Manorama
Industries Limited

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

August 27, 2026

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

BSE Scrip Code: 541974
ISIN: INE00VM01036

To,
The Manager
Listing Department
National Stock Exchange of India Limited ("NSE"),
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

NSE Symbol: MANORAMA
ISIN: INE00VM01036

Subject : Submission of Notice of the 21st Annual General Meeting of Manorama Industries Limited ("the Company").

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the notice convening 21st Annual General Meeting of the Company scheduled to be held on Monday, September 21, 2026, at 3:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means("OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM is being sent only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company/Depository Participants as on Friday, August 21, 2026.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Manorama Industries Limited

Deepak Sharma Digitally signed by Deepak Sharma Date: 2026.08.27 18:53:23 +05'30'

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

MANORAMA INDUSTRIES LIMITED

Encl: As above

NOTICE

Registered Office: Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra-400059.

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

CIN: L15142MH2005PLC243687;
Tel: 022-67088148; **Fax:** 0771 4056958
Website: www.manoramagroup.co.in
Email: cs@manoramagroup.co.in

NOTICE is hereby given that the 21st Annual General Meeting ("AGM") of the members of Manorama Industries Limited ("the Company"), will be held on Monday, September 21, 2026, at 03:00 P.M., Indian Standard Time (IST"), through Video Conferencing/Other Audio Visual Means ("VC/OAVM") for which the registered office of the company situated at Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400059, India shall be deemed as the venue for the meeting and the proceedings of the agm shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Board of Directors and the Auditors thereon:

2. To appoint a Director in place of Mr. Gautam Kumar Pal (DIN: 07645652) Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. To declare a Final Dividend @ 40 % [₹ 0.80 (Rupees Eighty paisa only)] per equity share on face value of ₹ 2/- (Rupees Two only) each per Equity Share for the Financial year ended March 31, 2026.

SPECIAL BUSINESS

4. **To ratify the remuneration payable to M/s. S N & Co, Cost Accountants, appointed as Cost Auditors 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 Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. S N & Co, Cost Accountants (Firm Registration No. 000309), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost accounting records of the Company for the Financial Year ending March 31, 2027, amounting to ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them, be and is hereby ratified and approved.

   RESOLVED FURTHER THAT the Board of Directors and/or any other person authorized by the Board be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **To consider and approve Material Related Party Transaction.**

   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 2(76) and Section 188 of the Companies Act, 2013, read with rules made thereunder, the provisions of Regulations 2(1)(zc), 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circulars/Industry Standards issued from time to time and, such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof ("Applicable Laws") and the 'Policy for dealing with Related Party Transactions' of the Company as may be applicable from time to time, as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and pursuant to the approval and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee empowered by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) for the period beginning from the ensuing 21st Annual General Meeting till the conclusion of 22nd Annual General Meeting to be held in the Financial Year 2027 with the below mentioned related party(ies), notwithstanding the fact that the aggregate value of these transactions for each such party, during the said period may exceed the thresholds specified in Schedule XII of SEBI Listing Regulations, as prescribed under applicable laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction (₹ In crores)
1	Manorama Africa Limited	Directors have significant Influence	Purchase of Raw Materials/ Services	200

RESOLVED FURTHER THAT the Members of the Company do hereby approve and accord further approval to the Board to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Committee of Directors and/or Director and/or Chief Financial Officer and/or, Company Secretary or any other Officer/Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved and confirmed in all respects."

By order of the Board of Directors
For Manorama Industries Limited

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

Date: August 13, 2026

Registered Office:
Office No. 701, 7th Floor, Bonanza Building, Sahar Plaza Complex, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra – 400059

Notes :

I. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 21ST AGM THROUGH VC/ OAVM AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING: -

1) In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to the Ministry of Corporate Affairs, Government of India ("MCA") General Circular No. 03/ 2025 dated September 22, 2025 , read with circulars dated May 5, 2020, April 13, 2020, April 8, 2020, January 13, 2021, December 8, 2021 and December 28, 2022, September 25, 2023 and September 19, 2024 issued in this respect ("MCA Circulars"), and the relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), the 21st Annual General Meeting of the Company ("AGM") is being held through VC / OAVM without the physical presence of the Members at a common venue.

