**Manorama**
**Industries Limited**

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

November 27, 2026

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

**Scrip Code: 541974**
**ISIN: INE00VM01036**

To,
The Manager
The Listing Department
**National Stock Exchange of India Limited ("NSE")**
"Exchange Plaza", C-1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

**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 November 12, 2026 issued by the Company for seeking approval of Members for following matter:

| Sr. No. | Particulars | Resolution Type |
|---|---|---|
| 1. | To approve appointment of Mr. Deep Saraf (DIN: 00183529) as Director (Executive Director in the category of Whole Time Director) of the Company. | Ordinary Resolution |
| 2. | To approve appointment of Mr. Deep Saraf (DIN: 00183529) as Managing Director of the Company for a period of 5 (Five) years from November 12, 2026 to November 11, 2031 (both days inclusive). | Ordinary Resolution |
| 3. | To approve appointment of Mr. Mudit Kumar Singh (DIN: 03276749) as Chairman and Director (Executive Director in the category of Whole Time Director) of the Company. | Ordinary Resolution |
| 4. | To approve remuneration of Mr. Ashish Ramesh Saraf, President – Strategic planning and Business Development, holding office or place of Profit. | Ordinary Resolution |
| 5. | To approve remuneration of Mrs. Vinita Ashish Saraf, President – Business Excellence & Development, 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 only and the Postal Ballot 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, November 20, 2026 (Cut-off date). Members holding shares

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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 remote e-voting period will commence from 09:00 AM (IST) on Saturday, November 28, 2026 and ends on Sunday, December 27, 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

Digitally signed by Deepak Sharma
Date: 2026.11.27 17:05:18 +05'30'

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

**Encl: As above**

MANORAMA INDUSTRIES LIMITED

**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: 22AAECM3726C1Z1

**Certifications :**
ISO 9001, ISO 14001 & ISO 45001 Certified Company
Manufacturing & Supplying different products
Certified for RSPO, Kosher, Halal (MUI),
Fair Trade (FT), Fair for life (FFL)
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 East
Mumbai-400059, Maharashtra, India
Tel. 022 22622299, 49743611, 022 67088148
www.manoramagroup.co.in
GSTIN-27AAECM3726C1ZR

**Manorama**
**Industries Limited**

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

## 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 Appointment. | November 12, 2026 |
| 2. | Date on which consent given by Scrutinizer to act as Scrutinizer for conducting postal ballot | November 12, 2026 |
| 3. | Cut-off date for determining shareholders to whom postal ballot notice will be sent | November 20, 2026 |
| 4. | Date of completion of dispatch of Notice of Postal Ballot | November 27, 2026 |
| 5. | Intimation of Notice of Postal Ballot with Stock Exchange. | November 27, 2026 |
| 6. | Newspaper Publication of Postal Ballot Notice and Publishing newspaper advertisement for completion of dispatch of Notice of Postal Ballot | November 28, 2026 |
| 7. | E- Voting Starting Date | November 28, 2026 |
| 8. | E-Voting ending date | December 27, 2026 |
| 9. | Preparation of Scrutinizer report and submission of the same to Chairperson. | On or before December 29, 2026 |
| 10. | Date of declaration of result of passing of Ordinary resolution through postal ballot | On or before December 29, 2026 |
| 11. | Date of intimation of result of passing of Ordinary resolutions through Postal Ballot to Stock Exchanges and placing the same on website of Company. | On or before December 29, 2026 |
| 12. | Date for Form MR-1 | On or before January 10, 2027 |
| 13. | Date for Form MGT-14 | On or before January 25, 2027 |
| 14. | Date for Form DIR-12 | On or before January 25, 2027 |
| 15. | Date of signing minutes of Postal ballot | On or before January 25, 2027 |

MANORAMA INDUSTRIES LIMITED

# Manorama Industries Limited

**CIN: L15142MH2005PLC243687**

**Registered office: Office** No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, J.B. Nagar, Andheri East, Mumbai, Maharashtra, India, 400059

**Tel:** 91-022-22622299 **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 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, ('the Act') read with Rule 20 and Rule 22 and other applicable rules of the 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 and other applicable circulars issued by the Ministry of Corporate Affairs (Collectively 'MCA Circulars') time to time, the 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 being provided by the Company.

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 of the website, of BSE Limited ('BSE') www.bseindia.com and National Stock Exchange of India Limited ('NSE') www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of MUFG at https://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 resolutions are 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 appended to this Postal Ballot Notice so as to cast their votes electronically from **09:00 A.M. (IST)** on **Saturday**, **November 28, 2026** and not later than **05:00 P.M. (IST)** on, **Sunday, December 27, 2026** (the last day to cast vote electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.

