



# Manorama Industries Limited

KHASRA No. - 2449-2610,  
Parswani Road, Near  
Birkoni Industrial Area,  
Mahasamund (C.G.)- 493445

March 20, 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 March 12, 2026 issued by the Company for seeking approval of Members for following matter:

| Sr. No. | Particulars   | Resolution Type    |
|---------|---|--------------------|
| 1.      | To approve raising of funds through qualified institutions placement or through any other permissible modes by issuance of securities for an aggregate amount of up to INR 500 crore (Indian Rupees Five Hundred Crore) in one or more tranches and/or by way of one or more issuances. | Special Resolution |

In compliance with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, voting on the resolution 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 Friday, March 13, 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, March 21, 2026 and ends on Sunday, April 19, 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](https://manoramagroup.co.in/investors-company-announcements#postal_ballots).

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

**For Manorama Industries Limited**

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



**Corporate Office:**  
F-6, Anupam Nagar,  
Raipur-492007, Chhattisgarh, India  
E-mail: [info@manoramagroup.co.in](mailto:info@manoramagroup.co.in)  
Tel.: +91-771-2283071, 2282457  
Telefax: +91-771-4056958  
CIN: L15142MH2005PLC243687  
GSTIN: 22AAECM3726C1Z1

**Certifications:**  
ISO 9001, ISO 14001 & ISO 45001, Certified Company  
Manufacturing & Supplying different products  
Certified for RSPO, Kosher, Halal (MUI),  
EcoVadis Committed badge certified & Sedex SMETA 4-Pillar Certified  
A Government of India Recognized Star Export House  
MSME ZED GOLD

**Registered Office:**  
701,7th Floor, Bonanza Building,  
Sahar Plaza, Complex  
Andheri Kurla Road, Andheri  
Mumbai-400059, Maharashtra, India  
Tel. 02249743611, 02267088148  
[www.manoramagroup.co.in](http://www.manoramagroup.co.in)  
GSTIN-27AAECM3726C1ZR



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## PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTION 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 fund raising through QIP. | March 12, 2026              |
| 2.      | Date on which consent given by Scrutinizer to act as Scrutinizer for conducting postal ballot   | March 12, 2026              |
| 3.      | Cut-off date for determining shareholders to whom postal ballot notice will be sent   | March 13, 2026              |
| 4.      | Date of completion of dispatch of Notice of Postal Ballot   | March 20, 2026              |
| 5.      | Intimation of Notice of Postal Ballot with Stock Exchanges  | March 20, 2026              |
| 6.      | Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot  | March 21, 2026              |
| 7.      | E-Voting Starting Date  | March 21, 2026              |
| 8.      | E-Voting ending date  | April 19, 2026              |
| 9.      | Preparation of Scrutinizer report and submission of the same to Chairperson.  | On or before April 21, 2026 |
| 10.     | Date of declaration of result of passing of Special resolution through postal ballot  | On or before April 21, 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 the Company                                    | On or before April 21, 2026 |
| 12.     | Date for Form MGT-14  | On or before May 18, 2026   |
| 13.     | Date of signing minutes of Postal ballot  | On or before May 18, 2026   |



### Corporate Office:

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Telefax: +91-771-4056958  
CIN: L15142MH2005PLC243687  
GSTIN: 22AAECM3726C1Z1

### Certifications:

ISO 9001, ISO 14001 & ISO 45001, Certified Company  
Manufacturing & Supplying different products  
Certified for RSPO, Kosher, Halal (MUI),  
EcoVadis Committed badge certified & Sedex SMETA 4-Pillar Certified  
A Government of India Recognized Star Export House  
MSME ZED GOLD

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### POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given to the Shareholders ('Members') of Manorama Industries Limited ('the Company'), pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ('the Act') read with Rule 20 and Rule 22 and other applicable rules 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, 02/2022 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 and other applicable circulars issued by the Ministry of Corporate Affairs (Collectively 'MCA Circulars'), the Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India and 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 resolution 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 being provided by the Company to all its Members to cast their votes electronically.

