



## Manjushree Technopack Limited

Regd. Office: # 60 E & F, Bommasandra Industrial Area,  
Hosur Road, Bangalore - 560 099  
CIN: L67120KA1987PLC032636  
Telephone: 080 4343 6200, Fax: 080 2783 2245  
email: info@manjushreeindia.com  
Website: www.manjushreeindia.com

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that the **EXTRAORDINARY GENERAL MEETING** of the Members of **MANJUSHREE TECHNOPACK LIMITED** will be held on **30/05/2015 at 11.30 am** at No. 60 E&F, Bommasandra Industrial Area, Hosur Road, Bangalore - 560 099 (Karnataka) to transact the following business:

#### **SPECIAL BUSINESS:**

##### **1. Adoption of the Restated Articles of the Company**

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

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Act, the Rules made thereunder and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the articles of association of the Company be substituted by the restated articles, as approved by the Board of Directors of the Company and available for inspection at the registered office of the Company (**Restated Articles**), and the Restated Articles be and are hereby approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company."

**"RESOLVED FURTHER THAT** each of the directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolution."

By order of the Board

Bangalore

07/05/2015

Basant Kumar Mohata  
CFO and Company Secretary

#### **NOTES:**

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll in his stead and the proxy need not be a member of the Company. Proxy, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time fixed for the meeting. For the said purpose Proxy form is enclosed to this notice.
2. Members / proxies are requested to bring duly filled in attendance slips to the meeting. The attendance slip is enclosed.
3. While members holding shares in physical form may write to the Company's Registrar and Share Transfer Agents for any change in their addresses or other updation, members holding shares in electronic form may write to their depository participants for required updation.
4. Explanatory Statement as per Section 102 of the Companies Act, 2013 is attached hereto.
5. The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically

on all resolutions set forth in the Notice. The Company has engaged the services of Central Depository Services of India Limited (CDSL) to provide the e-voting facility.

6. The facility for voting, either through ballot or through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
7. No gifts/coupon will be distributed before or at the meeting to the members. Members may make their own travel arrangement at their costs for attending the meeting.
8. The instructions for e-voting are as under:
  - (i) The e-voting period commences **from 26/5/2015 at 9.00 a.m. and ends on 29/5/2015 at 5.00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details   | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>   |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that

this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant MANJUSHREE TECHNOPACK LIMITED on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) The persons who have acquired shares and become members of the company after the dispatch of notice may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or refer to the e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section to obtain the login ID and password.
  - (xix) Note for Non - Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (xxi) For any grievances connected with facility for voting by electronic means , the members are requested to contact Mr. Surendra Kedia, Compliance Officer, 60 E&F, Bommasandra Industrial Area, Bangalore-560099, [surendra.kedia@manjushreeindia.com](mailto:surendra.kedia@manjushreeindia.com) and he is reachable at 080-43436200.
9. The right of voting of the Members shall be reckoned as on 23/05/2015 (the cut-off date). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
10. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast the vote again.
11. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

12. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
13. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical poll will be treated as invalid.
14. Mr. Vijayakrishna KT, Practicing Company Secretary, Bangalore has been appointed as the Scrutinizer to scrutinize the electronic voting process (electronically or otherwise) in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and the Chairman or a person authorized by him shall declare the results of the voting forthwith.
16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website, immediately after the results are declared by the Chairman.
17. As per Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of notice to the shareholders will be published in at least one English language and one vernacular language newspaper.
18. The manner in which members have cast their votes, that is, affirming or negating the resolution, shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast in the meeting.

By order of the Board

Bangalore  
07/05/2015

Basant Kumar Mohata  
CFO and Company Secretary

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

##### **Explanatory Statement:**

1. The board of the Company at its duly called and convened meeting held on 24 April 2015 had approved the execution of an investment agreement dated 28 April 2015 (the "Investment Agreement") by and among Ladoga Holdings Limited, Kedaara Capital Alternative Investment Fund - Kedaara Capital AIF 1 (the "Investors"), the Company and members of the Promoter Group (as defined in the Investment Agreement) of the Company, pursuant to which certain members of the Promoter Group agreed to sell 32,51,448 (Thirty Two Lakh Fifty One Thousand Four Hundred and Forty Eight) fully paid equity shares of the Company constituting 24.00 % (twenty four percent) of the fully paid up share capital of the Company on a fully diluted basis to the Investors for an aggregate consideration of Rs. 1,47,94,08,840 (Rupees One Hundred and Forty Seven Crore Ninety Four Lakh Eight Thousand Eight Hundred and Forty Only).

The members may note that in terms of the Investment Agreement, the Company is required to amend the existing articles of association of the Company to reflect certain provisions of the Investment Agreement. Additionally, certain articles that were included in the existing articles of association of the Company and which are no longer relevant are to be deleted. Accordingly, in lieu of amendments to various articles in the existing articles of association, it is considered prudent and desirable to adopt the Restated Articles of the Company, in substitution for, and to the exclusion of, the existing articles of association of the Company.

A copy of the Restated Articles of the Company would be available for inspection at the registered office of the Company situated at 60E & F, Bommasandra Industrial Area, Hosur Road, Bangalore - 560 099, Karnataka, India on all working days except Saturday, Sunday and Public Holidays between 9.30 A.M and 2.00 P.M.