2) In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with the MCA Circulars, SEBI Circular dated 12th May, 2020 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards I and II dated 15th April, 2020 and further revised on April 1, 2024 issued by the Institute of Company Secretaries of India ("ICSI"). Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

3) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of the appointment of proxies by Members under Section 105 of the Act will not be available for the 21st AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Shareholders may be appointed for the purpose of voting through remote e-Voting, for participation in the 21st AGM through VC/OAVM Facility and e-Voting during the 21st AGM.

   Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 21st AGM and facility for those Members participating in the 21st AGM to cast vote through e-Voting system during the 21st AGM.

4) The Company has appointed MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG"), to provide facility for voting through remote e-Voting, for participation in the 21st AGM through VC/ OAVM Facility and e-voting during the 21st AGM.

5) An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.

6) In line with the MCA Circulars and SEBI Circulars, the Notice of the 21st AGM will be available on the website of the Company viz., https://manoramagroup.co.in/investors-annual-report on the website of BSE Limited ("BSE") viz., www.bseindia.com and the National Stock Exchange of India Limited ("NSE") viz., www.nseindia.com and also on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) viz., https://in.mpms.mufg.com/

7) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

8) Members may note that the VC/OAVM facility provided allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 21st AGM without any restriction on account of first-come-first-served principle.

9) Attendance of the members participating in the 21st AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10) The Cut-off date for the E-voting and Dividend is Monday, September 14, 2026

11) In accordance with the MCA Circulars and the SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of the 21st AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

12) In case of joint holders, a member whose name appears as the first holder as per the Register of Members will be entitled to cast vote at the AGM.

13) Payment of Dividend:

Members may note that the Board, at its meeting held on Monday, May 11, 2026, has recommended a final dividend @ 40% i.e. ₹ 0.80 (Indian Rupees Eighty paisa only) paisa per equity share on Face Value of ₹ 2/- each (Rupees Two Only) per share. The said dividend for the year ended March 31, 2026, if approved by the Members at the 21st AGM, will be paid to those members whose names appear on the Company's Register of Members as on Monday, September 14, 2026. ("Record Date"). In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories as on Monday, September 14, 2026. The said dividend will be paid at par on or before Tuesday, October 20, 2026. The dividend will be paid electronically to Members who have updated their bank account details. In case of non-availability / non-updation of bank account details of the Members, the Company will dispatch dividend warrants/demand drafts to such Members at their addresses registered with the Company/RTA.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to investor.helpdesk@in.mpms.mufg.com by Monday, September 14, 2026.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to investor.helpdesk@in.mpms.mufg.com. The aforesaid declarations and documents need to be submitted by the shareholders by Monday, September 14, 2026.

14) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/ 37 March 16, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

15) Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing

body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC/OAVM on its behalf and to vote through remote e-voting or during the e-AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to info@mehta-mehta.com with a copy to MUFG on enotices@in.mpms.mufg.com

16) Members, who are holding shares of the Company as of the cut-off date for e-voting i.e. Monday, September 14, 2026, can also cast their votes during the AGM using e-voting facility, if not casted the same during the remote e-voting period mentioned below. Any person who is not the Member as on the cut-off date should treat this Notice for information purposes only.

17) The detailed instructions in connection with exercising the right to vote by the Members using the remote e-voting facility or e-voting during the AGM are part of this Notice.

18) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an email to the Company at cs@manoramagroup.co.in

    The Statutory Registers as required under the Act will be available electronically for inspection by the Members on the website of the Company at https://manoramagroup.co.in/investors-company-announcements#others.

19) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

20) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

21) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 21st AGM by email and holds shares as on the cut-off date i.e., Monday, September 14, 2026, may obtain the User ID and password by sending email to enotices@in.mpms.mufg.com

22) The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company viz. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), by sending an e-mail at investor.helpdesk@in.mpms.mufg.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id.