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](http://www.manoramagroup.co.in) in the relevant section and on the websites of BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://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](http://www.instavote.linkintime.co.in).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Management Rules and the MCA Circulars, the manner of voting on the proposed resolution 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, March 21, 2026 and not later than **05:00 PM (IST)** on Sunday, April 19, 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 March 12, 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 'Voting through Electronic Means-Instructions' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than **05:00 PM (IST) on, Sunday, April 19, 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 Chairperson or a person authorized by him in writing who shall countersign the same. The Chairperson 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](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 resolution, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e. Sunday, April 19, 2026. The proposed resolution 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 RAISING OF FUNDS THROUGH QUALIFIED INSTITUTIONS PLACEMENT OR THROUGH ANY OTHER PERMISSIBLE MODES BY ISSUANCE OF SECURITIES FOR AN AGGREGATE AMOUNT OF UP TO INR 500 CRORE (INDIAN RUPEES FIVE HUNDRED CRORE) IN ONE OR MORE TRanches AND/OR BY WAY OF ONE OR MORE ISSUANCES**

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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 Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions of the Companies Act, 2013, including any amendment(s), statutory modification(s) and/or re-enactment thereof (**“Act”**), Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any including any amendment(s), statutory modification(s) and/or re-enactment thereof, provisions of the memorandum of association and articles of association of the Company, all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, including any amendments, statutory modification(s) and / or re-enactment thereof, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the applicable listing agreements and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (**“Government of India”**), the Ministry of Corporate Affairs (**“MCA”**), Registrar of Companies (**“RoC”**), the Reserve Bank of India (**“RBI”**), BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**, and together with BSE, the **“Stock Exchanges”**) where the equity shares of the Company of face value of INR 2/- each (Indian Rupees Two only) (**“Equity Shares”**) are listed, the Securities and Exchange Board of India (**“SEBI”**) and any other appropriate authority under any other applicable laws and all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, RoC, MCA and the Stock Exchanges (hereinafter referred to as **“Appropriate Authorities”**), and guidelines and clarifications issued thereon from time to time and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board) to create, issue, offer and allot such number of Securities



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(as defined hereinafter), for cash, at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable laws, in one or more tranches, whether Rupee denominated or denominated in foreign currency, with or without a green shoe option, for an aggregate amount up to INR 500 Crore (Indian Rupees Five Hundred Crore), by way of qualified institutions placement (“**QIP**”) to “*qualified institutional buyers*” as defined in the SEBI ICDR Regulations, and / or any other permitted modes through preliminary placement document / placement document / prospectus and / or an offer document and / or a private placement offer letter and / or such other documents/writings/circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of any instrument or security, including equity shares, non-convertible debentures along with warrants, any other equity based securities, or any combination thereof and/or any other eligible Securities (all of which are hereinafter referred to as the “**Securities**”) with or without premium, to be subscribed by any eligible person covered above including qualified institutional buyers in accordance with the Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors including resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/anchor investors/ Hindu undivided families/mutual funds/pension funds/venture capital funds/banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other categories of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations / guidelines as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called “**Eligible Investors**”), to all or any of them, jointly or severally through an offer / placement document and / or offer letter or circular or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager, with authority to retain over subscription up to such percentage as may be permitted by the Appropriate Authorities, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, and where necessary in consultation with book running lead manager and / or underwriters and / or stabilizing agent and / or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and / or in respect of different Securities, deciding of other terms and conditions like number

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of securities to be issued, face value, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company, so as to enable the Company to list the Securities on any stock exchange in India or overseas jurisdictions.

**RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

**RESOLVED FURTHER THAT** for issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

1. the Eligible Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company;
2. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution of the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations, the Act, and/or applicable and relevant laws/guidelines, from time to time;
3. the Eligible Securities issued shall rank *pari passu* with the existing Eligible Securities of the Company in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
4. the Eligible Securities under the QIP shall be allotted as fully paid up;
5. in the event Equity Shares are issued, the “*relevant date*” for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of the Companies Act, 2013 and other

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applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;

6. any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”). The Board may issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
7. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
8. the tenure of convertible or exchangeable Eligible Securities, as eligible in accordance with applicable law, issued through the QIP shall not exceed sixty months from the date of allotment;
9. a minimum of ten percent of the allotment of Securities, as eligible in accordance with applicable law, by way of a QIP shall be to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
10. no allotment shall be made, either directly or indirectly, to any QIB who is a Promoter of the Company or any other person related to the Promoters of the Company;
11. the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to INR 250 Crore) or five (in case the issue size is more than INR 250 Crore), as applicable, or such other limit as may be permitted under applicable laws; and
12. the Company shall not undertake any qualified institutions placement until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby severally authorized to do such acts, deeds, matters and take all steps as may



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be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager, or other authorities or intermediaries involved in or concerned with the QIP or any other mode of issuance of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of resolution to be approved by shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer document(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as per the details brought out below.

- a) The purpose(s) for which fund is proposed to be raised with each object of the issue, for which funds are proposed to be raised shall be stated clearly and not in an open ended/ vague manner.
- b) Details of the amount of funds proposed to be utilised for each of the object.
- c) The tentative timeline for utilisation of the issue proceeds for each of the object.