# Manorama Industries Limited

**CIN: L15142MH2005PLC243687**

**Registered office: Office** No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, J.B. Nagar, Andheri East, Mumbai, Maharashtra, India, 400059

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

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

The Board of Directors of the Company at its meeting held on **Thursday, November 12, 2026** has appointed M/s. Mehta & Mehta, Company Secretaries, as the 'Scrutinizer', to scrutinize the remote e-voting process in a fair and transparent manner, Ms. Alifya Sapatwala (Membership No. A24091), Partner and failing her, Ms. Namrata Tatiya (Membership No. F14215) Partner will represent M/s. Mehta & Mehta, Company Secretaries.

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice and desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process from **9.00 A.M. (IST)** on **Saturday, November 28, 2026** and not later than **05:00 P.M. (IST)** on **Sunday, December 27, 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 working days from the conclusion of the voting period of postal ballot, submit 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. The Chairperson or a person authorized by him shall declare the result of the voting forthwith. The result of the Postal Ballot shall be declared on or before **Tuesday, December 29, 2026**.

The said results, along with the Scrutinizer's Report, will be placed on the website of the Company https://manoramagroup.co.in/investors-company-announcements#postal_ballots 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 passed by the requisite majority, will be taken as having been duly passed on the last date specified for e-voting i.e., **Sunday, December 27, 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 read with the Rules and the MCA Circulars, are appended below:

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**TO APPROVE APPOINTMENT OF MR. DEEP SARAF (DIN: 00183529) AS DIRECTOR (EXECUTIVE DIRECTOR IN THE CATEGORY OF WHOLE TIME DIRECTOR) OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015, if any (including any statutory modifications or re-enactment thereof), the provisions of the Articles of Association of the Company, based on recommendation of Nomination & Remuneration Committee and Board of Directors in their meeting held on Thursday, November 12, 2026, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Deep Saraf (DIN: 00183529) as a Director (Executive Director in the category of Whole Time Director) on the Board of the Company for a term of 5 (Five) years with effect from November 12, 2026 to November 11, 2031 (Both days inclusive) and on such terms and conditions as mutually agreed between Mr. Deep Saraf and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Whole Time Director and/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 APPOINTMENT OF MR. DEEP SARAF (DIN: 00183529) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS FROM NOVEMBER 12, 2026 TO NOVEMBER 11, 2031 (BOTH DAYS INCLUSIVE):**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015, provisions of any other law, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of Members of the Company be and is hereby accorded for the appointment of Mr. Deep Saraf (DIN: 00183529) as Managing Director of the Company for a period of 5 (Five) years with effect from November 12, 2026 to November 11, 2031 (both days inclusive) on such terms and conditions as set out below.

**Salary**: Annual remuneration of Rs. 2,00,00,000/- (Indian Rupees Two Crore Only) per annum with an annual increment as per discretion of the Board of the Directors and based on the annual review and

recommendation of the Nomination and Remuneration Committee and the Board, keeping in view the performance of the Company and individual performance.

**Perquisites & Allowances**: As per the applicable policies of the Company.

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

**RESOLVED FURTHER THAT** Mr. Deep Saraf shall be paid a Performance Incentive of 1.25% on Profits After Tax (PAT) of the Company for each financial year commencing from financial year 2026–27, subject to the applicable provisions of Sections 197 and 198 of the Act, Schedule V, thereto, and such requisite approvals as may be applicable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary or modify the remuneration and other terms and conditions of the appointment of Mr. Deep Saraf from time to time, as may be considered appropriate, subject to the overall limits and applicable provisions of the Companies Act, 2013, and the rules made thereunder.

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

**ITEM NO. 3**

**TO APPROVE APPOINTMENT OF MR. MUDIT KUMAR SINGH (DIN: 03276749) AS CHAIRMAN AND DIRECTOR (EXECUTIVE DIRECTOR IN THE CATEGORY OF WHOLE TIME DIRECTOR) OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to Section 149 and 152 of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015, if any (including any statutory modifications or re-enactment thereof), the provisions of the Articles of Association of the Company, based on the recommendations of Nomination & Remuneration Committee and Board of Director in their meeting held on Thursday, November 12, 2026, consent of Members of the Company be and is hereby accorded for the appointment of Mr. Mudit Kumar Singh (DIN: 03276749) as Director (Executive Director in the category of Whole Time Director) of the Company for a period of 5 (Five) years from November 12, 2026 to November 11, 2031 (both days inclusive) on such terms and conditions as set out below:

**Salary**: Annual Remuneration of Rs. 30,00,000/- (Indian Rupees Thirty Lakh Only) per annum with an annual increment as per discretion of the Board and annual review of the Nomination and Remuneration Committee and the Board, keeping in view Company's and individual performance.

