

**MANJUSHREE TECHNOPACK LIMITED**

Corporate Identity Number (CIN): U67120KA1987PLC032636

**Registered & Corporate Office:**

“MBH Tech Park”, 2<sup>nd</sup> 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](mailto:info@manjushreeindia.com) | Website:

[www.manjushreeindia.com](http://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 resolution appended below is proposed to be passed by the Members through remote electronic voting (e-voting):

**Approval for the scheme of Amalgamation of MTL New Initiatives Private Limited (hereinafter referred to as ‘the Transferor Company’ or ‘the Company’) with Manjushree Technopack Limited (‘hereinafter referred to as the ‘Transferee Company’)**

the explanatory statement pursuant to sections 102 and 110 of the act, pertaining to the said resolution, 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 19<sup>th</sup> May 2023 (**the Board**) appointed Mr. Vijayakrishna K T, Practicing 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 Thursday, 27<sup>th</sup> July, 2023 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:**

**APPROVAL FOR THE SCHEME OF AMALGAMATION OF MTL NEW INITIATIVES PRIVATE LIMITED (HEREINAFTER REFERRED TO AS 'THE TRANSFEROR COMPANY' OR 'THE COMPANY'), WITH MANJUSHREE TECHNOPACK LIMITED ('HEREINAFTER REFERRED TO AS THE 'TRANSFEE COMPANY'):**

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

**"RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, re-enactment or amendments thereof) and applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval by the Central Government, powers delegated to the Regional Director and approvals from such other authorities as may be required in this regard, and subject to approval of the creditors at their respective meetings/consent, if any, consent of the Shareholders be and is hereby accorded for Amalgamation of M/s. MTL New Initiatives Private Limited [the Transferor Company], being a wholly owned subsidiary of M/s. Manjushree Technopack Limited [the Transferee Company], with the Transferee Company and the Scheme shall become effective from 1<sup>st</sup> September, 2023 (the Appointed Date), subject to such modifications as may be recommended by the jurisdictional Registrar of Companies and the Official Liquidator, which may be subsequently accepted and approved by the Board of Directors of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Transferee Company (which term shall deem to include any Committee or any person(s) which the Board of Directors may constitute or nominate to exercise its powers, including the powers conferred under the above resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper with regard to the implementation of draft Scheme of Amalgamation entered between the Transferor Company and Transferee Company ("Scheme"), including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary as to give effect to the Scheme or to carry out such modifications/directions as may be ordered by the Regional Director, South East Region or such other appropriate authority, as may be applicable to implement the Scheme."

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Competent Authority, if and when applicable while sanctioning the Amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

**“RESOLVED FURTHER THAT** any Director of the Company and Company Secretary of the Company be and are hereby severally authorized to issue certified copy of these resolutions.”

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

**Place : Bangalore  
Date : 19-05-2023**

**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 09-06-2023. 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.

<b>Type of holder</b>	<b>Process to be followed</b>
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. Resolutions passed by the Members through e-voting are deemed to have been passed as if they were 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 and Sundays 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 30<sup>th</sup> July, 2023. The results along with the report of the Scrutinizer shall be displayed on the Company's website ([www.manjushreeindia.com](http://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 27<sup>th</sup> July, 2023 or the date of declaration of results by the 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](http://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](mailto: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 Wednesday, 28<sup>th</sup> June, 2023 at 9:00 a.m. (IST) and ends on Thursday, 27<sup>th</sup> July, 2023 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. 09<sup>th</sup> day, June 2023, 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:

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 28<sup>th</sup> June, 2023 and ends on 27<sup>th</sup> July, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 09-06-2023 may cast

their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Since the Company proposes to provide voting through e-voting platform to its shareholders, the Company wants to follow and comply with the procedure of e-voting laid by the SEBI by appointing CDSL as the Agency to carry out the process of e-voting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li data-bbox="475 194 1442 772">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="475 875 1442 1048">2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="475 1151 1442 1765">3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.

- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  
- 4) Next enter the Image Verification as displayed and Click on Login.
  
- 5) 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 e-voting of any company, then your existing password is to be used.
  
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> 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.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> 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 Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the 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.

