

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA
Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]

To
Mr. Vimal Kedia
Chairman of the Extra-ordinary General Meeting
Manjushree Technopack Limited
Bengaluru

Held on 21st October, 2019 at 11.00 AM at Plot No. 60E, Bommasandra Industrial Area,
Anekal Taluk, Hosur Road, Bangalore-560099

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No.: 1788, CP No.: 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru – 560 080, was duly appointed as Scrutinizer by Manjushree Technopack Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the Extra-ordinary General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Extra-ordinary General Meeting venue for the Resolutions proposed in the Notice of the Extra-ordinary General Meeting of the Members of the Company held on 21st October, 2019 at 11.00 AM at Plot No. 60E, Bommasandra Industrial Area, Anekal Taluk, Hosur Road, Bangalore-560099. My responsibility as Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the Resolutions proposed in the Notice convening the Extra-ordinary General Meeting of the Company, based on the Report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.



In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for five days from 16th October, 2019 (9.00 AM IST) till 20th October, 2019 (5.00 PM IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 14th October, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the Extraordinary General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Papers which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA), Integrated Registry Management Services Private Limited. Two Polling Papers were treated as invalid and rejected due to signature mismatch.

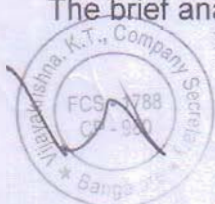
At the end of the voting period on 20th October, 2019 (5.00 PM IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 21st October, 2019, in the presence of Ms. Sahana Bhat and Ms. Ramya Hegde who acted as witnesses as prescribed under Sub-Rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such reports,

- a. 5 (Folio wise) Members have cast their votes through remote e-voting.
- b. 13 (Folio wise) Members have cast their votes through Polling Papers at Extraordinary General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are as under:



SPECIAL BUSINESS

Item No. 1: Issue of Compulsorily Convertible Debentures on a preferential basis:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	5	12579325	9	27	14	12579352	100
Dissent	0	0	0	0	0	0	0
Total	5	12579325	9	27	14	12579352	100
*Abstained / Invalid	NIL	NIL	4	23	4	23	NA

Item No. 2: Increase in Borrowing Powers:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	5	12579325	9	27	14	12579352	100
Dissent	0	0	0	0	0	0	0
Total	5	12579325	9	27	14	12579352	100
*Abstained / Invalid	NIL	NIL	4	23	4	23	NA



Item No. 3: Ratification of remuneration of Cost Auditor:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	4	12288202	9	27	13	12288229	100
Dissent	0	0	0	0	0	0	0
Total	4	12288202	9	27	13	12288229	100
*Abstained / Invalid	1	291123	4	23	5	291146	NIL

*** Members who did not cast their votes on the above resolutions are treated as abstaining.**

Based on the foregoing, the resolutions numbered 01 to 03 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

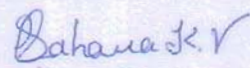
Thanking You
Yours Sincerely



Vijayakrishna K T
Practising Company Secretary
UDIN: F001788A000139079



Date: 22.10.2019
Place: Bengaluru

Witnesses:


1. Sahana Bhat


2. Ramya Hegde