**Perquisites & Allowances**: As per Company's Policy and as approved by the Board of Directors.

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

**RESOLVED FURTHER THAT** Mr. Mudit Kumar Singh be and is hereby elected as Chairman of the Company with effect from November 12, 2026 and he shall remain as Chairman unless otherwise decided by the Board.

**RESOLVED FURTHER THAT** any Whole Time Director and/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. 4**

**TO APPROVE REMUNERATION OF MR. ASHISH RAMESH SARAF, PRESIDENT – STRATEGIC PLANNING AND BUSINESS DEVELOPMENT, 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 other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the provisions of the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of Members of the Company be and is hereby accorded to approve the remuneration of Rs. 6,00,00,000/- (Indian Rupees Six Crores Only) per annum along with Performance Incentive of 3% on Profits After Tax (PAT) of the Company for each financial year commencing from financial year 2026–27 for Mr. Ashish Ramesh Saraf, President – Strategic Planning and Business Development, being a Senior Management Personnel, with effect from November 12, 2026, holding office or place of profit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary or modify the terms and conditions of his employment and remuneration from time to time, as may be

considered appropriate, subject to the overall remuneration limits approved by the Members of the Company and in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any Whole-Time Director and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including execution of necessary documents, making requisite filings and disclosures and taking all such steps as may be necessary or expedient to give effect to this resolution."

**ITEM NO. 5**

**TO APPROVE REMUNERATION OF MRS. VINITA ASHISH SARAF, PRESIDENT – BUSINESS EXCELLENCE & DEVELOPMENT, 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 other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the provisions of the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of Members of the Company be and is hereby accorded to approve the remuneration of Rs. 1,87,20,000/- (Indian Rupees One Crore Eighty Seven Lakh and Twenty Thousand Only) per annum along with Performance Incentive of 1% on Profits After Tax (PAT) of the Company for each financial year commencing from financial year 2026–27 for Mrs. Vinita Ashish Saraf, President – Business Excellence & Development, being a Senior Management Personnel, with effect from November 12, 2026, holding office or place of profit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary or modify the terms and conditions of her employment and remuneration from time to time, as may be considered appropriate, subject to the overall remuneration limits approved by the Members of the Company and in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any Whole-Time Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including execution of necessary documents, making requisite filings and disclosures and taking all such steps as may be necessary or expedient to give effect to this resolution."

# Manorama Industries Limited

**CIN: L15142MH2005PLC243687**

**Registered office: Office** No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, J.B. Nagar, Andheri East, Mumbai, Maharashtra, India, 400059

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

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

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

**Sd/-**

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

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

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with Rules made thereunder, setting out all material facts concerning the Resolutions, is given hereto and form part of this Postal Ballot Notice.

2. In accordance with the MCA Circulars, Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, November 20, 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 Thursday, November 12, 2026 have appointed M/s Mehta & Mehta, Company Secretaries, as the Scrutinizer 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. F14215), will represent M/s Mehta & Mehta, Practicing Company Secretaries.

4. All the material documents referred in Postal Ballot Notice shall be available for inspection through electronic mode, basis the request being sent by Members on email id: cs@manoramagroup.co.in 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 lntime India Private Limited (formerly known as Link lntime 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.

7. In accordance with Regulation 44 of the Listing Regulations and Section 108 and 110 of the Act 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 lntime India Private Limited ("MUFG") 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, 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, November 28, 2026** to 05:00 P.M. (IST) on **Sunday, December 27, 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.

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 resolution stated in this Notice is cast by the members through Remote e-voting, the members shall not be allowed to change it subsequently and such e-vote shall be treated as final.

18. The Scrutinizer will submit their report to the Chairperson/or any person authorised by him after the completion of scrutiny, and the Results will be declared by the Company within 2 working days of the closing of e-voting period on its website https://manoramagroup.co.in/investors-company-announcements#postal ballots 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 A.M. (IST) on **Saturday, November 28, 2026** and ends on 05:00 P.M. (IST) on **Sunday, December 27, 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, December 27, 2026**.

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

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

As per SEBI Master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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:**

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

**METHOD 1 - NSDL OTP based login**

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) 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.

e) 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:**

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) 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.
d) 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:**

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.




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

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) 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.
e) 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**

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) 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:**

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) 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:**

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) 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) Post successful authentication, 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.

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

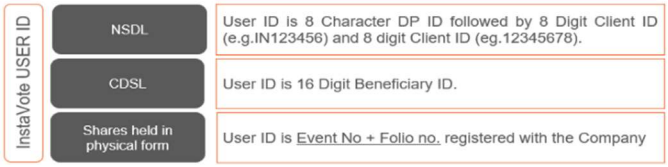
Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**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:

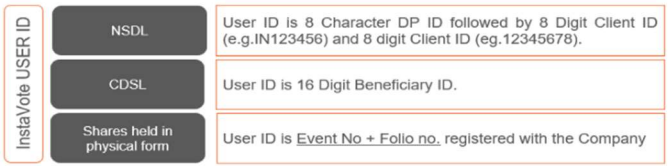
1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")




**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.
   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - 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).



