



Manorama Industries Limited

KHASRA No. 2449-2618

Nr. I IDC, Birkoni

Mahasamund (C.G.)

Pin: 493445

January 30, 2026

To,
The Manager
Listing Department,
BSE Limited ("BSE")
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

To,
The Manager,
Listing Department
National Stock Exchange of India Limited ("NSE")
"Exchange Plaza", C-1, G Block,
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 Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot along with the Explanatory Statement dated January 28, 2026 issued by the Company for seeking approval of Members for following matters:

Sr. No.	Particulars	Resolution Type
1.	To approve the Re-appointment of Mr. Nipun Sumanlal Mehta (DIN: 00255831) as an Independent Director of the Company for his second term of 5 (five) years.	Special Resolution
2.	To approve increase in the remuneration of Mr. Deep Saraf, Deputy Chief Executive Officer - Chief Coordinator, holding office or place of profit.	Ordinary Resolution

In compliance with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, voting on the resolutions is being proposed by electronic means i.e. through remote e-voting and the Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories and whose email IDs are registered with the Company / Depositories/RTA as on Wednesday, January 28, 2026 (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 Saturday, January 31, 2026 and ends on Sunday, March 01, 2026 at 05:00 PM (IST).

The Calendar of Events for the proposed postal ballot process is attached for your reference.

The said notice is also available on the website of the Company viz.,

https://manoramagroup.co.in/investors-company-announcements#postal_ballots.

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

For Manorama Industries Limited

Deepak Sharma
Company Secretary and Compliance Officer
Membership No: A48707
Encl: As above



Corporate Office:

F-6, Anupam Nagar,
Raipur-492007, Chhattisgarh, INDIA
E-mail: info@manoramagroup.co.in
Tel.: +91-771-2283071, 2282579, 2282457
Telefax: +91-771-4056958
CIN: L15142MH2005PLC243687
GSTIN: 22AAECM3726CIZI

Certifications:

FSSC 22000, ISO 9001, ISO 14001, ISO 4500, RSPO, HALAL,
KOSHER, FAIRTRADE, ORGANIC, FSSAI,
EcoVadis & Sedex registered and certified.
A Government of India Recognized Star Export House

Registered Office:

Office No. 701, 7th Floor, Bonanza Building,
Sahar Plaza Complex, JB Nagar Metro Station
Andheri Kurla Road, Andheri East,
Mumbai, Maharashtra-400059
Tel. 022 49743611, 022 67088148
www.manoramagroup.co.in
GSTIN-27AAECM3726C1ZR



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PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT

Sr. No.	Particulars	Date of Event
1.	Date of passing of resolution by Board of Directors for appointing Scrutinizer for conducting postal ballot, approval of postal Ballot Notice, Resolution for re-appointment.	January 28, 2026
2.	Date on which consent given by Scrutinizer to act as Srutinizer for conducting postal ballot	January 28, 2026
3.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	January 28, 2026
4.	Date of completion of dispatch of Notice of Postal Ballot	January 30, 2026
5.	Intimation of Notice of Postal Ballot with Stock Exchange.	January 30, 2026
6.	Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot	January 31, 2026
7.	E- Voting Starting Date	January 31, 2026
8.	E-Voting ending date	March 01, 2026
9.	Preparation of Scrutinizer report and submission of the same to Chairperson.	On or before March 03, 2026
10.	Date of declaration of result of passing of Special resolution through postal ballot	On or before March 03, 2026
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 March 03, 2026
12.	Date for Form MGT-14	On or before March 30, 2026
12.	Date of signing minutes of meeting	On or before March 30, 2026



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Certifications:

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Tel: +91-771-2283071 Fax: 91-0771-4056958

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

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given to the Members of Manorama Industries Limited ('the Company'), pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 MUFG Intime India Private Limited ("MUFG") (formerly known as Link Intime India Private Limited) for the purpose of providing e-voting facility to its Members.

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

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed 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 through remote e-voting which commences from **09:00 AM (IST) on Saturday, January 31, 2026** and not later than **05:00 PM (IST) on, Sunday, March 01, 2026** (the last day to cast vote electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.



