

MANJUSHREE TECHNOPACK LIMITED

CIN: L67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E&F, Bommasandra Industrial Area,
Hosur Road, Bengaluru – 560 099

Telephone: 080-43436200 Email: info@manjushreeindia.com Web: www.manjushreeindia.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Manjushree Technopack Limited will be held on **Friday 30th day, of September, 2016 at 3.30pm** at No. 60E, Bommasandra Industrial Area, Anekal Taluk, Hosur Road, Bengaluru – 560 099 (Karnataka) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements which includes Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow for the year ended on that date, together with Independent Auditors Report the Board's Report and the Secretarial Audit Report thereon.
2. To approve and confirm interim dividend of Rs. 2/- per Equity Share of Rs. 10/- each (20%) already declared and paid in respect of equity shares of the Company as the final dividend for the year 2015-16.
3. To appoint Mr. Ankit Kedia, Whole Time Director (DIN 00072959), who retires by rotation and being eligible, offers himself for reappointment.
4. To reappoint Auditors of the Company and authorize the Board to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the appointment of Messrs Singhvi, Dev & Unni, Chartered Accountants (registered with ICAI (Firm Registration No.003867S), who were appointed as Statutory Auditors for the period of five years in the previous Annual General Meeting i.e. Twenty Eighth Annual General Meeting, as the Statutory Auditors upto the year ending 31st March, 2020 at such remuneration as may be decided by the Board in consultation with the auditors.”

SPECIAL BUSINESS:

5. Special Resolution for Increase in Borrowing Powers:

“RESOLVED that pursuant to Section 180(1)(c) of the Companies Act, 2013 or any amendment or modifications thereof read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval be and is hereby accorded to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, not exceeding Rs. 650 Crores i.e. in excess of the aggregate of the paid-up capital and free reserves of the Company, excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to hypothecate

or mortgage and/or charge of all the immovable and movable assets of the Company where so ever situate, present and future, and the whole or part of the undertaking of the Company to, or in favour of, banks or other lenders, to secure the said borrowings up to an amount in the aggregate not exceeding Rs. 650 Crores together with interest, such other finance charges and all other moneys payable by the Company to the lenders as per the agreements entered into, by the Company with the banks or other lenders.

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to this resolution.”

By order of the Board

Bengaluru
21st July, 2016

Basant Kumar Mohta
CFO & 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. Explanatory Statement as per Section 102 of the Companies Act, 2013 is attached hereto.
3. The Register of Members and Share Transfer books of the Company shall remain closed from **18th September, 2016 to 30th September, 2016** (both the days inclusive).
4. Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should also bring the printed attendance slip duly filled in for attending the meeting.
5. Members are requested to intimate to the Company their queries, if any, regarding the accounts / report at least ten days before the date of ensuing Annual General Meeting to enable the management to keep the information readily available at the meeting.
6. Members are requested to quote the folio number in correspondence with the Company. Member who are holding Equity Shares in identical order of names in more than one folio are requested to write to the Registrars and Share Transfer Agents of the Company to enable the Company to consolidate their holdings in one folio.
7. All the requests for transfer of shares along with relevant Transfer Deeds and Share Certificates besides intimation of any change in their address or non receipt of dividend etc., may be sent by the members either to the Company at its Registered Office or to the Registrars and Share Transfer Agents at the address given below:

INTEGRATED ENTERPRISES (INDIA) LTD.
(Unit: Manjushree Technopack Limited)
30, Ramana Residency, 4th Cross, Sampige Road
Malleshwaram, Bangalore - 560 003.
Tel: 080 23460815 / 818 Fax: 080-23460819
Email: alfint@vsnl.com