**STEP 2: Steps to cast vote for Resolutions through InstaVote**

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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 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.
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

**C.** Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**NOTE:** 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.

**D.** 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.

**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.".

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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) 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 see "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.

**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 or contact on: - Tel: 022 – 4918 6000.

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

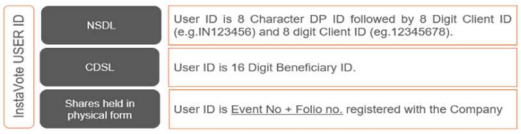
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| 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 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

**Forgot Password:**

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

Individual 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.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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
- Further Click on "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.

**General Instructions - Shareholders**

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

# Manorama Industries Limited

**CIN: L15142MH2005PLC243687**

**Registered office: Office** No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, J.B. Nagar, Andheri East, Mumbai, Maharashtra, India, 400059

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

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


**ANNEXURE TO THE NOTICE:**

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

**Item Nos. 1 & 2**

The Board of Directors of Manorama Industries Limited ("Company"), at its meeting held on November 12, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Deep Saraf (DIN: 00183529) as an Additional Director in the category of Executive Director (Whole-time Director) and further designated him as the Managing Director of the Company for a period of five (5) years commencing from November 12, 2026 and ending on November 11, 2031 (both days inclusive), subject to approval of the Members of the Company.

Mr. Deep Saraf possesses extensive experience in the Company's business and has been associated with the organisation since its inception. Over the years, he has played a significant role across various facets of the Company's operations, including manufacturing and plant operations, production management, supply chain and logistics, capital projects, process optimisation, technology adoption and quality assurance.

His deep understanding of the industry and hands-on leadership in establishing, scaling and managing manufacturing operations have contributed substantially to strengthening the Company's operational capabilities and business performance. He has been instrumental in driving operational excellence, enhancing manufacturing efficiencies, implementing quality and process controls, and supporting the Company's strategic expansion initiatives.

Mr. Deep Saraf has also made valuable contributions towards product innovation, technology upgradation and the development of sustainable business practices, enabling the Company to reinforce its market position and competitive advantage. Under his leadership and strategic guidance, the Company has witnessed significant growth in its business operations, expanded its manufacturing capacities, strengthened its customer relationships and further diversified its product offerings, thereby creating a strong foundation for long-term sustainable growth and value creation for all stakeholders.

Considering his extensive industry experience, leadership capabilities, deep understanding of the Company's business and his significant contribution towards the Company's growth and future strategy, the Board believes that his appointment as Director and Managing Director is in the best interests of the Company and its stakeholders.

The proposed appointment is in accordance with the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules made thereunder, the Articles of Association of the Company, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and is subject to the approval of the Members.

**Terms of Appointment and Remuneration**

Mr. Deep Saraf shall be appointed as Managing Director for a term of five (5) years from November 12, 2026 to November 11, 2031 on the following principal terms:

**a) Salary**

Annual remuneration of Rs. 2,00,00,000 (Indian Rupees Two Crore only) per annum, with annual increments as may be approved by the Board of Directors based on the recommendation of the NRC, taking into consideration the performance of the Company and the individual.

**b) Perquisites and Allowances**

As per the policies of the Company and applicable statutory provisions.

**c) Performance Incentive**

Performance Incentive of 1.25% on the Profit After Tax (PAT) of the Company for each financial year commencing from FY 2026-27, subject to the provisions of Sections 197 and 198 of the Act, Schedule V thereto and other applicable laws relating to managerial remuneration.

**d) Minimum Remuneration**

In the event of absence or inadequacy of profits in any financial year during his tenure, remuneration by way of salary, perquisites and allowances shall be paid in accordance with the provisions of Schedule V to the Act and other applicable laws.

The Board of Directors shall have the authority, based on the recommendation of the NRC, to alter, vary or revise the terms and conditions of appointment and remuneration, subject to the limits approved by the Members and in accordance with the applicable provisions of the Act and other applicable laws.

The Company has received from Mr. Deep Saraf his consent to act as a Director in Form DIR-2 and declaration confirming that he is not disqualified from being appointed as a Director in Form DIR-8.

The relevant documents relating to the proposed appointment, including the terms and conditions of appointment, shall be available for inspection electronically during the remote e-voting period. Members seeking inspection may send their request from their registered email address to cs@manoramagroup.co.in.

The information and disclosures required pursuant to the Companies Act, 2013, the rules made thereunder and Secretarial Standard on General Meetings (SS-2), including the brief profile of Mr. Deep Saraf, are provided in Annexure-I forming part of this Postal Ballot Notice.