**(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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).
- 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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [naik@manjushreeindia.com](mailto:naik@manjushreeindia.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, 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) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

**Place : Bangalore  
Date : 19-05-2023**

**Rasmi Ranjan Naik  
Company Secretary**

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

Members are requested to note that the Board of Directors at their meeting held on 22<sup>nd</sup> February, 2023 approved the Scheme of Amalgamation of the Transferor Company with the Company (“Transferee Company”) and their respective shareholders (“the Scheme”), pursuant to Sections 233 of the Companies Act, 2013 (“the Act”) read with the Companies (Compromise, Arrangements and Amalgamations) Rules 2016 and other applicable provisions if any, under the Act.

Members are further requested to note that the proposed Scheme will result in reduction in shareholding layers and ensure direct control of assets and businesses of the Transferor Company in the hands of the Transferee Company. Further, the Scheme would enable consolidation of business into one entity which will facilitate focused growth, operational efficiencies, business synergies and better supervision of the businesses of the group.

Members may further note that the proposed Scheme will not cause any prejudice to the creditors of the Company since it does not involve any financial outlay/outgo and also would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.

Accordingly, the Board recommends the aforementioned resolutions for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise in the resolutions.

There is no winding up petition pending against the Companies involved in the Scheme.

**Additional disclosure including statement pursuant to Section 230(3) of the Act read with sub-Rule (3) of Rule 6 of Companies (Compromise, Arrangements and Amalgamation) Rules, 2016:**

SL	PARTICULARS	Description
a)	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company;	CIN of Transferor Company: U25209KA2020PTC131209 CIN of Transferee Company: U67120KA1987PLC032636
b)	Permanent Account Number (PAN);	Transferor Company - PAN: AANCM20698 Transferee Company - PAN: AAACM9418K
c)	Names of the companies;	MTL New Initiatives Private Limited (Transferor Company) Manjushree Technopack Limited (Transferee Company)
d)	Date of incorporation;	Transferor Company was incorporated on 01/01/2020 Transferee Company was incorporated on 13/11/1987;
e)	Type of the company (whether public or private or one-person company);	Transferor Company - Private Limited Company. Transferee Company – Public Limited Company
f)	Registered office address and e-mail address of the Transferor and Transferee Company;	<u>Transferor Company</u> Registered address - Plot No. 60E & F, Bommasandra Ind Area, Hosur Road, Bangalore – 560085, Karnataka Email id: naik@manjushreeindia.com <u>Transferee Company</u> Registered address – MBH Tech Park, 2nd Floor, Survey No 46P and 47 P, Begur Hobli Electronic City Phase-II, Bangalore – 560100, Karnataka

	Email id – <a href="mailto:naik@manjushreeindia.com">naik@manjushreeindia.com</a>
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g)	Summary of main object as per the memorandum of association; and main business carried on by the company;	<p><b>MTL New Initiatives Private Limited</b></p> <p>The Transferor Company is presently engaged in the business of manufacturing plastic products.</p> <p><b>Manjushree Technopack Limited:</b></p> <p>The Transferee Company is presently engaged in the business of manufacturing plastic products.</p>
h)	Details of change of name, registered office and objects of the company during the last five years;	<p><b>MTL New Initiatives Private Limited :</b></p> <p>There is no change of name and no change of registered office of the Transferor Company.</p> <p><b>Manjushree Technopack Limited:</b></p> <p>The registered office of the Transferee Company was shifted on 21<sup>st</sup> Day of October 2019:</p> <p>From Plot No. 60 E &amp; F, Bommasandra Industrial Area, Hosur Road, Bengaluru-560099, Karnataka.</p> <p style="text-align: center;">To:</p> <p>MBH Tech Park, 2nd Floor, Survey No 46P and 47 P, Begur Hobli Electronic City Phase-II, Bangalore – 560100, Karnataka</p>
i)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	Not applicable
j)	Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital; and	Details mentioned in Part - A, Point No. 2 under the head 'Share Capital' in the Scheme of Amalgamation

