30
(b)	Financial Institutions / Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-

(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	63,750	0.57	2,92,459	2.45
(g)	Foreign Venture Capital Investors				
(h)	Alternate Investment Funds			1,26,242	1.06
	<b>Sub-Total (B)(1)</b>	<b>63,750</b>	<b>0.57</b>	<b>6,93,430</b>	<b>5.81</b>
<b>2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate	3,04,879	2.74	3,04,879	2.56
(b)	Individuals	34,80,295	31.28	36,47,225	30.58
(c)	Trusts	28,200	0.25	28,200	0.24
(d)	HUF	72,625	0.65	74,195	0.62
(e)	Non-Resident Indian (NRI)	3,25,500	2.93	3,25,500	2.73
(f)	NBFCs	-	-	-	-
(g)	Clearing Members	27,858	0.25	27,858	0.23
(h)	Others				
	<b>Sub-Total (B)(2)</b>	<b>42,39,357</b>	<b>38.10</b>	<b>44,07,857</b>	<b>36.96</b>
	<b>Total Non-Promoter (B)= (B)(1)+(B)(2)</b>	<b>43,03,107</b>	<b>38.67</b>	<b>51,01,287</b>	<b>42.77</b>
	<b>TOTAL (A)+(B)</b>	<b>1,11,27,910</b>	<b>100.00</b>	<b>1,19,26,090</b>	<b>100.00</b>

\*The pre-issue shareholding pattern is as on June 30, 2021

**e) The proposed Time within which preferential allotment shall be completed**

In terms of the SEBI ICDR Regulations, the proposed preferential issue to the Investors pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1.

Provided that the allotment to any of the Investors is subject to receipt of requisite approval from any other regulatory authority, if any, Provided further that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.



**Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue**

Sr. No.	Name of the Investors	Category	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre-Issue Shareholding*		Number of shares proposed to be issued	Post-Issue of Equity Shares Shareholding	
				Total No. of shares	%		Total No. of shares	%
1	White Oak India Select Equity Fund	Alternative Investment Fund	<p>The Investor is a Category III Alternative Investment Fund registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012.</p> <p>The contributors to the AIF are Investors who have subscribed to units of the AIF, which is constituted as a Trust under the Indian Trust Act. The AIF is settled by RCRM Ventures Private Limited and Amicorp Trustees (India) Pvt. Ltd. are the Trustee to the AIF and the White Oak Capital Management Consultants LLP is the Sponsor of the AIF.</p> <p>No natural person (acting alone or together with others) owns / is entitled to more than 15% of the capital or profits of the Investor.</p> <p>Further, Mr. Tariq Aboobaker, Ms. Pallavi Uzgare and Ms. Kiran Bohra, as Directors of the Trustee Amicorp Trustees (India) Pvt. Ltd, are the ultimate beneficiary owners.</p>	0	0.00	34,981	34,981	0.29

2	White Oak India Equity Fund II	Alternative Investment Fund	<p>The Investor is a Category III Alternative Investment Fund registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012.</p> <p>The contributors to the AIF are Investors who have subscribed to units of the AIF, which is constituted as a Trust under the Indian Trust Act. The AIF is settled by RCRM Ventures Private Limited and Amicorp Trustees (India) Pvt. Ltd. are the Trustee to the AIF and the White Oak Capital Management Consultants LLP is the Sponsor of the AIF.</p> <p>No natural person (acting alone or together with others) owns / is entitled to more than 15% of the capital or profits of the Investor.</p> <p>Further, Mr. Tariq Aboobaker, Ms. Pallavi Uzgare and Ms. Kiran Bohra, as Directors of the Trustee Amicorp Trustees (India) Pvt. Ltd, are the ultimate beneficiary owners.</p>	0	0.00	68,229	68,229	0.57
3	White Oak India Equity Fund IV	Alternative Investment Fund	<p>The Investor is a Category III Alternative Investment Fund registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012.</p> <p>The contributors to the AIF are Investors who have subscribed to units of the AIF, which is</p>	0	0.00	23,032	23,032	0.19