The Board of Directors recommends the Ordinary Resolution(s) set out at Item Nos. 1 and 2 of the Postal Ballot Notice for approval of the Members.

Except Mr. Deep Saraf and his relatives, to the extent of their respective shareholding or interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of the Postal Ballot Notice.

**ITEM NO. 3**

The Board of Directors of the Company, at its meeting held on Thursday, November 12, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee, and in accordance with the applicable provisions of the Companies Act, 2013 ("Act"), the rules made thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), considered and approved the appointment of Mr. Mudit Kumar Singh (DIN: 03276749) as an Additional Director in the category of Whole-time Director of the Company, subject to the approval of the Members of the Company for a period of five (5) consecutive years commencing from November 12, 2026 and ending on November 11, 2031, subject to the approval of the Members of the Company.

Mr. Mudit Kumar Singh is a highly accomplished former officer of the Indian Forest Service (IFS), having served with distinction in various leadership capacities across government, public policy and institutional administration. With an illustrious career spanning more than four decades, he has acquired extensive expertise in environmental governance, forestry administration, sustainable development, climate change, natural resource management, tribal welfare and public policy formulation.

Throughout his distinguished public service career, he has held several senior positions within the Government of Chhattisgarh, including Principal Chief Conservator of Forests & Head of Forest Force, Managing Director of the Chhattisgarh State Minor Forest Produce Federation, Director of the State Forest Research & Training Institute, and Secretary, Tribal Welfare Department (Additional Charge). In these capacities, he played a pivotal role in advancing sustainable resource management practices, strengthening institutional frameworks, fostering community participation in conservation initiatives and driving policy interventions aimed at inclusive and sustainable development.

He has also successfully led and contributed to several strategic institutions as Director General of the Chhattisgarh Council of Science & Technology, Managing Director of the Chhattisgarh Infrastructure Development Corporation and Director of the Chhattisgarh Academy of Administration. His wide-ranging experience in governance, administration, policy implementation and institutional leadership has enabled him to make significant contributions across diverse sectors of public administration.

Mr. Mudit Kumar Singh served as an Independent Director of the Company until September 5, 2026 and, during his tenure, provided invaluable guidance on matters relating to corporate governance, sustainability, risk management and long-term strategic planning. His deep understanding of regulatory and governance frameworks, coupled with his rich administrative experience and leadership acumen, has been of considerable value to the Company. The Board believes that his continued association will further strengthen the Board's collective expertise and contribute meaningfully to the Company's long-term growth, governance standards and sustainable value creation for all stakeholders.

Considering his extensive professional experience, administrative expertise, familiarity with the Company's operations and previous association with the Company as an Independent Director, the Board is of the view that his appointment as an Executive Director (Whole-time Director) and Chairman of the Company would be beneficial to the Company's overall growth, governance and business objectives.

The Board has also elected Mr. Mudit Kumar Singh as the Chairman of the Board of Directors of the Company with effect from November 12, 2026, and he shall continue to hold the position of Chairman and Executive Director of the Company unless otherwise decided by the Board of Directors on the following terms and conditions, subject to the approval of the Members and the applicable provisions of the Act and other applicable laws:

**a) Salary:** Annual Remuneration of Rs. 30,00,000/- (Indian Rupees Thirty Lakh Only) per annum with an annual increment as per discretion of the Board and annual review of the Nomination

and Remuneration Committee and the Board, keeping in view Company's and individual performance.

**b) Perquisites and Allowances:** As per Company's Policy and as approved by the Board of Directors.

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

The appointment and remuneration of Mr. Mudit Kumar Singh shall be governed by the applicable provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, and the Articles of Association of the Company.

The Board considers that the proposed remuneration is commensurate with the responsibilities entrusted to him, his extensive experience, professional background and the requirements of the Company.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution for the appointment of Mr. Mudit Kumar Singh as an Executive Director (Whole-time Director) of the Company for a period of five years, together with the terms and conditions of his appointment and remuneration, as set out in the resolution.

Mr. Mudit Kumar Singh is interested in the resolution to the extent of his appointment and remuneration. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

The relevant documents relating to the appointment of Mr. Mudit Kumar Singh, including the terms and conditions of his appointment, shall be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013. Further, the detailed information as per SEBI Listing Regulations for appointment is enclosed in Annexure 1.

**ITEM NO. 4**

Mr. Ashish Ramesh Saraf (DIN: 00183357), former Chairman & Managing Director of the Company, resigned from the said office with effect from November 12, 2026, and the Board of Directors accepted his resignation with effect from the same date. Considering his extensive experience, invaluable contribution to the Company's growth and strong understanding of its business and operations, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on November 12, 2026, approved his appointment as President – Strategic Planning & Business Development, a Senior Management Personnel of the Company, with effect from November 12, 2026, on such terms and conditions, including remuneration, as approved by the Board, subject to the approval of the Members and other applicable approvals, if any.