Set out below are the summary of certain salient provisions of the Investment Agreement which shall be incorporated in the Articles of Association:

- (i) Nominee Director :-The Investors shall be entitled to nominate directors on the Board in proportion to their shareholding in the Company, subject to a minimum of 2 (two) directors;
- (ii) Corporate governance - Provisions as to quarterly board meetings, quorum rights for the Board, being one-third of its total strength (any fraction contained in that one-third being rounded up to one), or 2 (two) directors (whichever is higher), including at least 1 (one) director nominated by the Investors and 1 director nominated by the Promoter Group, present throughout the meeting.
- (iii) Information Rights - The Company is to maintain true books and records of account in which full and correct entries shall be made of all its business transactions pursuant to a system of accounting established and administered in accordance with GAAP. The Company shall provide to the Investors, within the time limits specified in the Investment Agreement, information with respect to the Company, including the financial statements of the Company, the minutes of meetings of the Company and any other information as reasonably requested by any Investor.
- (iv) Affirmative Rights - Certain actions of the Company shall be taken after obtaining the consent of the Investors to the same.
- (v) Restrictions on transfer of equity shares - From the Completion Date (as defined in the Investment Agreement) and for a period of 1 (one) year thereof, neither of the Investors shall transfer any part of their shares held in the Company to any person other than to their affiliates. From the Completion Date and for a period of 5 (five) years thereof, neither the Investors nor their affiliates shall transfer any part of their shares held in the Company to any Competitor (as defined in the Investment Agreement), unless such transfer has been approved by the Board. The Investors are also subject to a right of first offer for any transfer of their shares. Corresponding share transfer restrictions, such as a right of first refusal and co-sale obligations, have been undertaken by the Promoters. Any transfer of shares held by the Promoters shall be subject to the consent of the Investors.
- (vi) Anti-Dilution - Except with the consent of the Investors, the Company shall not issue any additional equity securities to a person at a price lower than the purchase price paid by the Investors for the shares transferred to the Investors. In the event of any issuance of a Dilution Instrument (as defined in the Investment Agreement) at a price below the purchase price per share paid by the Investors, the Investors shall be entitled to receive such number of additional equity shares at the lowest price permissible under applicable law, as will reduce the average acquisition cost of the Investors per equity share to the issue price. The Investors and the Promoters are entitled to pre-emptive rights in respect of fresh issuances by the Company and other rights in accordance with the Investment Agreement.
- (vii) Exit Provisions - The Investors are entitled to various exit rights in respect of their shareholding in the Company, including a right to implement a sale of the shares of the Company held by the Investors with the Promoters after 5 years.
- (viii) Pursuant to Section 14 of the Act, the consent of the members of the Company by way of a special resolution is required for adoption of the Restated Articles of the Company. Accordingly, this matter has been placed before the shareholders for approval. The board of directors of the Company recommend passing of the resolution as set out in the Notice above.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

By order of the Board

Bangalore  
07/05/2015

Basant Kumar Mohata  
CFO and Company Secretary

## **Manjushree Technopack Limited**

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Telephone: 080 4343 6200, Fax: 080 2783 2245 email: info@manjushreeindia.com Website: www.manjushreeindia.com

### **ATTENDANCE SLIP**

**This attendance slip duly filled in to be handed over at the entrance of the meeting hall**

Name of the attending Member (in block letters) : .....

Members' Folio Number : .....

Client I.D. No. : .....

D.P.I.D No : .....

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members) :

.....

No. of Shares held : .....

I hereby record my presence at the Extra-ordinary General Meeting of the Company to be held on **30/05/2015 at 11.30 a.m.** at No.60E&F, Bommasandra Industrial Area, Hosur Road, Bangalore - 560 099.

To be signed at the time of handing

Signature of member / Proxy

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## Form No. MGT - 11

### Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120KA1987PLC032636

Name of the Company : Manjushree Technopack Limited

Registered Office : # 60 E & F, Bommasandra Industrial Area, Hosur Road, Bangalore - 560 099

Name of the Member :

Registered Address :

E-mail Id :

Folio No. / Client Id :

DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the company, to be held on the on 30/05/2015 at 11.30 a.m. at Plot No. 60 E&F, Bommasandra Industrial Area, Hosur Road, Bangalore-560 099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No .....

### SPECIAL BUSINESS

1. Adoption of the Restated Articles of the Company

Signed this \_\_\_\_\_ day of May 2015

Affix  
Revenue  
Stamp

Signature of Share Holder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# Manjushree Technopack Limited

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## Form No. MGT - 12

### Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Manjushree Technopack Limited

Registered Office : # 60 E & F, Bommasandra Industrial Area, Hosur Road, Bangalore - 560 099

#### BALLOT PAPER

| Sl. No. | Particulars  | Details |
|---------|--|---------|
| 1.      | Name of the First Named Shareholder (In Block Letters)   |         |
| 2.      | Postal Address   |         |
| 3.      | Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) |         |
| 4.      | Class of Share   |         |

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

| No.                     | Item No.                                     | No. of shares held by me | I Assent to the Resolution | I Dissent from the Resolution |
|-------------------------|--|--------------------------|----------------------------|-------------------------------|
| <b>SPECIAL BUSINESS</b> |  |                          |                            |                               |
| 1.                      | Adoption of Restated Articles of the Company |                          |                            |                               |

Place :

Date :

(Signature of the Shareholder)