			<p>constituted as a Trust under the Indian Trust Act. The AIF is settled by RKR Ventures Private Limited and Amicorp Trustees (India) Pvt. Ltd. are the Trustee to the AIF and the White Oak Capital Management Consultants LLP is the Sponsor of the AIF.</p> <p>No natural person (acting alone or together with others) owns / is entitled to more than 15% of the capital or profits of the Investor.</p> <p>Further, Mr. Tariq Aboobaker, Ms. Pallavi Uzgare and Ms. Kiran Bohra, as Directors of the Trustee Amicorp Trustees (India) Pvt. Ltd, are the ultimate beneficiary owners.</p>					
4	Ashoka India Equity Investment Trust PLC	Foreign Portfolio Investor	<p>Ashoka India Equity Investment Trust Plc is incorporated as a Public Limited Company in England and is listed on the main market of the London Stock Exchange.</p> <p>The Company is holding a valid certificate of registration with SEBI India as Foreign Portfolio Investor under SEBI FPI Regulations.</p> <p>The Company (FPI) has an issued share capital of 104,319,276 shares and is controlled and Managed by the Board of directors of the Company viz: Mr Andrew Watkins who owns 94,425 shares in the Company Dr. Jerome Booth who owns 54,839 shares in the Company Mr Colin</p>	0	0.00	93,226	93,226	0.78

			Skinner who owns 75,023 shares in the Company Mrs Rita Dhut who owns 74,425 shares in the Company.					
5	India Acorn Fund Ltd	Foreign Portfolio Investor	India Acorn Fund Ltd. is category I FPI owned and controlled by Juan Fadrique Arias Davila Serrat-Valera and holding 100% of management shares.	0	0.00	1,35,483	1,35,483	1.14
6	Invesco Asset Management (India) Private Limited (India Focused 20 Equity Fund)	Mutual Fund	Not Applicable	0	0.00	1,96,234	1,96,234	1.65
7	Invesco Asset Management (India) Private Limited (Invesco India ESG Equity Fund)	Mutual Fund	Not Applicable	0	0.00	78,495	78,495	0.66
8	Rikeen P. Dalal	Individual	Not Applicable	0	0.00	50,000	50,000	0.42
9	Paresh Lavjibhai Mehta	Individual	Not Applicable	0	0.00	40,000	40,000	0.34
10	Vaidyanath Balasubramanian	Individual	Not Applicable	2,65,800	2.39	31,400	2,97,200	2.49
11	Vijay Balkrishna Pusalkar	Individual	Not Applicable	1,06,200	0.95	15,700	1,21,900	1.02
12	Mahesh Shivanand Desai	Individual	Not Applicable	2,56,200	2.30	15,700	2,71,900	2.28
13	Deepak Kirtilal Shah	Individual	Not Applicable	13,200	0.12	6,280	19,480	0.16
14	Rohan Vinay Pai	Individual	Not Applicable	51,000	0.46	3,140	54,140	0.45
15	Shekhar Balkrishna Jadhav HUF	HUF	Not Applicable	7,200	0.06	1,570	8,770	0.07
16	Vinay Vitthal Pai	Individual	Not Applicable	0	0.00	1,570	1,570	0.01
17	Prajakta Datar	Individual	Not Applicable	5,400	0.05	1,570	6,970	0.06
18	Rashmi Yashdeep Joshi	Individual	Not Applicable	13,200	0.12	785	13,985	0.12
19	Jayaraman Rangashaye Vellore	Individual	Not Applicable	7,800	0.07	785	8,585	0.07

\*The pre-issue shareholding pattern is as on June 30, 2021

**f) Requirement as to re-computation of price and lock-in of specified securities**

Since the company's equity shares are listed on a recognized Stock Exchange for more than 26 weeks prior to the Relevant Date, there is no need for the company to re-compute the price of equity shares to be issued and therefore, the company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