Mr. Ashish Ramesh Saraf, President - Strategic Planning & Business Development of the Company, possesses extensive experience and deep domain expertise in the specialty fats and butters industry. Having been associated with the Company since its inception, he has played a pivotal role in formulating and executing the Company's long-term business strategies, sustainable sourcing initiatives, supply chain development and global business expansion efforts.

Over the years, he has been instrumental in establishing and strengthening the Company's sourcing network, developing strategic relationships with key stakeholders, identifying new business opportunities and driving market expansion across domestic and international geographies. His in-depth understanding of the industry, raw material ecosystem, customer requirements and evolving market trends has significantly contributed to the Company's growth and competitive positioning.

In his present role as President - Strategic Planning & Business Development, Mr. Saraf continues to provide strategic direction for the Company's growth initiatives, business development activities, product diversification strategies and expansion into new markets. He actively contributes to identifying emerging opportunities, strengthening key customer relationships, evaluating strategic investments and supporting the management team in achieving the Company's long-term business objectives.

Mr. Saraf's rich industry experience, entrepreneurial vision, business acumen and longstanding association with the Company have been instrumental in building a resilient and sustainable business model focused on operational excellence, innovation and long-term value creation. His continued guidance and involvement are considered valuable for advancing the Company's strategic priorities, strengthening stakeholder relationships and supporting its future growth and expansion plans.

Accordingly, considering his extensive industry knowledge, strategic leadership capabilities and significant contribution to the growth and development of the Company, the Board is of the view that the continued engagement of Mr. Ashish Ramesh Saraf as President - Strategic Planning & Business Development is in the best interests of the Company and its stakeholders.

The proposed re-designation and remuneration of Mr. Ashish Ramesh Saraf constitute a related party transaction, having regard to his relationship with the Company and its Directors/Promoters, as applicable, and are proposed to be considered under Section 188(1)(f) of the Companies Act, 2013 ('the Act'), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), to the extent applicable.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution under Section 188(1)(f) of the Companies Act, 2013 read with the applicable rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, for approval of the remuneration payable to Mr. Ashish Ramesh Saraf, President – Strategic Planning & Business Development and Senior Management Personnel of the Company, for holding an office or place of profit in the Company with effect from the financial year 2026-27. The proposed remuneration shall comprise a fixed remuneration of Rs. 6,00,00,000/- (Indian Rupees Six Crores Only) per annum along with a Performance Incentive of 3% on the Profit After Tax (PAT) of the Company for each financial year commencing from the financial year 2026-27, on such terms and conditions as approved by the Board of Directors and set out in the accompanying resolution. The relevant particulars relating to his appointment and remuneration, including the disclosures required under the SEBI Listing Regulations, are provided in Annexure 2 to this Notice.

The relevant documents pertaining to the proposed arrangement, including the terms and conditions of appointment and remuneration, shall be available for inspection by the Members electronically during the period specified in the Postal Ballot Notice. Members desirous of inspecting the documents may send a request to the Company at cs@manoramagroup.co.in in accordance with the procedure specified in the Notice.

Except Mr. Ashish Ramesh Saraf, who is concerned or interested in the resolution to the extent of the remuneration payable to him and their relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary resolution as set out at Item No. 4 of the accompanying Postal Ballot Notice for approval by the Members.

**ITEM NO. 5**

Mrs. Vinita Ashish Saraf (DIN: 00208621), former Vice Chairperson & Whole-Time Director of the Company, resigned from the said office with effect from November 12, 2026, and the Board of Directors accepted her resignation with effect from the same date. Considering her extensive experience, invaluable contribution to the Company's growth, operational excellence and business development initiatives, as well as her deep understanding of the Company's business and operations, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on November 12, 2026, approved her appointment as President – Business Excellence & Development, a Senior Management Personnel of the Company, with effect from November 12, 2026, on such terms and conditions, including remuneration, as approved by the Board, subject to the approval of the Members and other applicable approvals, if any.

Mrs. Vinita Ashish Saraf, President – Business Excellence & Development, possesses extensive experience in the specialty fats and butters industry and has been closely associated with the Company's growth and development over the years. Through her strategic vision, leadership capabilities and deep understanding of the business, she has made significant contributions towards strengthening the Company's operational excellence framework, organisational development initiatives and long-term growth strategy.

She has played a key role in driving business excellence initiatives across the organisation, with a focus on process optimisation, operational efficiency, performance enhancement and the implementation of best-in-class management practices. Her leadership has contributed to the development of robust systems, governance processes and organisational capabilities, supporting the Company's commitment to sustainable growth and continuous improvement.