8. The Company's existing Equity Shares are approved for dematerialization by NSDL and CDSL under ISIN: INE435H01015 and the members are requested to avail the **DEMAT facility** in respect of such shares through their respective DPs.
9. Members who have not received dividends in respect of earlier years may contact Integrated Enterprises (India) Limited, Registrars of the Company, giving details of such dividends in order to enable the Registrars to issue fresh / revalidated dividend warrants.
10. Members are informed that in accordance with the provisions of Sections 205A of the Companies Act 1956, the amount of unclaimed dividend will be transferred to the credit of Investors' Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956. Shareholders who have not yet en-cashed their Dividend Warrant are requested to forward their claims in Form II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to the Registrar of Companies, Karnataka. Dividend which remain unpaid / unclaimed for a period of 7 (seven) years will be transferred by the Company to the IEPF pursuant to the said provisions of the Act. Accordingly, all unclaimed / unpaid dividends of Manjushree Technopack Limited in respect of financial years 2006 -07 have been transferred to IEPF. Members who have not en-cashed their dividend warrants for the year F.Y. 2007-08 or thereafter are requested to write to the Company's Registrar and Share Transfer Agents.

11. The Equity Shares of the Company have been delisted from Stock Exchange.
12. As regard re-appointment of Mr. Ankit Kedia, Director, referred to in item No. 3 of the notice, the following necessary disclosures are made for the information of the Shareholders:

Ankit Kedia is a Graduate in Business Management in Food Retail and Marketing from Western Michigan University and Post Graduate in Marketing from SP Jain Institute, Mumbai, India. He started his career in 2006 and received training under various department for a period of two years. thereafter, he was assigned with the marketing profile, which was his passion.

13. In the year 2010 he was formally inducted to the Board of Manjushree Technopack and he is presently a Director in-charge for Marketing, container operations, design and development of moulds.

His other directorships:

<u>Name of Company</u>	<u>Nature of Interest</u>
Shruti Financial Services Private Limited	Directorship
Manjushree Fincap Private Limited	Directorship

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

Item No.5

Company needs to borrow additional funds to meet its expansion program lined for the current financial year. There are various projects in pipe line which are likely to materialize soon. To gear up to meet this, it is required to increase its capacity by adding various machines and equipment. There are also big plan of expansion for which company needs to borrow additional funds at most competitive rates and such borrowing may be in excess of already approved limits.

In view of this, your Directors have proposed for enhancement of borrowing power and also recommend to approve the same in the interest of Company growth.

None of the Directors are interested in this resolution.

The instructions for shareholders voting electronically are as under:

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 to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 29th Annual General Meeting to be held on **Friday, the 30th September, 2016 at 3.30pm**. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The instructions for E-voting are as under:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Select the company "MANJUSHREE TECHNOPACK LIMITED" from the drop down menu and click on Submit.
- (iv) Enter the user id and the CAPTCHA code as appearing on the screen.
- (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for voting of any other Company, then your existing password are to be used.
- (vi) If you are a first time user follow the steps given below.

Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department and updated with the Company when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or Folio No. in dd/mm/yyyy format.	
Bank Details#	Enter the bank details as recorded in your demat account or in the company records for the said demat account or folio	

* 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.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the 999999999 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be a minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. 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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolutions File" link if you wish to view the entire Resolutions.
- (xii) After selecting the resolutions 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) If Demat Account holders have forgotten the changed password, then enter the User ID and Captcha Code, click on Forgot Password and enter the details as prompted by the system.
- (xv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution or Power of Attorney in favour of the Custodian who they have authorised to vote on their behalf, if any, in PDF format in the system for the scrutinizer to verify the same .
- (xvi) The voting period begins on 27-09-2016, 9.00 a.m. and ends on 29-09-2016, 5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24-09-2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xvii) 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- (xviii) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 24-09-2016.
- (xix) Mr. Vijayakrishna K.T., Practising Company Secretary, Bengaluru has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (xx) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the AGM unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxi) The results of the e-voting along with the Scrutinizers report shall be placed on the Company's website (www.suprajit.com) and on the website of NSDL within two(3) days of passing of the resolution at the AGM of the Company. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.

By order of the Board

Bengaluru
21st July, 2016

Basant Kumar Mohta
CFO & Company Secretary