

MANJUSHREE TECHNOPACK LIMITED

Corporate Identity Number (CIN): U67120KA1987PLC032636

Registered & Corporate Office:

“MBH Tech Park”, 2nd Floor, Survey No. 46(P) and 47 (P), Begur Hobli, Electronic City
Phase-II, Bengaluru– 560100, Karnataka

Telephone: 080 4343 6200 | Email: info@manjushreeindia.com | Website:

www.manjushreeindia.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

To

Dear Member (s)

Manjushree Technopack Limited

Bengaluru

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **Act**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the **Rules**), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards 2 (SS-2) as amended from time to time, and other applicable laws and regulations, if any, that the resolutions appended below are proposed to be passed by the Members through remote electronic voting (e-voting):

- (a) Issue of Compulsorily Convertible Debentures on a preferential basis;**
- (b) Increase in Authorized Capital and amendment to the Memorandum of Association of the Company; and**
- (c) Approve the Related Party Transaction to be executed between Manjushree Technopack Limited and DFM Foods Limited.**

The Explanatory Statement pursuant to Sections 102 and 110 of the Act, pertaining to the said resolutions, setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

The Board of Directors of the Company, at its Meeting held on **03rd December 2021 (the Board)** appointed Mr. Vijayakrishna KT, FCS, Practising Company Secretary as the Scrutinizer (***Scrutinizer***) for conducting the e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, the Company is offering to its Members the facility to exercise

their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (**CDSL**) for facilitating e-voting in order to enable the Members to cast their votes electronically.

E-voting will be blocked by CDSL at 5:01 p.m. (IST) on Monday, 03rd January, 2022 and e-voting shall not be allowed beyond the said date and time.

Members are requested to read the notes to this Postal Ballot Notice.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

SPECIAL BUSINESS:

(A) Issue of Compulsorily Convertible Debentures on Preferential basis:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder read with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and 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 basis, upto **7,10,00,000 (Seven Crores ten Lakh only)** Compulsorily Convertible Debentures (CCD), at par, with face value of Rs.100/- (Rupees Hundred Only) each to Al Lenarco Midco Limited (“Investor”), for an aggregate amount of **Rs. 710,00,00,000/- (Rupees Seven Hundred Ten Crores Only)**, being convertible into such number of Equity Shares of the Company (“Conversion Shares”), as derived on the basis of conversion price of **Rs.1620.23** (Rupees One Thousand Six Hundred and Twenty and paise Twenty-three only) per Equity Share of the Company. 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 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. 710,00,00,000/- (Rupees Seven Hundred Ten Crores Only)**].

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 CCDs shall carry simple interest as agreed between the Company and Investor on arm length basis. Such interest shall accrue and will be paid (net of withholding tax, if any, 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 only) each as determined at a conversion price of **Rs. 1620.23** (Rupees One Thousand Six Hundred and Twenty and paise Twenty three only) 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 Equity Shares;
- (v) The CCDs to be offered, issued and allotted to the Investor shall be in dematerialized 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 dematerialized 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 02nd December 2021, being 1 day prior to the date of this Postal Ballot Notice;
- (viii) The CCDs shall have a tenure of 8 (eight) years. The CCDs shall be convertible at the earlier of: (i) the exercise of its right to convert the CCDs into Equity Shares by the Investor, by issuing a notice to the Board in this regard; or (ii) the expiry of tenure;

- (ix) The Conversion Equity Shares shall rank *paripassu* 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 Classy Containers (Target Business) and near future in-organic growth opportunities. For general corporate purposes. 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 [**i.e. Rs. 710,00,00,000/- (Rupees Seven Hundred Ten Crores Only)**], the Company is authorized to utilise the said fund;

RESOLVED FURTHER THAT subject to the provisions of applicable laws, 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 Equity 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 here by 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 Digambar Kapote, Managing Director and CEO, Mr. Biren Shah, CFO and Mr. Rasmi Ranjan Naik, Company Secretary of the Company be and are hereby severally 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."

(B) Increase in Authorized Capital and consequent amendment to the Memorandum of Association of the Company:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the enabling provisions of the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each by the creation of additional 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

‘The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each.’

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

(C) Approval of the Related Party Transaction to be executed between Manjushree Technopack Limited and DFM Foods Limited:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions under Section 188 and other applicable provisions/rules, if any, of the Companies Act, 2013, and also the provisions/rules under other applicable enactments/regulations, consent of the Shareholders be and is hereby accorded for the Company to enter into transaction with DFM Foods Limited for sale of packaging materials, upto to a Maximum Value of Rs. 10.00 Crores for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary including but not limited to negotiating, finalizing

and signing agreement, other agreements, declarations and documents for giving effect to the said Related Party Transaction as they may, in their absolute discretion deem necessary.”