23) **Updation of e-mail address:** For permanent registration of demat shareholders: It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

24) **For temporary registration of demat shareholders:** The Members of the Company holding Equity Shares of the Company in Demat form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited (Formerly known as Link Intime India Pvt. Ltd.) by sending a duly signed request letter to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at their email Id investor.helpdesk@in.mpms.mufg.com. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

25) **For the shareholder to Updation of Bank details:** The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with MUFG by sending a duly signed request letter to MUFG at their email Id investor.helpdesk@in.mpms.mufg.com. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important to submit the request letter duly signed. MUFG will verify the documents and will only take on record all valid case.

26) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to RTA.

27) Information regarding re-appointment of Director as required under Regulation 36(3) of the SEBI Listing Regulations and SS-2 is annexed hereto.

28) In terms of the provisions of Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the

dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.

29) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/MUFG.

30) Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ MUFG in case the shares are held by them in physical form.

31) In terms of the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited).

32) Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited).

33) The Company has appointed Ms. Ashwini Inamdar (FCS: 9404), failing her Ms. Alifya Sapatwala (ACS: 24091), Partners, Mehta and Mehta, Company Secretaries (ICSI Unique Code: P1996MH007500) to act as the Scrutinizer, to scrutinize the e-voting process (including votes cast by the Members at the Annual General Meeting) in a fair and transparent manner.

34) The Scrutinizer shall, after the conclusion of e voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working days of the conclusion of the AGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

35) The results declared along with the Scrutinizer's Report shall be placed on the Company's website https://manoramagroup.co.in/investors-company-announcements#agm and on the website of MUFG viz., https://in.mpms.mufg.com/. The Company shall simultaneously forward the results to BSE and NSE where the shares of the Company are listed.

36) All communications/ queries in this respect should be addressed to our RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited to its email address investor.helpdesk@in.mpms.mufg.com

37) On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM; by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In the case of Android/iPhone connection, participants will be required to download and install the appropriate application as given in the mail to them. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

38) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., Monday, September 21, 2026.

39) The recorded transcript of the proceedings of the AGM shall be available on the Company's website at https://manoramagroup.co.in/investors-company-announcements#agm

40) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, September 18, 2026 at 09:00 A.M. (IST) and ends on Sunday, September 20, 2026 at 05:00 P.M. (IST) During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 14, 2026, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled after 05:00 P.M. (IST) on Sunday, September 20, 2026, for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

41) THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. Only those Members, who will be present in the 21st AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote

e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 21st AGM.

2. Members who have cast their vote by remote e-Voting prior to the day of AGM may also participate in the 21st AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login".**

b) Select the **"Company Name"** and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

<u>Instructions for Shareholders to Speak during the General Meeting through InstaMeet:</u>

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

<u>Instructions for Shareholders to Vote during the General Meeting through InstaMeet:</u>

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

a) On the Shareholders VC page, click on the link "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

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

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

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.

Google Play App Store

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 number 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, users 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")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

   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 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 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 form/ 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 a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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".**

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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

- Click on **'Login'** under "Custodian / Corporate Body/ Mutual Fund" tab
- 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".

42) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Members willing to express their views or ask questions in advance with regard to the financial statements or any other matter to be placed at the 21st AGM, are required to register themselves as speakers by sending their requests from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address cs@manoramagroup.co.in at least 2 days in advance before the start of the meeting i.e., Friday, September 18, 2026 by 05:00 P.M. (IST). Such questions by the Members shall be taken up during the meeting and replied to by the Company suitably. Only those Members who have registered themselves as speakers and have been selected will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting/the Company Secretary reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

By order of the Board of Directors
For Manorama Industries Limited

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

Place: Raipur

Date: August 13, 2026

Registered Office:
Office No. 701, 7th Floor, Bonanza Building,
Sahar Plaza Complex, Andheri Kurla Road,
Andheri East, Mumbai 400059
CIN -L15142MH2005PLC243687

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

ITEM NO. 4

To ratify the remuneration payable to M/s. S N & Co, Cost Accountants, appointed as Cost Auditors of the Company.