k)	Names of the promoters and directors along with their addresses.	<p>The requisite details are under:</p> <ul style="list-style-type: none"> <li>• <u>In case of Transferor Company:</u> Enclosed as Annexure A</li> <li>• <u>In case of Transferee Company:</u> Enclosed as Annexure B</li> </ul>
l)	If the scheme of compromise or Amalgamation relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or Amalgamation, including holding, subsidiary or of associate companies;	Transferee Company (i.e. Manjushree Technopack Limited) is the holding company of Transferor Company (i.e. MTL New Initiatives Private Limited)
m)	The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution;	<p>The Scheme of Amalgamation has been approved by the respective board of directors of the Transferor Company and Transferee Company on 21<sup>st</sup> February, 2023 and 22<sup>nd</sup> February, 2023 respectively.</p> <p>All the board of directors of the Transferee Company and the Transferor Company have voted in favour of the resolution. The names of the board of directors who have voted in favour are given below:</p> <p>In case of Transferor Company: All the directors present in the meeting voted in favour of the resolution: viz.</p> <ol style="list-style-type: none"> <li>1. Mr. Napanda Poovaiah Thimmaiah, and;</li> <li>2. Mr. Venkata Alladi</li> </ol> <p>In case of Transferee Company: All the directors present in the meeting voted in favour of the resolution: viz.</p> <ol style="list-style-type: none"> <li>1. Mr. Ashok Sudan</li> <li>2. Mrs. Shweta Jalan</li> </ol>

		3. Mr. Jayesh Merchant 4. Mr. Manu Anand 5. Mr. Pankaj Patwari 6. Mr. Thimmaiah NP
n)	Explanatory statement disclosing details of the scheme of compromise or Arrangement including:-	
i.	Parties involved in such compromise or Arrangement;	MTL New Initiatives Private Limited (Transferor Company)  Manjushree Technopack Limited (Transferee Company)
ii.	In case of Amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	<ul style="list-style-type: none"> <li>• Appointed date – 1st September, 2023</li> <li>• Effective date – as per Clause 1.6 of Part A of the Scheme.</li> <li>• Share exchange ratio -details mentioned in “Clause 5, Part B – Cancellation of shares” in the Scheme of Amalgamation</li> </ul>
iii.	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Not Applicable, since the Transferor Company is a wholly owned subsidiary of Transferee Company, the entire equity share capital of Transferor Company shall stand cancelled and hence no new equity shares will be allotted under the Scheme of Amalgamation.
iv.	Details of capital or debt restructuring, if any;	Not Applicable
v.	Rationale for the compromise or Amalgamation;	Details mentioned in the clause III i.e. Rationale of Amalgamation [Refer page no. 3 of the Scheme of Amalgamation]
vi.	Benefits of the compromise or Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable);	Details mentioned in the clause III i.e. Rationale of Amalgamation [Refer page no. 3 of the Scheme of Amalgamation]

vii.	Amount due to creditors.	<p>The amount due to creditors as on 28-02-2023 (cut-off date) is as follows:</p> <ul style="list-style-type: none"> <li>• In case of the Transferor Company: As per the list.</li> <li>• In case of the Transferee Company: As per the list.</li> </ul>
viii.	<p>Disclosure about the effect of the compromise or Amalgamation on:</p> <p>(a) key managerial personnel;</p> <p>(b) directors;</p> <p>(c) promoters;</p> <p>(d) non-promoter members;</p> <p>(e) depositors;</p> <p>(f) creditors;</p> <p>(g) debenture holders;</p> <p>(h) deposit trustee and debenture trustee;</p> <p>(i) employees of the company:</p>	The Scheme shall not have any adverse effect on the such persons
ix.	Disclosure about effect of compromise or Amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.	The Scheme shall not have any adverse effect on such persons.
o)	Investigation or proceedings, if any, pending against the company under the Act.	NIL
p)	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors:	<p>a) Latest audited financial statements of the company as at 31-03-2022;</p> <p>b) Declaration of Solvency along with Auditor's Certificate;</p> <p>c) the certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the</p>

		Accounting Standards prescribed under Section 133 of the Companies Act, 2013; d) Copy of Scheme of Amalgamation; e) such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;
q)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or Amalgamation.	There are no pending approvals, sanctions or no objections pending.
r)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	The shareholders have to vote through e-voting.

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

**Place : Bangalore**

**Date :19-05-2023**

**Rasmi Ranjan Naik  
Company Secretary**

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