**g) The Price at which the allotment price is proposed and Basis on which the price has been arrived at:**

The equity shares of Company are listed on Stock Exchange viz. BSE Limited (SME-Segment) and are frequently traded in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of SEBI ICDR Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

The issue price is Rs. 1,274/- (Rupees One Thousand Two Hundred Seventy Four Only) per equity share the said issue price is higher than the minimum price of equity shares arrived at, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations as stated in the forgoing paragraphs of this clause (h).

**h) The relevant date on the basis of which price has been arrived at:**

Friday, July 2, 2021 being 30 days prior to the date of Extraordinary General Meeting i.e. Tuesday, August 3, 2021. While reckoning the 30<sup>th</sup> day i.e. relevant date, the same falls on a weekend therefore the day preceding the weekend is considered as the relevant date for the purpose.

**i) Auditor's Certificate**

Auditor's Certificate A copy of the certificate from the Statutory Auditors of the Company, M/s. O.P. Singhania & Co., Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issue, will be available for inspection for members of the Company. Members are requested to e-mail any requests for inspection of said documents at designated email-ID cs@manoramagroup.co.in. On receipt of requests, the Company shall arrange to make the copy available for inspection.

**j) Lock-In Period:**

The Equity Shares issued shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

The pre-preferential allotment shareholding of the Investors, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations

**k) Change in control, if any, in the company that would occur consequent to the preferential offer**

There shall be no change in management or control of the Company pursuant to this proposed preferential issue.

**l) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash consideration.

**m) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

**n) Other disclosures:**

- The Equity Shares being issued pursuant this preferential issue shall be rank *pari-passu* with the existing Equity Shares of the Company.
- Principle terms of assets charged as securities: Not Applicable
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- Investor have confirmed that they have not sold or transferred any Equity Shares during the six months preceding the Relevant Date. However, mutual fund Schemes which is a mutual fund registered with SEBI and is exempt from Regulation 159(1) of the SEBI ICDR Regulations.
- None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The equity shares of the Company are presently listed on the BSE Limited (SME-Segment). Company has taken shareholder approval for migration of its Equity shares from BSE SME Board to BSE main Board through Postal Ballot on December 4, 2020. The Company had also taken shareholder approval for migration of Equity shares from BSE SME platform to the Main Board of NSE through postal ballot dated April 30, 2021.

Company had made an application on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (Collectively known as “Stock Exchanges”) for the Migration of the Company from BSE SME Platform to BSE Mainboard and admission of equity shares of the Company for dealings on the NSE Main Board, respectively.

The Company has received an in-principal approval for Migration of the Company from BSE SME Platform to BSE Mainboard. The Company is in process of making necessary listing application for final approval of BSE to migrate the Company to BSE Main Board.

The application of admission of equity shares of the Company for dealings on the NSE Main Board are under process by the NSE.

The Company may submit necessary application, documents, information, papers if required by stock exchanges in connection with this proposed Preferential Issue.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, Section 42 and Section 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode. Members are requested to e-mail any requests for inspection of said documents at designated email-ID [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in). On receipt of requests, the Company shall arrange to make the copy available for inspection

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are not concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

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

**Sd/-**

**Vinita Saraf  
Chairperson and Managing Director  
DIN: 00208621**

**Place: Raipur  
Date: July 9, 2021**

**Registered Office :**  
Office No. 403, Fourth Floor, Midas,  
Sahar Plaza, Andheri Kurla Road, Andheri (East),  
Mumbai, Maharashtra – 400059, India  
**Tel. No.:** +91 0771 2283071, **Fax No.:** +91 0771 4056958  
**CIN:** L15142MH2005PLC243687  
**Website :** [www.manoramagroup.co.in](http://www.manoramagroup.co.in)  
**Email:** [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in)