

RESOLUTION PROPOSED TO BE PASSED BY CIRCULATION

(Pursuant to section 175 of the Companies Act, 2013 read with the Rules prescribed thereunder)

To,
The Board of Directors,
Manorama Industries Limited
Office No. 403, 4th Floor, Midas,
Sahar Plaza, Andheri Kurla Road,
Andheri East – 400 059,
Mumbai.

Date of Circulation: June 17, 2023

Subject	:	01. To consider and approve the draft Postal Ballot Notice. 02. To approve the cut-off date for the Postal Ballot Notice. 03. To appoint M/s Mehta & Mehta, Practicing Company Secretaries, as Scrutinizers for conducting the Postal Ballot 04. To appoint M/s. Link Intime India Private Limited for providing e-voting facility platform.
Proposed by	:	Ms. Divya Jajoo, Company Secretary and Compliance officer
Submitted for	:	Approval of the Board of Directors

The Board is hereby informed that Mr. Ashish Bakliwal (DIN: 05149608) was re-appointed as an Independent Director on the Board of the Company vide Circular Resolution dated April 29, 2023 on the recommendation of Nomination and Remuneration Committee, for second term for a period of Two (2) years effective from May 01, 2023 to April 30, 2025 (both days inclusive).

Further, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that every listed entity shall ensure that approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As it is not possible to convene the General Meeting, it is proposed to conduct Postal Ballot for taking approval of the shareholders of the Company for the re-appointment of Mr. Ashish Bakliwal (DIN: 05149608) as an Independent Director on the Board of the Company for next two years.

Further, as no meeting of the Board of Directors of the Company is scheduled, it is proposed to obtain approval of the Board of Directors by Circular Resolutions for the items mentioned in the subject. The proposed resolutions are annexed for approval of the Board. The Board is requested to accord its approval at the earliest.

The Directors can signify their approval or otherwise by signing at appropriate column provided below the enclosed Circular Resolutions or communicate by sending an e-mail to cs@manoramagroup.co.in

The resolutions shall be deemed to have been passed on the date on which majority of Directors accord their approval.

Thank you.

Yours Faithfully,
For Manorama Industries Limited

Divya Jajoo
Company Secretary & Compliance Officer
Membership No.:

Place: Raipur
Date: June 17, 2023

Address: Office NO. 403,
4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road,
Andheri East –
Mumbai 400 059.

CIRCULAR RESOLUTION 02/2023-24

01. TO CONSIDER AND APPROVE THE DRAFT POSTAL BALLOT NOTICE:

The Board members are requested to consider the draft Postal Ballot Notice attached herewith as **Annexure – I** for the approval of the shareholders of the resolution as detailed below:

- a. To consider and approve the re-appointment of Mr. Ashish Bakliwal (DIN: 05149608) as an Independent Director of the Company for two (2) years effective from May 01, 2023 to April 30, 2025 (both days inclusive).**

“RESOLVED THAT pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the draft of the Postal Ballot Notice together with its Explanatory Statement be and is hereby approved.

RESOLVED FURTHER THAT any of the director and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which are necessary for giving effect to this resolution.”

02. TO APPROVE THE CUT-OFF DATE FOR THE POSTAL BALLOT NOTICE:

A cut-off date for sending Postal Ballot Notice to the shareholders eligible for voting through Postal Ballot is required to be fixed. The Board members may consider and pass the following date as Cut-off date and pass the following resolution:

“RESOLVED THAT the Cut-off date for determining the eligible shareholders for dispatch of postal ballot notice and remote e-voting for the postal ballot shall be June 16, 2023.”

03. TO APPOINT M/S MEHTA & MEHTA, PRACTICING COMPANY SECRETARIES, AS SCRUTINIZERS FOR CONDUCTING THE POSTAL BALLOT:

The Board members are being informed that pursuant to the provisions of the Companies Act, 2013, the Company is required to appoint a scrutinizer for conducting the Postal Ballot (including e-voting) process. Accordingly, it is proposed to appoint M/s Mehta & Mehta, Practicing Company Secretaries, as Scrutinizers for the purpose of conducting the Postal Ballot (including e-voting) in a fair and transparent manner.

The Board members may pass the following resolution unanimously:

“RESOLVED THAT pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Board be and is hereby accorded to appoint **Ms. Ashwini Inamdar (Membership No. F9409)**, Partner and failing her, **Ms. Alifya Sapatwala, (Membership No. A24091)** Partner of M/s Mehta & Mehta, Practising Company Secretaries, as Scrutinizers for conducting the Postal Ballot in fair and transparent manner.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the above resolution.”

04. TO APPOINT M/S. LINK INTIME INDIA PRIVATE LIMITED FOR PROVIDING E-VOTING FACILITY PLATFORM:

The Board members are informed that the Company is required to provide facility for voting by electronic means (“**remote e-voting**”) to all the shareholders of the Company to enable them to cast their votes electronically on the items to be approved by them and as mentioned in the Postal Ballot Notice. For this purpose, the Company has entered an arrangement with M/s. Link Intime India Private Limited (“LI IPL”) for facilitating remote e-voting to enable the shareholders to cast their votes electronically. The Board is requested to take note of the same and pass the following resolution:

“**RESOLVED THAT** the consent of the Board be and hereby accorded to appoint M/s Link Intime India Private Limited for providing e-voting facility platform to enable the shareholders to vote electronically at the ensuing Postal Ballot being conducted by the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the above resolution.”

Name of the Directors	Particulars			
	Assent	Dissent	Date of Signing	Signature
Mrs. Vinita Saraf				
Mr. Gautam Kumar Pal				
Mr. Shrey Ashish Saraf				
Mr. Jose Vailappallil Joseph				
Mr. Nipun Sumanlal Mehta				
Mr. Ashish Bakliwal				
Mr. Mudit Kumar Singh				
Ms. Veni Mocherla				
Mr. Ashok Jain				

Notes:

- a) *You are requested to send your acceptance/ rejection on or before 05:00 PM, Tuesday 20, 2023.*
- b) *The circulated resolution shall be deemed to have been passed by circulation when it is approved by a majority of the Directors.*
- c) *In case of where not less than one-third of the total number of present directors of the Company require that any of this resolution under circulation must be decided at duly convened meeting, then such resolution shall be placed before the next meeting of the Board for their approval.*
- d) *The Companies Act, 2013 allows the Company or its authorized person to send the Circular resolution by Hand Delivery or by post or by courier, or through such electronic mode of communication. In case of Hand delivery or by post or by courier, the same shall be delivered to their address registered with the Company in India. In case of Electronic mode delivery, the same shall be sent to the e-mail ID as provided and updated by the directors with the Company as the case may be.*

We will be happy to provide you with any details/ information/ documents as may be required to provide your acceptance/ rejection on the above said circulated resolutions.

Thank you.

Yours Faithfully,

For Manorama Industries Limited

Divya Jajoo

Company Secretary & Compliance Officer

Place: Raipur

Date: June 17, 2023

Address: Office NO. 403,
4th Floor, MIDAS, Sahar Plaza,
Andheri Kurla Road,
Andheri East –
Mumbai 400 059.