**By order of the Board of Directors
For Manjushree Technopack Limited**

**Place : Bangalore
Date :03-12-2021**

**Rasmi Ranjan Naik
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102(1) read with Section 110 of the Act and the Rules, setting out the material facts and reasons for the proposed resolutions above, is appended herein below for your consideration.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on 12th November 2021. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said date. A person who is not a Member as on the relevant date should treat this Postal Ballot Notice for information purposes only.

Members who have registered their email IDs for receipt of documents in electronic form are being sent the Postal Ballot Notice by e-mail to their email IDs registered with their Depository Participants / the Company's Registrar and Share Transfer Agent. For Members whose email IDs are not registered are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA Integrated Registry Management Services Private Limited at "**irg@integratedindia.in**" to receive copies of the Postal Ballot Notice in electronic mode. Members may follow the process detailed below for registration of E-mail ID.

Type of holder	Process to be followed
Physical	Send a request to the RTA of the Company, Integrated Registry Management Services Private Limited at irg@integratedindia.in providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card), Phone Number for registering email address.
Demat	Please contact your DP and register your email address in your demat account, as per the process advised by your DP

3. Resolution passed by the Members through e-voting is deemed to have been passed as if they are passed at a General Meeting of the Members.
4. Members can vote through e-voting.
5. All documents referred to in the accompanying notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days except Saturdays from 10:00 A.M. to 01:00 P.M up to the date of declaration of the result of the e-voting.
6. Members who have not registered their e-mail IDs are requested to register the same with the Company's Registrar and Share Transfer Agent / Depositories in order to receive the Company's Annual Report and other communications electronically in future.
7. The Scrutinizer will submit his report to the Chairman of the Board or any person authorized by him after the completion of scrutiny, and the result of the e-voting will be announced by the Chairman or any person authorized by him, on or before 05th January, 2022. The results along with the report of the Scrutinizer shall be displayed on the Company's website (www.manjushreeindia.com) and the website of CDSL e-Voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 05th January, 2022 or the date of declaration of results by Chairman of the Board or any person authorized by him whichever will be earlier.
8. This Postal Ballot Notice is also placed on the website of the Company: (www.manjushreeindia.com) and on the website of CDSL e-Voting.
9. In case of any query or clarification, the Shareholders can write to the Company Secretary – Manjushree Technopack Limited at naik@manjushreeindia.com.
10. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is offering e-voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of CDSL for facilitating e-voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his / her discretion as per the instructions provided herein.
11. The e-voting period shall commence on Sunday, 05th December, 2021 at 9:00 a.m. (IST) and ends on Monday, 03rd January, 2022 at 5:00 p.m. (IST). The e-voting will be blocked by CDSL thereafter. During this period, Members of the Company holding

shares either in physical or dematerialized form, as on the cut-off date, i.e. Friday, 12th November, 2021, may cast their vote electronically.

12. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
13. The instructions for Members for e-voting are as under:

E-VOTING INSTRUCTIONS

- (i) The voting period begins on Sunday, 05th December, 2021 at 9.00 a.m. (IST) and ends on Monday, 03rd January, 2022 at 5.00 p.m. (IST). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on Friday, 12th November, 2021 (cut-off date /Relevant date) 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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> <p>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.</p> <p>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.</p>
Dividend Bank Details	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.

OR Date of Birth (DOB)	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).
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- (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**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

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.

**By order of the Board of Directors
For Manjushree Technopack Limited**

Place : Bangalore

Date : 03-12-2021

**Rasmi Ranjan Naik
Company Secretary**

Registered Office: “*MBH Tech Park*”, 2nd Floor, Survey No. 46(P) and 47 (P), Begur Hobli, Electronic City Phase-II, Bangalore 560100, Karnataka
Website: www.manjushreeindia.com

Registrar and Share Transfer Agent

Integrated Registry Management Services Private Limited

CIN: U74900TN2015PTC101466

No. 30, Ramana Residency, 4th Cross, Sampige Road

Malleswaram, Bangalore - 560003

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE
COMPANIES ACT, 2013**

Item No. 1

Issue of Compulsorily Convertible Debentures on Preferential basis:

In line with the ongoing plan of the Company to expand its business, the Company proposes to adopt inorganic growth options involving acquiring related and akin business.

The Company shall consult various business experts and professionals to complete the acquisition in an efficient manner. To achieve this object, it has been proposed to issue and allot 7,10,00,000 (Seven Crores Ten Lakh only) Unsecured Compulsorily Convertible Debentures ('CCDs'), each having a face value of Rs. 100 (Rupees Hundred Only) each, to its existing equity shareholder, Al Lenarco Midco Limited ('Investor').