In her current role as President – Business Excellence & Development, Mrs. Saraf provides strategic oversight for organisational development, business process enhancement, capability building and key growth initiatives. She actively contributes to strengthening operational effectiveness, fostering a culture of excellence and supporting the management team in the execution of the Company's strategic objectives and expansion plans.

Mrs. Saraf's extensive industry knowledge, administrative expertise and longstanding association with the Company have been instrumental in strengthening stakeholder relationships and supporting the Company's evolution into a professionally managed and growth-oriented organisation. Her continued

guidance and leadership provide valuable support in advancing the Company's strategic priorities and long-term business objectives.

Accordingly, considering her rich experience, proven leadership capabilities, significant contribution to the Company's development and continued involvement in its business excellence and growth initiatives, the Board is of the view that her continued association as President – Business Excellence & Development is in the best interests of the Company and will contribute meaningfully towards its sustained growth, operational excellence and long-term value creation for all stakeholders.

The proposed re-designation and remuneration of Mrs. Vinita Ashish Saraf constitute a related party transaction, having regard to her relationship with the Company and its Directors/Promoters, as applicable, and are proposed to be considered under Section 188(1)(f) of the Companies Act, 2013 ('the Act'), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), to the extent applicable.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution under Section 188(1)(f) of the Companies Act, 2013 read with the applicable rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, for approval of the remuneration payable to Mrs. Vinita Ashish Saraf, President – Business Excellence & Development and Senior Management Personnel of the Company, for holding an office or place of profit in the Company with effect from the financial year 2026-27. The proposed remuneration shall comprise a fixed remuneration of Rs. 1,87,20,000/- (Indian Rupees One Crore Eighty Seven Lakh and Twenty Thousand Only) per annum along with a Performance Incentive of 1% on the Profit After Tax (PAT) of the Company for each financial year commencing from the financial year 2026-27, on such terms and conditions as approved by the Board of Directors and set out in the accompanying resolution. The relevant particulars relating to her appointment and remuneration, including the disclosures required under the SEBI Listing Regulations, are provided in Annexure 2 to this Notice.

The relevant documents pertaining to the proposed arrangement, including the terms and conditions of appointment and remuneration, shall be available for inspection by the Members electronically during the period specified in the Postal Ballot Notice. Members desirous of inspecting the documents may send a request to the Company at cs@manoramagroup.co.in in accordance with the procedure specified in the Notice.

Except Mrs. Vinita Ashish Saraf, who is concerned or interested in the resolution to the extent of the remuneration payable to her and their relatives, none of the Directors or Key Managerial Personnel of

the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary resolution set out at Item No. 5 of the accompanying Postal Ballot Notice for approval by the Members.

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

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

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

# Manorama Industries Limited

**CIN: L15142MH2005PLC243687**

**Registered office: Office** No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, J.B. Nagar, Andheri East, Mumbai, Maharashtra, India, 400059

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

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


**Annexure 1**

**Details of Director seeking Appointment**

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India)**

| Sr. No. | Particulars | Mr. Deep Saraf | Mr. Mudit Kumar Singh |
|---|---|---|---|
| 1. | DIN | 00183529 | 03276749 |
| 2. | Date of Birth | 05/11/1973 | 03/07/1961 |
| 3. | Nationality | Indian | Indian |
| 4. | Brief Profile and qualification | Mr. Deep Saraf has been associated with the Company since its inception and possesses over two decades of experience in manufacturing operations, business management and strategic leadership. He has been instrumental in the Company's capacity expansion, operational excellence, product development and business growth. | Mr. Mudit Kumar Singh is a distinguished former Indian Forest Service (IFS) Officer with over four decades of exemplary experience spanning Forestry, Science and Technology, Environmental governance, Climate Change, and Public Administration. Throughout his career, he has held numerous senior field and leadership positions within the Government of India and the Government of Chhattisgarh, establishing deep expertise in sustainable resource management, tribal welfare, and institutional administration. Notably, Mr. Singh also brings a |

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| | | | wealth of corporate governance experience to the Board, having previously served a successful five-year term as an Independent Director of the Company. |
| 5. | Terms & Conditions of appointment | Appointment as Additional Director and Subsequently as Managing Director for 5 years from November 12, 2026 to November 11, 2031 (both days inclusive) | Appointment as Director (Executive Director in the category of Whole Time Director) for 5 years from November 12, 2026 to November 11, 2031 (both days inclusive) |
| 6. | Nature of expertise in specific functional areas | Mr. Deep Saraf possesses extensive experience in the specialty fats and butters industry and has contributed significantly to the Company's manufacturing operations, operational excellence, capacity enhancement and business growth initiatives. | Mr. Mudit Kumar Singh possesses extensive experience in forestry, environmental management, climate change, tribal welfare and public administration, and has held several distinguished leadership positions in government and public institutions. |
| 7. | Shareholding in Manorama Industries including shareholding as a beneficial owner | NIL | NIL |
| 8. | Details of last remuneration drawn | •Annual Remuneration of Rs. 81,90,000 (Indian Rupees Eighty-One Lakh Ninety Thousand Only) and | Sitting fees during his tenure as Independent Director |