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The Board of Directors of the Company, at its meeting held on January 28, 2026, has appointed M/s. Mehta & Mehta, Company Secretaries, as the 'Scrutinizers', to scrutinize the e-voting process in a fair and transparent manner. Ms. Alifya Sapatwala, (Membership No. A24091) and failing her, Ms. Namrata Tatiya (Membership No. A51152) Partners 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 Sunday, March 01, 2026**. 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 completion of scrutiny of the votes cast, the Scrutinizer shall, within 2 (two) 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 Chairman or a person authorized by him. The Chairman or a person authorized by him 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 at https://manoramagroup.co.in/investors-company-announcements#postal_ballots and MUFG <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., Sunday, March 01, 2026. The proposed resolutions and Explanatory Statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act and the relevant information required under Regulation 36(3) of the Listing Regulations read with the Rules and the MCA Circulars, are appended below:

SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE THE RE-APPOINTMENT OF MR. NIPUN SUMANLAL MEHTA (DIN: 00255831) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR HIS SECOND TERM OF 5 (FIVE) YEARS.

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



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“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, if any (including statutory modification or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Nipun Sumanlal Mehta (DIN: 00255831), who has submitted a declaration that he meets the criteria for independence as provided under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, as an Independent Director of the Company for a further period of five (5) consecutive years effective from March 05, 2026 to March 04, 2031 (both days inclusive) and whose period of appointment shall not be liable to retire by rotation, and upon such remuneration by way of sitting fees as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

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 APPROVE INCREASE IN THE REMUNERATION OF MR. DEEP SARAF, DEPUTY CHIEF EXECUTIVE OFFICER - CHIEF COORDINATOR, HOLDING OFFICE OR PLACE OF PROFIT.

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 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors, consent of the members be and is hereby accorded for increase in the remuneration of Mr. Deep Saraf, Deputy Chief Executive Officer – Chief Coordinator, holding office or place of profit, from Rs. 63,00,000/- (Rupees Sixty-Three Lakhs) per annum along with 0.35% performance incentive on the net profits of the Company to Rs. 81,90,000/- (Rupees Eighty One Lakh Ninety Thousand) per annum with effect from January 01, 2026 along with performance incentive per annum of 0.70% on profit after tax of the Company from FY 2025-26 onwards and such other perquisites in accordance with the Company’s policy and the Companies Act, 2013.



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RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and do all such acts, deeds and things as may be considered expedient and necessary in this regard."

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

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

Date: January 28, 2026

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 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India, setting out all material facts concerning the Resolutions is given hereto and forms 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 **Wednesday, January 28, 2026 ("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 January 28, 2026, have appointed M/s Mehta & Mehta, Company Secretaries, as Scrutinizers for conducting the Postal Ballot in a fair and transparent manner. Ms. Alifya Sapatwala, Partner, (Membership No. A24091), and failing her, Ms. Namrata Tatiya, Partner, (Membership No. A51152) will represent M/s. Mehta & Mehta, Company Secretaries.
4. All the material documents referred in Postal Ballot Notice shall be available for inspection through electronic mode, basis the request being sent by Members on email id: cs@manoramagroup.co.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. MUFG Intime India Private Limited (formerly known as 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 resolutions 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.



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7. In accordance with Regulation 44 of the Listing Regulations and Section 108 and 110 of the Act and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) from time to time, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company has engaged MUFG Intime India Private Limited ("MUFG") (formerly known as Link Intime India Private Limited) 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.
9. Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to info@mehta-mehta.com with a copy marked to cs@manoramagroup.co.in.
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. 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 MUFG Intime India Private Limited ("MUFG") (formerly known as 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 **Saturday, January 31, 2026** to 05:00 P.M. (IST) on **Sunday, March 01, 2026**. In case a member has any queries or grievances regarding e-voting, he or she may send mail to cs@manoramagroup.co.in.
14. The voting rights of the Members, whose names appear in the Register of Members/ List of Beneficial Owners, as on the cut-off date shall be in proportion to their shares in the total paid-up equity share capital of the Company and are entitled to vote on the Resolutions set forth in this Notice.