The proposed issuance and allotment of the CCDs was recommended by the Board of Directors in its meeting held on 03rd December, 2021, 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 here by 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 there under) are set out below:

- (i) The objects of the issue:
 - For Inorganic Growth: To facilitate acquisition of Target Business and near future in-organic growth opportunities.
 - For general corporate purposes
- (ii) The total number of CCDs to be issued: 710,00,000 (Seven Crores Ten Lakh only) CCDs of the face value of Rs.100 (Rupees One Hundred Only) each to the Investor.
- (iii) The price at which the allotment is proposed and rate of interest on CCDs: To be issued at par, with the face value of Rs. 100 (Rupees Hundred Only) each, per CCD and interest rate as agreed between the Company and Investor on arm's length basis or the rate of interest suggested by the Board.

- (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 valuation report dated 02nd December, 2021 received by the Board from Messrs NPV & Associates according to which the value of each Equity Share is Rs. 1620.23 (Rupees One Thousand Six Hundred and Twenty and paise Twenty Three Only) 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 02nd December 2021, being 1 day prior to the date of this Postal Ballot Notice.

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

The CCDs are proposed to be allotted to Al 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 have intention to subscribe to the offer.

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

The CCDs shall be issued and allotted in tranches. The allotment of the CCDs shall be completed within a period of 60 days from the date of receipt of the application money.

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

Sl. No.	Particulars	No. of Equity shares	% of shareholding post conversion of CCDs into Equity Share Capital
1	Al Lenarco Midco Limited	17923721	97.96 %

- (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 previous years in terms of number of securities as well as the price:

Sl. No.	Particulars	Date of Allotment	No. of CCD	Price per CCD (in Rs.)
1.	Al Lenarco Midco Limited	18-12-2019	35,21,614	100
2	Al Lenarco Midco Limited	12-04-2021	25,00,133	100

- (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 and post issue holding 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	Al Lenarco Midco Limited	1,31,73,990	97.24%	1,79,23,721	97.96
2	Other public shareholders	3,73,710	2.76%	3,73,710	2.04
	Total	1,35,47,700	100.00%	1,82,97,431	100.00

*post conversion of the CCDs into Equity Shares.

Accordingly, consent of the members is sought for passing Special Resolution as set out in Item No.1 of the Notice.

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 at Item No. 1.

Item No. 2.

To increase in Authorized Capital of the Company and consequent amendment to the Memorandum of Association (“MOA”) of the Company:

The current Authorized Capital of the Company is Rs. 15.00 Crores divided into 1.50 crores Equity Shares of Rs. 10/- each. The total subscribed capital along with already allotted Compulsory Convertible Debentures (CCDs) are as follows:

Sl. No.	Particulars	Number of Equity shares	The face value per Equity Share (Rs. 10) - Total Amount in Rs.
1	Subscribed Equity Capital (including forfeited equity shares)	1,37,87,200	137186000
2	CCDs already issued after converted to Equity Shares	3,67,637	36,76,370
3	Proposed CCDs of Rs. 710.00 Crores converted to Equity Shares	4382094	43820940
Total Equity Shares will be		18536931	184683310

The Paid-up Capital shall be Rs. 18.47 Crores after conversion of the already issued CCDs and proposed issue of CCDs.

Therefore, the Authorized Capital of the Company proposed to increase upto Rs. 25.00 Crores from Rs. 15.00 Crores considering and to take care of the future expansion of the business.

The clause V of the Memorandum of Association of the Company be changed accordingly.

The Board recommends the Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors and KMPs and their relatives are concerned or interested in the Resolution at Item No. 2.

Item No. 3

To approve Related Party Transaction to be executed between DFM Foods Limited and Manjushree Technopack Limited:

The Company is proposing to enter into business transaction with DFM Foods Limited. Mr. Manu Anand is the Common Director in DFM Foods Limited and Manjushree Technopack Limited. Further, there is a common Shareholder having majority shareholding in both the Companies.

The Audit Committee and the Board of Directors have approved the proposed transaction to be expected between both the Companies in their meetings held on 07-10-2021.

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as an Ordinary Resolution.

Other than **Mr. Manu Anand** and his relatives, none of the Directors or KMPs of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice. **Mr. Manu Anand** not related to any other Director or KMP of the Company.

**By order of the Board of Directors
For Manjushree Technopack Limited**

**Place : Bangalore
Date :03-12-2021**

**Rasmi Ranjan Naik
Company Secretary**

Registered Office: "MBH Tech Park", 2nd Floor, Survey No. 46(P) and 47 (P), Begur Hobli, Electronic City Phase-II, Bangalore 560100, Karnataka
Website: www.manjushreeindia.com.