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| | | •Performance Incentive per annum of 0.70% on profit after tax of the Company. | |
| 9. | Details of remuneration sought to be paid | • Annual Remuneration of Rs. 2,00,00,000/- (Indian Rupees Two Crore Only) and<br>• Performance Incentive of 1.25% on Profit After Tax of the Company for each financial year commencing from FY 2026–27. | Annual Remuneration of Rs. 30,00,000/- (Indian Rupees Thirty Lakh Only) |
| 10. | Date of First appointment on the Board | November 12, 2026 | September 06, 2021 (Previously as an Independent Director of the Company for five years)<br>November 12, 2026 (Appointed as Additional Director for 5 (five) years) |
| 11. | Disclosure of relationships between Directors/KMPs | He is the brother of Mr. Ashish Ramesh Saraf, who was re-designated as President – Strategic Planning and Business Development in the Board Meeting of the Company held on Thursday, November 12, 2026. | Not Related |
| 12. | Directorship in Listed entity | 01 (Manorama Industries Limited) | 01 (Manorama Industries Limited) |
| 13. | Chairmanship of Committees | NIL | • Corporate Social Responsibility Committee |
| 14. | Membership of Committees | • Stakeholders Relationship Committee<br>• Risk Management Committee | • Risk Management Committee |

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|---|---|---|---|
| | | • Corporate Social Responsibility Committee | |
| 15. | Names of the Listed Entities from which the appointee has resigned in the past 3 years | NIL | NIL |
| 16. | Number of Board Meetings attended during the Financial Year | 01 | 07 (As an Independent Director of the Company)<br>01 (As Chairman and Whole-Time Director) |

MANORAMA® INDUSTRIES LIMITED

# Manorama Industries Limited

**CIN: L15142MH2005PLC243687**

**Registered office: Office** No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, J.B. Nagar, Andheri East, Mumbai, Maharashtra, India, 400059

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

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

**Annexure 2**

**Details pursuant to the SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are as follows:**

| S. No. | Description | Mr. Ashish Ramesh Saraf | Mrs. Vinita Ashish Saraf |
|---|---|---|---|
| 1) | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | He is the Promoter of the Company and holds 43.68% shareholding in the Company. | She is the Promoter of the Company and holds 7.24% shareholding in the Company. |
| 2) | Name of the director or key managerial personnel who is related, if any and nature of relationship | He is the father of Mr. Shrey Ashish Saraf (Executive Director in the category of Whole-time Director) | She is the mother of Mr. Shrey Ashish Saraf (Executive Director in the category of Whole-time Director) |
| 3) | Nature of relationship, material terms, monetary value and particulars of contracts or arrangements | To hold an office or place of profit in the Company as President – Strategic Planning & Business Development on a remuneration of Rs. 6,00,00,000/- (Indian Rupees Six Crores Only) per annum along with Performance Incentive of 3% on Profits After Tax (PAT) of the Company for each financial year | To hold an office or place of profit in the Company as President – Business Excellence & Development on a remuneration of Rs. 1,87,20,000/- (Indian Rupees One Crore Eighty Seven Lakh and Twenty Thousand Only) per annum along with Performance Incentive of 1% on Profits After Tax (PAT) of the Company for each financial year |

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|---|---|---|---|
| | | commencing from financial year 2026–27. | commencing from financial year 2026–27. |
| 4) | Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary | He holds 2,75,68,720 equity shares of Manorama Industries Limited | She holds 45,67,292 equity shares of Manorama Industries Limited |
| 5) | Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary | Not Applicable | Not Applicable |
| | a) Details of the source of funds in connection with the proposed transaction | Not Applicable | Not Applicable |
| | b) Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments:<br>- Nature of indebtedness,<br>- Cost of funds and<br>- Tenure | Not Applicable | Not Applicable |
| | c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | Not Applicable | Not Applicable |
| | d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | Not Applicable | Not Applicable |

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| 6) | Justification as to why the RPT is in the interest of the listed entity | He has over three decades of experience in the specialty fats and butters industry and has been associated with the Company since its inception, contributing significantly to its growth, operational excellence, and strategic development. | She has been associated with the Company since its incorporation and brings over two decades of industry experience, having played a key role in the Company's strategic growth, operational development, and expansion initiatives. |
| 7) | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Not Applicable | Not Applicable |
| 8) | Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | Not Applicable | Not Applicable |
| 8) | Any other information that may be relevant | None | None |