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15. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.
16. The Scrutinizer's decision on the validity of the vote shall be final.
17. Once the vote on a resolutions 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 Scrutinizers will submit their report to the Chairperson/or any person authorised by her after the completion of scrutiny, and the voting results will be declared by the Company within 2 (two) working days of the closing of e-voting period on its website https://manoramagroup.co.in/investors-company-announcements#postal_ballots and communicated to the Stock Exchanges, where the shares of the Company are listed.

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

The Company has engaged the services of MUFG as the Agency to provide facility for remote e-voting.

The e-voting period commences from 09:00 AM (IST) on **Saturday, January 31, 2026** and ends on 05:00 PM (IST) on, **Sunday, March 01, 2026**. 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 **Sunday, March 01, 2026**.

Once the vote on resolutions 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 SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login



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1. Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
2. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
3. Enter the OTP received on your registered email ID/ mobile number and click on login.
4. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
5. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

1. Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
2. Enter IDeAS User ID, Password, Verification code & click on "Log-in".
3. Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
4. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

1. 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>
2. Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
3. Enter the last 4 digits of your bank account / generate 'OTP'
4. Post successful registration, user will be provided with Login ID and password.
5. Follow steps given above in points (a-d).



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

METHOD 3 - NSDL e-voting website

1. Visit URL: <https://www.evoting.nsdl.com>
2. Click on the "Login" tab available under 'Shareholder/Member' section.
3. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
4. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
5. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

1. Visit URL: <https://www.cdslindia.com>.
2. Go to e-voting tab.
3. Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
4. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
5. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

1. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
2. Enter existing username, Password & click on "Login".



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3. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

1. To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/>.
2. Proceed with updating the required fields for registration.
3. Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:



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Tel: +91-771-2283071 Fax: 91-0771-4056958

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company – in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

o Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.

o Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.

o Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

5. 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).



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6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

1. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
2. Select ‘View’ icon. 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’.
5. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered_email_address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.



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- 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.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section

Map the Investor with the following details:

- A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- C. ‘Investor PAN’ - Enter your 10-digit PAN.
- 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.



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METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- 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'.
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).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) 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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.



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Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

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 evoting@nsdl.co.in or call at : 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).



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- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on:
<https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.



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- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



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

Item No. 1

Mr. Nipun Sumanlal Mehta (DIN: 00255831) was appointed as a Non-Executive Independent Director on the Board of your Company for a period of Five (5) consecutive years effective from March 05, 2021 pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the members through Postal Ballot. The tenure of Mr. Nipun Sumanlal Mehta (DIN: 00255831) is due to complete on March 04, 2026.

The Company has received declaration from Mr. Nipun Sumanlal Mehta (DIN: 00255831) confirming that he meets all the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Nomination and Remuneration Committee ('NRC') of the Company, after taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation and the substantial contributions made by him during his tenure, concluded and recommended to the Board that Mr. Nipun Sumanlal Mehta (DIN: 00255831), based on the qualifications and the rich experience in management, meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the view that Mr. Nipun Sumanlal Mehta (DIN: 00255831) continues to possess the requisite core skills, expertise, and competencies essential for the effective discharge of his responsibilities as an Independent Director. The Board further believes that his continued association will be of significant benefit to the Company.

Based on recommendation of Nomination and Remuneration Committee ('NRC') and pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), the Board has proposed the re-appointment of Mr. Nipun Sumanlal Mehta (DIN: 00255831) as a Non-Executive Independent Director for his second term of Five (5) years with effect from March 05, 2026 to March 04, 2031 (both days inclusive). As per the provisions of Section 149 of the Act, members' approval is required by way of Special Resolution for his re-appointment.

The Brief Profile of Mr. Nipun Sumanlal Mehta is as follows:

CA Nipun Mehta, is a Fellow member of the Institute of Chartered Accountants of India and a Veteran of the Indian Financial Services industry and the Capital Market. He has 40 years of proven leadership experience across global and domestic institutions like Societe Generale, Edelweiss group and the IL&FS group, and across Capital markets – both primary & secondary, Private Banking, Wealth & Asset Management. He is the Founder & CEO of BlueOcean Asset Management, the investment manager to a SEBI registered Alternate Investment Fund (AIF).



