



MR
GOLD

M.R.MANIVENI FOODS LIMITED
FOOD PRODUCTS

EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the code of conduct for directors and senior management

“**RESOLVED THAT** pursuant to provisions of regulation 46 and all other applicable regulations, if any, of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the draft Code of conduct for Directors and Senior Management of the Company, as placed before the Board and initialed by the Chairman for the purpose of identification, be and is hereby approved by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

// CERTIFIED TRUE COPY//

FOR M.R.MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN : 03065826)

EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on code of practices and procedures for fair disclosures of Unpublished Price Sensitive Information

“**RESOLVED THAT** pursuant to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the draft Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as placed before the Board and initialed by the Chairman for the purpose of identification, be and is hereby approved by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R. MANIVENI FOODS LIMITED,


K R MANIKANDAN
DIRECTOR
(DIN : 03065826)



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EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on whistle blower and vigil mechanism

“**RESOLVED THAT** pursuant to provisions of section 179 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2018 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on Whistle Blower and Vigil Mechanism, as placed before the Board and initialed by the Chairman for the purpose of identification, as the Policy on Whistle Blower and Vigil Mechanism for the Company.

RESOLVED FURTHER THAT Company Secretary and Compliance Officer of the Company will be appointed as Vigilance Officer to hear the grievances of the employees of the Company, pertaining to other co employees, directors, senior management personnel etc. and to take all the necessary steps to resolve the issue amicably and report the same to the Managing Director or the Chairman of the Company.

RESOLVED FURTHER THAT the Offences of Serious nature, may be brought to the notice and attention of the Chairman of the Audit Committee of the Company who shall, after hearing the facts of the case, may award appropriate punishment/ relief to the offender/ complainant.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R.MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN:03065826)

S.No.220/3A-3B, Madhavaram - Redhills High Road, (Near Vadaperumbakkam) Madhavaram, CHENNAI - 600 060.

CIN.NO:U15313TN2010PLC076382 Office No. : 9840258585 admin@mrgolddhall.com www.mrgolddhall.com



M.R.MANIVENI FOODS LIMITED

FOOD PRODUCTS

EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on Related Party Transactions (RPT)

“**RESOLVED THAT** pursuant to provisions of section 179 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on pre-sanctions, as placed before the Board and initialed by the Chairman for the purpose of identification, as the Policy on Related Party Transactions of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R.MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN:03065826)



M.R.MANIVENI FOODS LIMITED

FOOD PRODUCTS

EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on preservation of documents and archival of documents

“RESOLVED THAT pursuant to provisions of section 179 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on Preservation of Documents and Archival of Documents, as placed before the Board and initialed by the Chairman for the purpose of identification, as the Policy on Preservation of Documents and Archival of Documents for the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R.MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN:03065826)

S.No.220/3A-3B, Madhavaram - Redhills High Road, (Near Vadaperumbakkam) Madhavaram, CHENNAI - 600 060.

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EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on prevention of sexual harassment

RESOLVED THAT pursuant to provisions of section 179 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on Prevention of Sexual Harassment, as placed before the Board and initialed by the Chairman for the purpose of identification, as the Policy on Prevention of Sexual Harassment of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R.MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN:03065826)



M.R.MANIVENI FOODS LIMITED

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EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on disclosures and internal procedures for prevention of insider trading

“**RESOLVED THAT** pursuant to provisions of section 179 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2015 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on Disclosure and Internal Procedure for Prevention of Insider Trading, as placed before the Board and initialed by the Chairman for the purpose of identification, as the Policy on Disclosure and Internal Procedure for Prevention of Insider Trading of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R.MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN:03065826)



M.R. MANIVENI FOODS LIMITED

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EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on materiality for disclosures of events to Stock Exchanges

“**RESOLVED THAT** pursuant to provisions of section 179 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy for Materiality for Disclosure of Events to Stock Exchanges, as placed before the Board and initialed by the Chairman for the purpose of identification, as the Policy for Materiality for Disclosure of Events to Stock Exchanges of the Company.

