

# MANJUSHREE TECHNOPACK LIMITED

CIN: U67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E&F, Bommasandra Industrial Area,  
Hosur Road, Bangalore 560 099, Telephone: 080-43436200  
Email: info@manjushreeindia.com Web: www.manjushreeindia.com

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Members of Manjushree Technopack Limited ("Company") will be held on **Monday, 21st day of October, 2019 at 11.00 A.M.** at Plot No. 60E, Bommasandra Industrial Area, Anekal Taluk, Hosur Road, Bangalore – 560 099 (Karnataka) to transact the following business:

### SPECIAL BUSINESS:

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

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

**“RESOLVED THAT** pursuant to the provisions of: (i) Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder; (ii) the Memorandum of Association and the Articles of Association of the Company; and (iii) the Foreign Exchange Management Act, 1999 (and the rules, regulations, guidelines, notifications and circulars prescribed thereunder), as amended or substituted from time to time, and subject to necessary compliance(s) with all other applicable laws and regulatory or statutory requirements, as applicable, the consent of the Shareholders of the Company ("Shareholders") be and is hereby accorded to create, offer, issue and allot, from time to time, in one or more tranches, by way of preferential allotment on a private placement basis, up to 35,21,614 compulsorily convertible debentures, at par, with face value of Rs. 100 (Rupees Hundred Only) each ("CCDs"), to Al Lenarco Midco Limited ("Investor"), for an aggregate amount of Rs. 35,21,61,400 (Rupees Thirty Five Crore Twenty One Lakh Sixty One Thousand and Four Hundred), being convertible into such number of equity shares of the Company ("Conversion Shares"), as derived on the basis of a conversion price of Rs. 1637.96 (Rupees One Thousand Six Hundred and Thirty Seven Rupees and Ninety Six Paise) per equity share of the Company (equity shares of the Company hereinafter referred to as, "Equity Share(s)"). For avoidance of doubt, if the number of Conversion Shares calculated by dividing the aggregate face value of the CCDs being converted, results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to offer, issue and allot requisite number of Conversion Shares to the Investor, upon the exercise by the Investor of its right to convert the CCDs.

**RESOLVED FURTHER THAT** the said CCDs shall be issued and allotted by the Company to the Investor, within a period of 60 (sixty) days from the date of receipt of the application money in relation to the CCDs [i.e., Rs. 35,21,61,400 (Rupees Thirty Five Crore Twenty One Lakh Sixty One Thousand and Four Hundred)].

**RESOLVED FURTHER THAT** the CCDs being offered, issued and allotted to the Investor by way of a preferential issue shall inter alia carry the following terms and conditions:

- (i) The CCDs shall be unsecured;
- (ii) The Board has decided simple interest @ 9% per annum for CCDs (as acceptable to the Investor) Such interest shall accrue and will be paid (net of withholding tax in India) on a half yearly basis or any such period as may be mutually agreed between the Company and the Investor. any unpaid/accrued interest shall be settled and paid in cash prior to conversion of the CCDs into Equity Shares;
- (iii) The CCDs shall not entitle the Investor to any rights of shareholders of the Company, until such time that the CCDs are converted into Equity Shares;
- (iv) The CCDs shall be converted into such number of Equity Shares with each such Equity Share having a face value of Rs. 10 ( Rupees Ten) each as determined at a conversion price of Rs. 1637.96 (Rupees One Thousand Six Hundred and Thirty Seven Rupees and Ninety Six Paise) per Equity Share. The Company shall do all such acts, deeds, matters or things (including all governmental filings) as may be required for conversion of the CCDs into Conversion Shares;
- (v) The CCDs to be offered, issued and allotted to the Investor shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (vi) The Conversion Shares to be issued and allotted to the Investor shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (vii) The relevant date, with reference to which the issue price of the CCDs and the Conversion Shares is arrived at, is 31 July 2019, being 80 days prior to the date of this Extraordinary General Meeting;
- (viii) The CCDs shall have a tenor of 8 (eight) years. The CCDs shall be convertible at the earlier of: (i) the exercise of its right to convert the CCDs into the Conversion Shares by the Investor, by issuing a notice to the Board in this regard; or (ii) the expiry of tenor;
- (ix) The Conversion Shares shall rank pari passu with the then existing Equity Shares in all respects, including as to dividend;