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He would continue to be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof, re-imbursement for expenses incurred in connection with attending the Board and the Committee meetings thereof of which membership, if any held by him, and as may be approved by the NRC and the Board of the Company from time to time and within the limits approved by the Board, as permitted by law.

Except Mr. Nipun Sumanlal Mehta (DIN: 00255831), none of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed **Special Resolution**, except to the extent of his shareholding in the Company.

The Board recommends the **Special Resolution** as set out at Item No. 01 of the Notice for approval of the Members. The other details of Mr. Nipun Sumanlal Mehta in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice in Annexure 1.

Item No. 2

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 in their meetings held on January 28, 2026, an increase in the remuneration payable to Mr. Deep Saraf, holding an office or place of profit in the Company from Rs. 63,00,000/- (Rupees Sixty-Three Lakhs Only) per annum along with 0.35% performance incentive on the net profits of the Company to Rs. 81,90,000/- (Rupees Eighty One Lakh Ninety Thousand) per annum with effect from January 01, 2026 along with performance incentive per annum of 0.70% on profit after tax of the Company from FY 2025-26 onwards is being proposed.

The Brief Profile of Mr. Deep Saraf is as follows:

Mr. Deep Saraf brings over two decades of expertise in business management to the Company. Since its inception, he has been integral to various key aspects of operations, including plant management, production, processing, logistics, capital expenditure supervision, technological evaluations, and quality control.

His extensive knowledge and experience in establishing and managing plant operations, overseeing production and processing, and implementing quality control measures have been crucial to the Company's sustainable growth. Mr. Deep Saraf's contributions in product development and technological advancements continue to drive the Company's progress and success.

Over the past Six years, Mr. Deep Saraf's leadership has propelled the Company to remarkable growth, achieving significant growth in revenue and profit. This period also saw more than doubling of manufacturing



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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 anticipate a significant surge in its revenue, thereby upgrading guidance to INR 1300+ Crores for the fiscal year 2026, along with an increase in profitability due to the economies of scale.

Except Mr. Ashish Ramesh Saraf, 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 recommends the **Ordinary Resolution** as set out at Item No. 2 of this Notice for approval of the Members.

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

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

Date: January 28, 2026

Place: Raipur



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Annexure 1

Details of Director seeking Re-appointment

(Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings)

Sr. No.	Particulars	Details
1.	DIN	00255831
2.	Date of Birth	15/03/1963
3.	Nationality	Indian
4.	Brief Profile and qualification	CA Nipun Mehta, is a Fellow member of the Institute of Chartered Accountants of India and a Veteran of the Indian Financial Services industry and the Capital Market. He has 40 years of proven leadership experience across global and domestic institutions like Societe Generale, Edelweiss group and the IL&FS group, and across Capital markets – both primary & secondary, Private Banking, Wealth & Asset Management. He is the Founder & CEO of BlueOcean Asset Management, the investment manager to a SEBI registered Alternate Investment Fund (AIF).
5.	Terms & Conditions of re-appointment	Reappointment for the period of 5 years with effect from March 05, 2026 to March 04, 2031 (both days inclusive)
6.	Nature of expertise in specific functional areas	Mr. Nipun Mehta has extensive expertise in management, capital markets, financial services leadership, asset and wealth management, alternative investment funds, and regulatory policy formulation, supported by four decades of experience across leading global and domestic financial institutions.
7.	Shareholding in Manorama Industries including shareholding as a beneficial owner	NIL
8.	Details of last remuneration drawn	Nil (He is eligible for sitting fees only)



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9.	Details of remuneration sought to be paid	Sitting fee of Rs. 25,000 per meeting (As approved by the Board time to time pursuant to the limit provided under Companies Act, 2013)
10.	Date of first appointment on the Board	05/03/2021
11.	Disclosure of relationships between Directors/KMPs	Not related to any Directors
12.	Directorship in Listed entity	NA
13.	Chairmanship of Committees	Nomination & Remuneration Committee and Risk Management Committee in Manorama Industries Limited
14.	Membership of Committees	Member in Audit Committee and Stakeholders Relationship Committee in Manorama Industries Limited
15.	Names of the Listed Entities from which the appointee has resigned in the past 3 years	NA
16.	Number of Board Meetings attended during the Financial Year 2025-26	5 (Five)