In terms of Section 148 of the Companies Act, 2013 ('Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

In compliance with the above and on the recommendation of the Audit Committee, the Board of Directors, at their Meeting held on Monday, May 11, 2026, have approved the appointment of M/s. S N & Co., Cost Accountants (Firm Registration No. 000309), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice of 21st AGM for ratification of remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice of 21st AGM for approval of the Members.

ITEM NO. 5

To consider and approve Material Related Party Transaction.

The members are apprised that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), read with schedules and circulars issued thereunder as amended from time to time, prior approval of the Members by means of an ordinary resolution is required for all material related party transactions and subsequent material modifications as defined by the Audit Committee or the Board.

A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the threshold as provided in the schedule XII of the SEBI Listing Regulations. In case of our Company, the threshold considered would be 10% of the annual consolidated turnover of the Company as prescribed under Schedule XII. The annual consolidated turnover of the Company for the financial year 2025- 26 was ₹ 1366.74 crores. Hence, the materiality threshold of the Company is ₹ 136.67 crores.

Members may further note that the Company proposes to enter into certain transactions with related party as provided in Resolution at Item no. 5, for the period beginning from the ensuing AGM till the conclusion of the AGM to be held in the FY 2027, at the agreed terms of the transactions between the party.

The Audit Committee has reviewed the said transactions including relevant certificates relating to the same and approved them at its meeting held on Monday, May 11, 2026 and have noted that although these transactions are in the ordinary course of business and are at arm's length, they may qualify as material related party transactions under the SEBI Listing Regulations. Further, the Board of Directors recommends the material related party transactions for members' approval. Accordingly, members' approval is sought for the same.

In accordance with SEBI's minimum information framework for approval of RPTs, the "Industry Standards Note / Minimum Information" disclosures for the Proposed Transactions with its related parties (including tenure, pricing basis and other prescribed particulars) are provided as Annexure A to this notice and forms an integral part of this Explanatory Statement. Further in terms of SEBI Listing Regulations, related parties (whether or not they are party to the transaction) shall not vote to approve this resolution.

The necessary disclosures as required under SEBI Master Circular HO/49/14/14(7)2025-CFD- POD2/I/3762/2026 dated 30th January 2026 read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), are set out hereinbelow for the reference of the Members:

Sr. No.	Particulars of the information	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The Audit Committee has been provided with all information as prescribed under the RPT Industry Standards, including details of the related party, nature of the transaction, Amount of the Proposed Transactions and other relevant information for evaluating the proposed Related Party Transaction.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The Manorama Africa Limited is having strong supply chain network and presence in different geographical location in West African countries for procurement of Shea Nuts/Raw Material. The determination of price will be based on prevailing market conditions. **MATERIAL TERMS:** The material terms with respect to quality, quantity and other specifications of Shea nuts/ material/product will be as per the contract entered into by the Company with these related parties.
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee of the Company has reviewed the certificates provided by the Managing Director and the Chief Financial Officer of the Company, confirming that the Related Party Transactions entered into by the Company during the period were in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Industry Standards on Related Party Transactions notified thereunder. Based on the aforesaid review, the Audit Committee confirms that the requisite certification, as mandated under the RPT Industry Standards, has been duly obtained and examined, and no material deviations or non-compliances were noted in this regard.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed Material Related Party Transaction, including any material modification(s) thereto, has been approved by the Audit Committee. The Board of Directors recommends the proposed transaction to the shareholders for their approval by way of an Ordinary Resolution.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RP	Not Applicable

Sr. No.	Particulars of the information	Details
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making.	The Audit Committee and the Board of Directors have not approved the redaction of any commercially sensitive information or any other information from the disclosures provided to the shareholders. Accordingly, no information has been redacted in relation to the proposed Material Related Party Transaction.
7.	Any other information that may be relevant.	Not Applicable

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Company as defined thereunder whether such related party/ies is a party to the aforesaid transactions or not, shall not vote to approve resolution under Item No. 5.

Details of Related Party Transactions between the Company and Manorama Africa Limited.

i. Transactions considered material as per the materiality criteria.