RESOLVED FURTHER THAT the following criteria Shall be applicable for determining materiality of event or information:

Quantitative Criteria: The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

1. two percent of turnover, as per the last audited consolidated financial statements of the Company;
2. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
3. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;
4. Rs. 10 Lakhs

Qualitative Criteria: would mean:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already made available publicly;
- b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;



M.R.MANIVENI FOODS LIMITED

FOOD PRODUCTS

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

// CERTIFIED TRUE COPY//

FOR M.R.MANIVENI FOODS LIMITED,

A handwritten signature in black ink, appearing to read 'K.R. Manikandan', written in a cursive style.

K R MANIKANDAN
DIRECTOR
(DIN:03065826)



M.R.MANIVENI FOODS LIMITED

FOOD PRODUCTS

EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the policy on code of Independent Directors and policy on familiarization of Independent Directors

“**RESOLVED THAT** pursuant to provisions of section 179 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2015 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on Code for Independent Directors and Policy on Familiarization of Independent Directors, as placed before the Board and initialed by the Chairman for the purpose of identification, as the Policy on Code for Independent Directors and Policy on Familiarization of Independent Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R. MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN : 03065826)



M.R.MANIVENI FOODS LIMITED

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EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the Risk Management Policy

“**RESOLVED THAT** pursuant to Regulation 17(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other regulatory provisions in this regard, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on Risk Management, as placed before this meeting and initialed by the Chairman for the purpose of identification, as the Policy on Risk Management of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R. MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN : 03065826)



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EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting the Nomination & Remuneration Policy

“RESOLVED THAT pursuant to Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other regulatory provisions in this regards, the consent of the Board of Directors of the Company be and is hereby accorded for adopting the draft Policy on Nomination & Remuneration, as placed before this meeting and initialed by the Chairman for the purpose of identification, as the Policy on Nomination & Remuneration of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of giving effect to above resolution.”

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FOR M.R. MANIVENI FOODS LIMITED,

K R MANIKANDAN
DIRECTOR
(DIN : 03065826)



M.R. MANIVENI FOODS LIMITED

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EXTRACTS OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M.R. MANIVENI FOODS LIMITED HELD ON 01st MARCH 2025 AT THE REGISTERED OFFICE OF THE COMPANY

Adopting policy for Materiality for Creditors, Group companies & Outstanding Litigations

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws and regulations, the Board hereby approves the following criteria for determining materiality in relation to disclosures to be made in offer documents (including but not limited to Draft Red Herring Prospectus, Red Herring Prospectus, Private Placement Memorandum, etc.) in connection with any proposed capital raising by the Company:

A. Material Creditors

- Creditors to whom the Company owes amounts exceeding **10 Lakhs** as per the latest audited financial statements shall be considered material.
- The total number of creditors to be disclosed shall not exceed such number as may be required by SEBI or under applicable laws.

B. Group Companies

- Group companies shall include those companies with which there has been a common promoter or where there is significant influence or control, directly or indirectly, or any other criteria as may be prescribed under applicable regulations.
- Further, only those group companies which contribute more than **10 Lakhs** or which have business interest in similar lines of business shall be considered material for disclosure.

C. Outstanding Litigation

- Legal proceedings involving the Company, its Directors, Promoters, and Group Companies where the monetary impact (either claimed or contingent liability) exceeds **10 Lakhs**, shall be considered material.
- In addition, any litigation that could have a material impact on the business, operations, financial position or reputation of the Company shall also be treated as material, even if the monetary threshold is not met.



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RESOLVED FURTHER THAT the Board be and are hereby severally/jointly authorized to finalize and approve the list of material creditors, group companies and litigation as per the above criteria and provide the same to the Lead Manager(s), legal advisors and other stakeholders involved in the capital raising process.

RESOLVED FURTHER THAT Mr. K Ramu, the Company Secretary of the Company & Mr K Selvam be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

// CERTIFIED TRUE COPY//

FOR M.R.MANIVENI FOODS LIMITED,

K R MANIKANDAN

DIRECTOR

(DIN : 03065826)