It may further be noted that

- i. Total amount of issue size allocated for different objects of the Issue shall together be used only for the specified object of the Issue and same cannot be added to General Corporate Purposes (GCP).
- ii. the fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the preferential issue or QIP, under the current Issue.
- iii. In case, it is difficult to quantify the exact amount of fund to be used, a broad range of amount may be provided but the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of Issue size. Further, while giving broad range, the reason for providing the same shall be specified.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT**, in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic and/or international markets and proportion thereof, issue price and discounts permitted under applicable law, shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with lead managers, legal advisors, depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds as specified above, by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. Ashish Ramesh Saraf (Managing Director), Mrs. Vinita Ashish Saraf (Whole-time Director), Mr. Ashok Jain (Whole-time Director & CFO) and Mr. Deepak Sharma (Company Secretary & Compliance Officer) be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the Stock Exchanges and making other statutory and/or regulatory filings, if any on behalf of the Company.”

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

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

**Date: March 12, 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 Resolution 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 **Friday, March 13, 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 March 12, 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](mailto:cs@manoramagroup.co.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. 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 resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off date should treat this Notice for information purpose only.
7. In accordance with Regulation 44 of the Listing Regulations and Sections 108 and 110 of the Act and read with Rules 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

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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 resolution. The detailed procedure for voting through electronic means (“e-voting”) is appended in the Notes to Notice.

8. Postal Ballot Notice can be downloaded from the Company’s website i.e., [https://manoramagroup.co.in/investors-company-announcements#postal\\_ballots](https://manoramagroup.co.in/investors-company-announcements#postal_ballots).
9. Institutional Members (i.e. other than individuals, HUF’s, NRI’s etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy marked to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Resolution 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, March 21, 2026 to 05:00 P.M. (IST) on Sunday, April 19, 2026. In case a member has any queries or grievances regarding e-voting, he or she may send e-mail to [cs@manoramagroup.co.in](mailto:cs@manoramagroup.co.in).
14. The voting rights of the Members, whose names appear in the Register of Members/ List of Beneficial Owners, as on the cut-off date shall be in proportion to their shares in the total paid-up equity share capital of the Company and are entitled to vote on the Resolution set forth in this Notice.
15. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.
16. The Scrutinizer’s decision on the validity of the vote shall be final.

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17. Once the vote on a resolution stated in this Notice is cast by the members through Remote e-voting, the members shall not be allowed to change it subsequently and such e-vote shall be treated as final.
18. The Scrutinizers will submit their report to the Chairperson/or any person authorised by him 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](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, March 21, 2026 and ends on 05:00 PM (IST) on, Sunday, April 19, 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, April 19, 2026.

Once the vote on resolution is cast by the member, the same will not be allowed to be changed subsequently.

The details and the process and manner for remote e-voting are explained herein below:

As per 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

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.

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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.nsd.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.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.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 (1-4).

### **METHOD 3 - NSDL e-voting website**

1. Visit URL: <https://www.evoting.nsd.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”.

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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](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
2. Enter existing username, Password & click on “Login”.
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.

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### 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.](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 (1-3).

### **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:

#### **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

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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 Resolution")

### 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).

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).

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### STEP 2: Steps to cast vote for Resolution 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.mufg.com](mailto:enotices@in.mpms.mufg.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.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

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### **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 Resolution through InstaVote**

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

#### **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’.

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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](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

### **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.mufg.com](mailto:enotices@in.mpms.mufg.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.

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| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000                                      |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

### Forgot Password:

#### 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).
- 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.

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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.

- ❖ 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 for a particular “Event”.

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

#### **Item No. 1**

The present authorized capital of the Company “**MANORAMA INDUSTRIES LIMITED**” is INR 30,00,00,000/- (Indian Rupees Thirty Crores only) and the Paid-up Capital of the Company as on December 31, 2025 is INR 11,94,17,060/- (Indian Rupees Eleven Crores Ninety Four Lakhs Seventeen Thousand and Sixty only) divided into 5,97,08,530 (Five crores Ninety Seven Lakhs Eight Thousand Five Hundred and Thirty) equity shares of face value of INR 2/- (Rupees Two only) each.

#### **Particulars of the issuance of Securities, maximum amount to be raised/ number of Securities to be issued:**

The Company proposes to raise additional capital aggregating upto INR 500 Crore (Indian Rupees Five Hundred Crore only) or its equivalent amount in such Indian or foreign currencies as may be necessary, inclusive of any premium, in one or more tranches and/or one or more issuances by way of qualified institutions placement(s) (“QIP”) or any other method as may be permitted under applicable laws to the eligible investors in the course of domestic or international offerings, whether rupee denominated or denominated in foreign currency. The issue of securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead manager, underwriters and such other authority or authorities as may be necessary and subject to the respective laws, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

Accordingly, the Board, at its meeting held on Thursday, March 12, 2026, subject to the approval of the Members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board/its duly constituted committee at its sole and absolute discretion, taking into consideration the market conditions and other relevant factors and wherever necessary, in consultation with the book running lead managers and/or other advisor(s) appointed in accordance with applicable laws, and subject to regulatory approvals, as may be required.