The details of the Related Party Transactions and minimum information as required to be provided as per RPT Industry Standards are placed below:

Sr.	Type of Transactions	Category	Amount (₹ in crore)
1.	Purchase of Raw Materials/Services	Purchase of raw material/services	200
	Total		200

ii. Minimum information required as per the RPT Industry Standards

PART-A		
Section	**Particulars**	**Details**
A1	**Basic Details of the Related Party**	
1	Country of Origin of Related Party	Ghana
2	Nature of Business of Related Party	Procurement and Exportation of Sheanuts, Shea Butter and other Forest and Agro Commodities .
3	Relation with the Related Party	Directors having significant influence. Mrs. Vinita Ashish Saraf is the Vice-Chairperson and Whole-time Director of the Company. She is holding 100% equity share capital of Manorama Africa Limited. Mr. Gautam Kumar Pal, Whole-Time Director and Mr. Shrey Ashish Saraf, Whole Time Director of the Company are Directors in Manorama Africa Limited.
A2	**Relationship & Ownership of the related party**	
1	a. Shareholding of the listed entity in such subsidiary (direct or indirect).	Not Applicable

PART-A		
Section	**Particulars**	**Details**
	b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Not Applicable
	c. Shareholding of the related party, whether direct or indirect, in the listed entity	NIL
A3	**Details of the previous transactions with the related party**	
1	Total amount of transactions undertaken by the listed entity with the related party during the previous financial year: FY 2025–26	₹ 191.75 Crores
2	Total amount of all transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter for which approval is being sought.	₹ 13.66 Crores for the Quarter ended June 30, 2026
3	Any instance of default by the related party with respect to any obligation undertaken by it under any transaction or arrangement entered into with the listed entity or its subsidiary during the previous financial year	There has been no instance of default by the related party with respect to any obligation undertaken by it under any transaction or arrangement entered into with the Company or its subsidiary during the previous financial year.
A4	**Amount of Proposed transactions**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 200 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	The proposed transaction together with the transactions undertaken with the related party during the current financial year, is being undertaken pursuant to the approval of the shareholders obtained at the previous AGM of the Company and is within the limits approved thereunder.
3	Value of the proposed transaction as a percentage of the listed entity's consolidated turnover for the immediately preceding financial year	14.63%
4	Value of the proposed transaction as a percentage of the subsidiary's standalone turnover for the immediately preceding financial year. *(In case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)*	Not Applicable
5	Value of the proposed transaction as a percentage of the related party's consolidated turnover for the immediately preceding financial year. *(If consolidated turnover is not available, calculation to be made on standalone turnover of related party for the immediately preceding financial year, if available.)*	93.70 % **Note:** The provisional turnover of the related party for the financial year ended March 31, 2026, has been considered for the purpose of this calculation. The exchange rate considered for the conversion is the one prevailing as of March 31, 2026 i.e. 1 Ghanaian Cedi (GH¢) = approximately ₹ 8.62.
	Financial performance of the related party for the immediately preceding financial year, as follows: (Provide standalone financials; if standalone financials are not available, provide consolidated financials)	The financial figures disclosed below are based on the provisional financial information of the related party for the financial year ended March 31, 2026.

PART-A		
Section	**Particulars**	**Details**
		As the financial statements of the related party are prepared in Ghanaian Cedi (GH¢), the financial figures disclosed below have been converted into Indian Rupees using the exchange rate prevailing as on March 31, 2026 whereby 1 Ghanaian Cedi (GH¢) is equivalent approximately to ₹ 8.62.
	a. Turnover	₹ 213.46 Crores
	b. Profit After Tax	₹ 3.90 Crores
	c. Net Worth	₹ 17.67 Crores
A5	**Basic Details of the Proposed transactions**	
1	Specific type of proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Goods (Raw Material)/Services
2	Details of each type of the proposed transaction	Purchase of Raw Material from Manorama Africa Limited registered in Ghana, through appointment of agent, clearing, forwarding and shipping of Raw Material (any expenses made by above mentioned company) for operational purpose to be borne by Manorama Industries Limited if it relates to supply/delivery of SHEANUTS/material/product to Manorama Industries Limited.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From beginning of 21st AGM to be held on Monday, September 21, 2026 till the conclusion of 22nd AGM to be held in the year 2027.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 200 Crores
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Manorama Africa Limited is having strong supply chain network and presence in different geographical location in West African countries for procurement of Nuts/Raw Material.
7	Details of the promoter(s), director(s), or key managerial personnel of the listed entity who have an interest in the transaction—directly or indirectly *(Indirect interest includes interest held through any person or entity over which the individual has control)*	Mrs. Vinita Ashish Saraf (Vice Chairperson and Whole-Time Director), Mr. Shrey Ashish Saraf (Whole-Time Director) and Mr. Gautam Kumar Pal (Whole-Time Director) are interested in this transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Any other information relevant for decision-making, as applicable	Not Applicable

B. Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

Sr. No.	Particulars of Transaction	Basis of determination of price.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	In case of Trade advance (of uptown 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:		
				Amount of trade advance	Tenure	Whether same is self-liquidating
1	Purchase of Goods (Raw Material) / Services	The determination of price will be based on prevailing market conditions.	Not Applicable	NIL	Not Applicable	Not Applicable

It is clarified that the management had provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the said RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The Board recommends the resolution as set out at Item No. 5 as an Ordinary resolution to the Members for their approval.

Except Mrs. Vinita Ashish Saraf, Vice-Chairperson and Whole-time Director of the Company, Mr. Gautam Kumar Pal, Whole-time Director of the Company and Mr. Shrey Ashish Saraf, Whole Time Director of the Company, being related parties, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 5.

By order of the Board of Directors
For Manorama Industries Limited

Sd/-
Deepak Sharma
Company Secretary & Compliance Officer
Membership No.: A48707

Place: Raipur

Date: August 13, 2026

Registered Office:
Office No. 701, 7th Floor, Bonanza Building,
Sahar Plaza Complex, Andheri Kurla Road,
Andheri East, Mumbai, Maharashtra, 400059

ANNEXURE I

Details of Director seeking re-appointment at the AGM

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Categories	Particulars
Name/Category/Designation	**Mr. Gautam Kumar Pal, Whole- time Director**
Director Identification Number (DIN)	07645652
Date of Birth/Age	04/02/1974 (52 years)
Qualification	1. Doctorate in Management from National Institute of Management, Maharashtra. 2. MBA in Production and Marketing from Amity University, Uttar Pradesh. 3. B. Tech in Chemical Technology (Specialisation in all Technology) from Kolkata University.
Original Date of Joining the Board	January 10, 2018
Nature of expertise/Background Details	Mr. Gautam Kumar Pal holds a Doctorate in Management from National Institute of Management, Maharashtra. He is an MBA in Production and Marketing from Amity University, Uttar Pradesh. He holds a degree of a B. Tech in Chemical Technology (Specialisation in all Technology) from Kolkata University. As the head of business operations, he has vast experience in Specialty Oils and Fats / Butters Manufacturing and Quality control. He has total experience of 25 years. He has also successfully completed a Certificate Program in Product Management and Agentic AI from Vishlesan i-Hub, IIT Patna.
Terms & Conditions of appointment/re-appointment	Mr. Gautam Kumar Pal, (DIN: 07645652) Whole Time Director, who retires by rotation and being eligible, offers herself for reappointment pursuant to Section 152 of the Companies Act, 2013.
Details of remuneration sought to be paid/ Remuneration last drawn	Last drawn: ₹ 2,09,71,250/- (Rupees Two Crore Nine Lakh Seventy-One Thousand Two Hundred Fifty)
Pecuniary relationship directly or indirectly with the Company /other Directors/ Managers/ Key Managerial Persons	Not Applicable
Number of Board meeting attended during the year	6 out of 6
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	15,000 equity shares
List of Directorship in other Companies as on August 13, 2026	NIL
List of Membership / Chairmanship of Committees as on August 13, 2026	1 (Member of Risk Management Committee)
List of Membership/Chairmanship of Committees of other Companies as on August 13, 2026	Nil
List of Companies from which resigned in the past three years	Nil