The funds raised through the issuance of the CCDs will be utilized by the Company for the purpose of acquisition of Target Business. Provided that, in the event of any delay in allotment of the CCDs, the Company is authorized to utilise its own funds / internal accruals for the acquisition of the Target Business , and in such a case, upon subsequent receipt of the application money in relation to the CCDs (ie Rs. 35,21,61,400 (Rupees Thirty Five Crore Twenty One Lakh Sixty One Thousand and Four Hundred)), the Company is authorized to utilise these funds to refurnish its own funds / internal accruals, as the case may be;

**RESOLVED FURTHER THAT**, subject to the provisions of applicable law, the Board be and is hereby authorized to negotiate, agree to and approve additional terms and conditions for issuance of the CCDs (including the manner of conversion of the CCDs into Conversion Shares) and to vary, modify or alter any of such terms and conditions attached to the CCDs.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter, including utilization of issue proceeds, without requiring the Board to secure any further consent or approval of the Shareholders.

**RESOLVED FURTHER THAT**, Mr. Sanjay Kapote, Executive Director and CEO and Mr. Basant Kumar Mohata, CFO of the Company be and is hereby Severally/jointly authorised and empowered, to execute all such documents, file the necessary forms with the Registrar of Companies and to do all such acts and deeds, as may be necessary to give effect to this resolution, including to sign and file the necessary forms, application letter, or any other documents as may be required from time to time for the purpose of the above mentioned issuance and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to making the necessary entries in the register of debenture holders and to comply with all other requirements in this regard.”

**ITEM No. 2 : Increase in Borrowing Powers:**

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

“**RESOLVED** that in supersession of the earlier resolution passed at the Annual General Meeting held on 30 September 2016 and 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. 800,00,00,000 (Rupees Eight Hundred Crore) 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. 800,00,00,000 (Rupees Eight Hundred Crore) 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 Director, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/jointly authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution.”

**ITEM No. 3 : Ratification of remuneration of Cost Auditor:**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 1,00,000 (Rupees One lakh) to M/s G S & Associates, Cost Accountants, # 207, Bindu Galaxy, No. 2,1st Main, Chord Road, Industrial Town, Rajajinagar, Bengaluru-560044 (Registration Number 00301) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2020, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Bangalore**  
**20-09-2019**

**By order of the Board**  
**Rasmi Ranjan Naik**  
**Company Secretary**  
**FCS: 7599**

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 FOR CONDUCT OF SPECIAL BUSINESS

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

In line with the ongoing plan of the Company to expand its business operations, the Company proposes to acquire the Target Business

The Company shall consult various business experts and professionals to complete this acquisition in an efficient manner. To achieve this object, it has been proposed to issue and allot 35,21,614 (Thirty Five Lakh Twenty One Thousand Six Hundred and Fourteen) unsecured compulsorily convertible debentures ("CCDs"), each having a face value of Rs. 100 (Rupees Hundred) each, to its existing shareholder, Al Lenarco Midco Limited ("**Investor**").

The proposed issuance and allotment of the CCDs was recommended by the Board of Directors in their 7th meeting during the financial year 2019-20, held on 18 September 2019, to the shareholders of the Company ("Shareholders"), and the consent of the Shareholders for the issuance, offer and allotment of the CCDs on the terms and conditions set out herein, is hereby sought.

The details of the issuance and allotment of the CCDs and other disclosures (as required pursuant to Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rule 2014 and other applicable provisions of the Companies Act 2013 and rules prescribed thereunder) are set out below:

(i) The objects of the issue:

To facilitate acquisition of Target Business, the Company proposes to issue the CCDs to the Investor.

(ii) The total number of CCDs to be issued: 35,21,614 (Thirty Five Lakh Twenty One Thousand Six Hundred and Fourteen) CCDs of the face value of Rs. 100 (Rupees Hundred) each to the Investor.

(iii) The price at which the allotment is proposed: To be issued at par, with the face value of Rs. 100 (Rupees Hundred) each, per CCD.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

The price has been arrived on the basis of the higher of: (i) valuation report dated 16th September, 2019 received by the Board from SPA Capital Advisors Limited according to which the value of each Equity Share is Rs. 1634.91 (Rupees One Thousand six hundred and thirty four and ninety one paise); and (ii) the recent (Secondary transaction between Manjushree Promoter and Investor with Al Lenarco Midco Limited ) consummated by the Company at Rs. 1637.96 (Rupees One Thousand six hundred and thirty seven and ninety six paise) per Equity Share.