The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India (“SEBI”), the BSE Limited (“BSE”), the National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”), the Government of India (“GoI”), the Registrar



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of Companies ("RoC") with which the Company is incorporated, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

The Equity Shares offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company. The pricing of the Equity Shares shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, 2013 and any other applicable law.

For the issuance of Equity Shares by way of a QIP: (a) the allotment of Equity Shares shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; (b) the pricing of the Equity Shares that may be issued to QIBs shall be determined by the Board subject to such price not being less than the floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations or such other discount as may be permitted under applicable law. The "Relevant Date" for this purpose in case of allotment of Equity Shares, will be the date when the Board or the Committee of the Board decides to open the qualified institutions placement for subscription.

The relevant Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

**Object of the Issue:** The proceeds of the proposed issue of Securities shall be utilized for the purpose(s) of the Company, its subsidiaries, joint ventures and associates for, inter alia, incurring capital expenditure including for undertaking and/ or expansion of projects, working capital requirements repayment or prepayment of borrowings, refinancing of borrowings, funding organic/ inorganic growth opportunities (including research and development), and other general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

For fund-raising being undertaken through a QIP, in terms of applicable circulars of BSE and NSE in this regard, including NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022, as well as the SEBI ICDR Regulations, please note that (a) the details for deployment of the net proceeds, as approved by the Board or a duly authorized committee thereof, will be specifically mentioned in the preliminary placement document/ placement document, and (b) the funds to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through such QIP. If the size of the QIP exceeds INR 100 Crore (Indian Rupees One Hundred Crore only) or such other



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amount as may be prescribed under applicable law, a credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on a quarterly basis till 100 % (Hundred per cent) of the proceeds have been utilized, in accordance with the SEBI ICDR Regulations.

The Net Proceeds shall be utilised for the Objects in the manner as specified above, in accordance with the applicable laws, including NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213- 47 each dated December 13, 2022, prior to the end of the timeline as may be decided by the Board of the Company. In the event that estimated utilization of net proceeds is not completely met (in full or in part) as per the stated timeline, the remaining net proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by the Board (or any duly constituted committee thereof) in accordance with applicable laws.

Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in deposits in scheduled commercial banks or invest the funds in creditworthy instruments, including money market / mutual funds, or in any other investment as permitted under applicable laws as approved by the Board and/or a duly authorized committee of the Board, from time to time. In accordance with applicable law, the Company shall not utilise the proceeds from such QIP unless allotment is made and the corresponding return of allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges.

The proceeds of the proposed Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Securities allotted would be listed on the BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") where the Equity Shares of the Company are listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

**Proposed time within which the allotment shall be completed:** The Issue is being made through a qualified institutions placement and accordingly: (a) the allotment of the Securities shall be completed within a period of 365 (Three Hundred and Sixty Five) days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; and (b) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable. Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter, or any person related to promoters in terms of the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The Company may, in accordance with applicable law, and in consultation with the book running lead managers, offer a discount of not more than 5% or such percentage as permitted under applicable law, on the floor price determined pursuant

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to the SEBI ICDR Regulations. The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities to QIBs by way of QIPs, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/or individuals or otherwise as the Board in its absolute discretion deems fit.

In connection with the proposed issue of Equity Shares, the Company is required, inter alia, to prepare various documents and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of post issue shareholding that may be held by them and post issue shareholding pattern of Equity Shares of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares, and the detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market

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conditions and in accordance with the applicable provisions of law and other relevant factors. Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the Listing Regulations.

The Equity Shares allotted would be listed on BSE and NSE. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”).

Sections 23, 42, 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing members of such company in the manner laid down therein unless the members by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice of Postal Ballot may result in the issue of Equity Shares of the Company to persons other than existing members of the Company also, consent of the members, by way of a special resolution, is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Regulations.

**Change in Control:** There would be no change in control pursuant to the issue of Securities. The Securities will be offered and issued to such Investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines.

**Transferability of Shares:** Securities allotted pursuant to QIP shall not be eligible to be sold for a period of 1 (one) year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the directors and key managerial personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members. No change in control of the Company or its management of its business is intended or expected pursuant to the issuance of Securities as proposed hereinabove.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities or a combination thereof to the investors who may or may not be the existing members of the Company.



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Your Directors, therefore, recommend the passing of the special resolution as set forth in this Notice.

The Directors, Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

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

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

**Date: March 12, 2026  
Place: Raipur**