

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA  
Company Secretary

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## REPORT OF SCRUTINIZER ON E-VOTING PROCESS

Private & Confidential  
{Strictly to the addressee only}

4<sup>th</sup> January, 2022

To  
Chairman  
Manjushree Technopack Limited  
Bangalore

Dear Sir,

**Sub: Report on E-Voting process of Manjushree Technopack Limited vide Notice dated 03.12.2021 seeking consent of the Members for Approval of Issue of Compulsorily Convertible Debentures on preferential basis, Increase in the Authorized Capital, consequential amendment to the Memorandum of Association of the Company and approval for the Related Party Transaction to be executed between Manjushree Technopack Limited and DFM Foods Limited.**

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No 1788, CP No. 980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru-560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the E-Voting process undertaken by the Company vide Notice dated 3<sup>rd</sup> December, 2021 and facility provided as per Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules').

My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to provide a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolution proposed in the Notice dated 3<sup>rd</sup> December, 2021 based on the report provided by Central Depository Services Limited (CDSL), the Agency engaged by the Company to provide e-voting facility voted up to 3<sup>rd</sup> January, 2022.

In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from 5<sup>th</sup> December, 2021 (9.00 A.M. IST) till 3<sup>rd</sup> January, 2022 (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.



Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA

Tel : +91 80 23221564

The details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolutions which were put to vote, was derived from the report generated from the e-voting website of Central Depository Services Limited i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports:

a. 11 members (folio wise) have cast their votes through E-Voting.

On verification, Eleven (11) Members had cast their votes through e-Voting, up to 3<sup>rd</sup> January, 2022 of Manjushree Technopack Limited, holding Equity Shares both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the E-Voting, as follows:

**SPECIAL BUSINESS:**

**Item No. (A) Issue of Compulsorily Convertible Debentures on Preferential basis.**

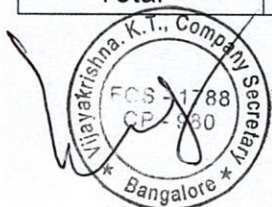
**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in				% On Total Valid Votes Cast
	E-voting		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	4	13174298	4	13174298	99.88
Dissent	7	15328	7	15328	0.12
Total	11	13189626	11	13189626	100.00
Invalid/ Abstained	NIL	NIL	NIL	NIL	NIL

**Item No. (B) Increase in Authorized Capital and consequent amendment to the Memorandum of Association of the Company.**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in				% on Total Valid Votes Cast
	E-voting		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	4	13174298	4	13174298	99.88
Dissent	7	15328	7	15328	0.12
Total	11	13189626	11	13189626	100.00



Invalid/ Abstained	NIL	NIL	NIL	NIL	NIL
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Item No. (C) Approval of the Related Party Transaction to be executed between Manjushree Technopack Limited and DFM Foods Limited:

**ORDINARY RESOLUTION:**

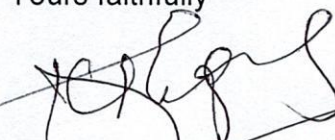
Particulars	No. of votes contained in				% on Total Valid Votes Cast
	E-voting		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	9	15112	9	15112	96.65
Dissent	1	524	1	524	3.35
Total	10	15636	10	15636	100.00
Invalid/ Abstained	1	13173990	1	13173990	NA

**Note:** Pursuant to the provisions of Section 188, Related Party shall not be entitled to vote to approve the resolutions in relation to the Material Related Party Transactions. It has been confirmed that AI Lenarco Midco Limited is a Related Party to DFM Foods Limited. Accordingly, in respect of the Resolution No C, the votes cast by AI Lenarco Midco Limited being 'Related Party' have been ignored.

Based on the above information the resolution numbers from A to C may be deemed to have been **passed by requisite majority**. You may kindly declare the results and take steps accordingly.

I hereby enclose the E-voting statement for your record.

Thanking you  
Yours faithfully



Vijayakrishna K.T  
Company Secretary  
FCS: 1788 CP: 980



UDIN: F001788C002043388

Date: 04.01.2022

Enc: As above