(v) Relevant date with reference to the price has been arrived at:

The relevant date, with reference to which the issue price of the CCDs and the Conversion Shares is arrived at, is 31 July 2019, being 80 days prior to the date of this Extraordinary General Meeting

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The CCDs are proposed to be allotted to AI Lenarco Midco Limited, a company incorporated in Cyprus, with its registered office at 23 Kennedy Ave Globe House, 3rd Floor, Nicosia 1075, Cyprus and having Permanent Account Number AAQCA9527R.

(vii) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

No Promoters, Directors or Key Managerial Personnel intend to subscribe to the offer.

(viii) The proposed time within which the allotment shall be completed:

The CCDs shall be issued and allotted in a single tranche. The allotment of the CCDs shall be completed within a period of 60 days from the date of receipt of the application money (ie Rs. 35,21,61,400 (Rupees Thirty Five Crore Twenty One Lakh Sixty One Thousand and Four Hundred)).

(ix) The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sl. No.	Particulars	No. of CCDs	% of shareholding post conversion of CCDs into equity share capital
1	AI Lenarco Midco Limited	35,21,614	77.60%

(x) The change in control, if any, in the company that would occur consequent to the preferential offer:

No change in control will happen consequent to this preferential offer.

(xi) The number of persons to whom the allotment on a preferential basis have already been made during the year in terms of number of securities as well as the price

NIL

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

(xiii) The pre-issue and post issue shareholding pattern of the Company:

Sl. No.	Name of shareholder	Pre-Issue		Post Issue*	
		No. of shares held	% of Share holding	No. of shares held	% of Share holding
1	AI Lenarco Midco Limited	1,04,64,450	77.24%	1,06,79,450	77.60%
2	Promoters	27,09,540	20.00%	27,09,540	19.69%
3	Other public shareholders	3,73,710	2.76%	3,73,710	2.71%
	<b>Total</b>	<b>1,35,47,700</b>	<b>100.00%</b>	<b>1,37,62,700</b>	<b>100.00%</b>

\*post conversion of the CCDs into Equity Shares.

Accordingly, consent of the members are sought for passing Special Resolution as set out in Item No. 1 of the Notice; issue of Compulsory Convertible Debentures on a preferential basis.

None of the Directors, Key Managerial Personnel or their respective relatives is/are interested or concerned, financially or otherwise in the resolution.

Your Directors recommended the resolution for approval of the members by way of a Special Resolution.

**ITEM NO.2:To increase the borrowing limits of the Company:**

The members of the Company at their Annual General Meeting held on 30 September 2016 had passed a resolution authorizing the Board of Directors of the Company to borrow monies from time to time, up to Rs. 650,00,00,000 (Rupees Six Hundred Fifty Crore). Now the Company is planning to expand its business to scale up its capacity and expansion. Hence it is considered necessary to increase the limits for borrowing of funds from Rs. 650,00,00,000 (Rupees Six Hundred Fifty Crore) to Rs 800,00,00,000 (Rupees Eight Hundred Crore).

Accordingly, consent of the members are sought for passing Special Resolution as set out in Item No. 2 of the Notice for increase in borrowing power.

None of the Directors, Key Managerial Personnel or their respective relatives is/are interested or concerned, financially or otherwise in the resolution.

Your Directors recommended the resolution for approval of the members by way of a Special Resolution.

**ITEM NO. 3: Ratification of remuneration of Cost Auditor:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s G S & Associates, Cost Accountants, # 207, Bindu Galaxy, No. 2,1st Main, Chord Road, Industrial Town, Rajajinagar, Bengaluru-560044 (Registration Number 00301) as Cost Auditor of the Company for the financial year ending on 31 March 2020, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 1,00,000 (Rupees One Lakh), applicable taxes and out of pocket expenses, at actual. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members are sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Directors recommended the resolution for approval of the members by way of an Ordinary Resolution.

**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/her 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

scheduled time of the meeting. For the said purpose, Proxy form is enclosed to this Notice.

