

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
Chairman of 33rd Annual General Meeting
Manjushree Technopack Limited
MBH Tech Park, 2nd Floor
Survey No 46 P and 47 P
Begur Hobli, Electronic City Phase-II
Bangalore-560100

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- 560080, duly appointed as Scrutinizer by Manjushree Technopack Limited ('the Company') for the purpose of scrutinizing the voting the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 33rd Annual General Meeting held on Friday, September 25, 2020 at 12.30 PM IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time, hereby furnish my Report to you.

The Notice dated July 24, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars").

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and e-voting at the Annual General Meeting venue for the resolutions proposed in the Notice of 33rd Annual General Meeting. My responsibility as a 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 casts in "favour" or "against" on the resolutions proposed in the Notice convening the 33rd Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services (India) Limited (CDSL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 22nd September, 2020 (9.00 A.M. IST) till 24th September, 2020 (5.00 P.M. 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.

After declaration of voting by Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e. 17th September, 2020 were entitled to vote on the resolutions proposed in the Notice calling the 33rd Annual General Meeting.

At the end of the voting period on 24th September, 2020 (5.00 P.M. IST), the voting portal of CDSL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 25th September, 2020, in presence of Mr. S R Ravianand and Mr. Ajith Sharma who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

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

a. 2 members have cast their votes through remote e-voting.

b. 4 members have cast their votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under.

ORDINARY BUSINESS:

Item No.1: To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial year ended March 31, 2020, together with Independent Auditor's Report and the Board's Report thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	2	11415218	4	351354	6	11766572	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NA
Total	2	11415218	4	351354	6	11766572	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.2: Appointment of Mrs. Shweta Jalan (DIN: 00291675), Director who retires by rotation and, being eligible, seeks re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	2	11415218	4	351354	6	11766572	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NA
Total	2	11415218	4	351354	6	11766572	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.3: Appointment of Mr. Vinod Paddikal (DIN: 07765484), who retires by rotation, and being eligible, seeks re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		e-voting at the AGM		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	2	11415218	4	351354	6	11766572	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NA
Total	2	11415218	4	351354	6	11766572	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.4: Appointment of Statutory Auditor:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		e-voting at the AGM		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	2	11415218	4	351354	6	11766572	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NA
Total	2	11415218	4	351354	6	11766572	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

SPECIAL BUSINESS:

Item No.5: Increase in Borrowing Powers:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	2	11415218	4	351354	6	11766572	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NA
Total	2	11415218	4	351354	6	11766572	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 6: Ratification of Cost Auditor's Remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	2	11415218	4	351354	6	11766572	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NA
Total	2	11415218	4	351354	6	11766572	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Based on the foregoing, the resolution numbers from 01 to 06 in respect of Notice of 33rd Annual General Meeting maybe deemed to have been **passed by requisite majority.**

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

Thanking You
Yours Sincerely

Vijayakrishna KT
Company Secretary
FCS. 1788 C.P.980
UDIN: F001788B000772558
Date: 25.09.2020
Place: Bengaluru