2. The Register of Members and Share Transfer Books of the Company shall remain closed from 15th October, 2019 to 21st October, 2019 (both days inclusive).
3. Members are requested to bring their copy of the Extract Ordinary General Meeting Notice to the meeting. Members / Proxies should also bring the printed attendance slip duly filled in for attending the meeting.
4. Members are requested to intimate to the Company their queries, if any, regarding the business at least 10 (Ten) days before the date of ensuing Extra Ordinary General Meeting to enable the management to keep the information readily available at the meeting.
5. Members are requested to quote the folio number in correspondence with the Company. Members who are holding Equity Shares in identical order of names in more than one folio are requested to write to the Registrar and Share Transfer Agents of the Company to enable the Company to consolidate their holdings in one folio.
6. All the requests for transfer of shares and intimation of any change in their address either to the Company at its registered office or to the Registrar and Share Transfer Agents at the address given below:

**INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED**

30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bangalore - 560 003.

Tel:080 23460815 / 818 Fax:080-23460819

Email: irg@integratedindia.in

7. 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.
8. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to exercise their votes electronically through e - voting service arranged through Central Depository Services (India) Limited ("CDSL" ). The facility to cast votes through ballot papers will also be made available at the EGM and members attending personally or through proxy, who have not cast/ exercised their rights to vote by remote e-voting shall be able to exercise their right to vote at the EGM. Members who have cast their votes through remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes. The instructions for remote e-voting are provided herein. Mr. Vijayakrishna K T, a practicing Company Secretary in Bengaluru, has been appointed as scrutinizer for the purpose of voting.

**Procedures for e-voting are as under:**

- (i) The voting period begins on 16th October, 2019 at 9.00 a.m. and ends on 18th October, 2019 till



5.00 p.m. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e. 14th October, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/ Members
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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>
Dividend Bank details or Date of birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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 of Manjushree Technopack Limited 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- a. 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.
  - b. 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).
  - c. 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.
  - d. The list of accounts linked in the login 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.
  - e. 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).

**Bangalore**  
**20-09-2019**

**By order of the Board**  
**Rasmi Ranjan Naik**  
**Company Secretary**  
**FCS: 7599**

# MANJUSHREE TECHNOPACK LIMITED

CIN: U67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E&F, Bommasandra Industrial Area,  
Hosur Road, Bangalore 560 099, Telephone: 080-43436200

Email: info@manjushreeindia.com Web: 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 held on 21.10.2019 at Bommasandra Industrial Area, Bangalore - 560 099.

To be signed at the time of handing

Signature of member / Proxy

This page is intentionally Left Blank

# MANJUSHREE TECHNOPACK LIMITED

CIN: U67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E&F, Bommasandra Industrial Area, Hosur Road, Bangalore 560 099,  
Telephone: 080-43436200 Email: info@manjushreeindia.com Web: www.manjushreeindia.com

## 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 : **U67120KA1987PLC032636**

Name of the Company: Manjushree Technopack Limited

Registered office: Plot No. 60, E&F, Bommasandra Industrial Area, Bangalore-560 099

Name of the member (s) : .....

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/her
2. Name:  
Address:  
E-mail Id:  
Signature:....., or failing him/her
3. Name:  
Address:  
E-mail Id:  
Signature:.....

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 Monday, the 21st day of October, 2019 at No.60 E & F, Bommasandra Industrial Area, Bangalore – 560 099 and at any adjournment thereof in respect of such resolutions as are indicated below :

#### SPECIAL BUSINESS

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

**ITEM No. 2 : Increase in Borrowing Powers**

**ITEM No. 3 : Ratification of remuneration of Cost Auditor**

Affix  
Revenue  
Stamp

Signed this..... day of..... 2019

Signature of shareholder

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.

This page is intentionally Left Blank

# MANJUSHREE TECHNOPACK LIMITED

CIN: U67120KA1987PLC032636

Registered & Corporate Office: Plot No. 60 E&F, Bommasandra Industrial Area, Hosur Road, Bangalore 560 099,  
Telephone: 080-43436200 Email: info@manjushreeindia.com Web: www.manjushreeindia.com

## 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: Plot No. 60 E&F, Bommasandra Industrial Area, Bangalore – 560 099

#### BALLOT PAPER

S 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	<b>To Issue of Compulsorily Convertible Debentures on a preferential basis</b>			
2	<b>To Increase in Borrowing Powers</b>			
3	<b>To Ratify the remuneration of Cost Auditor</b>			

Place  
Date

**Signature of the Shareholder**

This page is intentionally Left Blank