

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
Members
Manjushree Technopack Limited
Bengaluru

NOTICE of Postal Ballot is hereby given to the Members pursuant to Section 110 read with Section 108, of the Companies Act, 2013 (the "**Act**"), Rule 20 and 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), and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the Members by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("**e-voting**"):

The explanatory statement pursuant to Section 102 and other applicable provisions of the Act read with the applicable rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

The Board of Directors of the Company ("**the Board**"), at its Meeting held on 10th May 2024 appointed Mr. Vijayakrishna K T, Practising Company Secretary as the scrutinizer ("**Scrutinizer**") for conducting the e-voting process in a fair and transparent manner.

The e-voting facility will be disabled by Central Depository Services Limited ("**CDSL**") immediately after 5:00 p.m. (IST) on **Saturday, 15th June 2024** and will be disallowed thereafter.

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

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

SPECIAL BUSINESS:

ITEM NO. 1: ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY:

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 Sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and other applicable provisions, if any and in order to align the articles of association of the Company with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association, subject to receipt of any necessary approvals from any statutory, regulatory or governmental authority and other applicable law, if any, the consent and approval of the members be and is hereby accorded for substitution of existing set of articles of association of the Company with the new set of articles of association placed before the members of the Company and the same be approved and be adopted as new articles of association of the Company.

RESOLVED FURTHER THAT, Mr. Thimmaiah NP, Managing Director and CEO, Mr. Rajesh Kumar Ram, CFO and Mr. Rasmi Ranjan Naik, Company Secretary of the Company be and are hereby severally authorised to do and perform all such other acts, deeds, and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Karnataka at Bengaluru, in this regard, or to give full effect to the abovementioned resolutions and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, and confirmed.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the signature of any Director or the Company Secretary wherever

required and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

ITEM NO. 2 ISSUE OF SECURITIES ON RIGHTS BASIS:

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

“RESOLVED THAT pursuant to Sections 23, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to receipt of any necessary approvals from any statutory, regulatory or governmental authority and other applicable law, if any, the consent and approval of the members of the Company, be and is hereby accorded to offer, issue and allot, to the equity shareholders of the Company as on the record date to be fixed for the purpose, 5,41,90,800 (Five Crore Forty One Lakhs Ninety Thousand Eight Hundred) Unsecured Compulsorily Convertible Debentures (“**CCDs**”), having face value of INR 100 (Indian Rupees One Hundred only), at par, each fully paid up, aggregating to an amount not exceeding INR 541,90,80,000 (Indian Rupees Five Hundred Forty One Crores Ninety Lakhs Eighty Thousand only) (the “**Rights Issue**”) in the proportion of 4 (four) CCDs for every 1 (one) equity share having face value of INR 10 (Indian Rupees Ten only) each of the Company held by the members as on such record date as may be fixed by the Board of Directors of the Company, in such manner and on such terms and conditions as the Board of Director or any Committee thereof may determine, being convertible into such number of equity shares having face value of INR 10 each (Indian Rupees Ten only) of the Company (“**Conversion Shares**”), as derived on the basis of conversion price of INR 3,101 (Rupees Three Thousand One Hundred One only) per equity share of the Company (which conversion price may be adjusted for any corporate action, including split of shares).

RESOLVED FURTHER THAT the equity shares of the Company to be issued and allotted to the subscribing shareholders pursuant to conversion of the CCDs allotted in the Rights Issue shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the equity shareholders of the Company entitled to subscribe to CCDs in the aforesaid Rights Issue **shall not be** entitled to renounce their entitlement to subscribe to the CCDs pursuant to the Rights Issue, whether partially or fully, from the number of CCDs offered to them respectively for subscription in the aforesaid Rights Issue to any other persons, whether members of the Company or not.

RESOLVED FURTHER THAT the CCDs shall bear a coupon interest rate of 9% per annum.

RESOLVED FURTHER THAT the conversion date of the CCD into equity shares of the Company shall be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT no equity shares of the Company will be issued to the members, in respect of their fractional entitlement at the time of conversion of CCD into equity shares, if any, and the Board of Directors of the Company shall, instead consolidate all such fractional entitlements and thereupon issue and allot equity shares in lieu thereof to any Director(s) or officer(s) of the Company who shall hold the equity shares in trust on behalf of the members entitled to the fractional entitlements with the express understanding that such Director(s) or officer shall sell the same at such times and at such price or prices, as they deem fit and pay to the Company the net sale proceeds to the members in proportion to the their respective fractional entitlements.

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, split of shares, bonus issues, merger, or sale of division(s) of the Company or other similar events, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits are passed on to the CCD holders.

RESOLVED FURTHER THAT Mr. Thimmaiah NP, Managing Director and CEO, Mr. Rajesh Kumar Ram, CFO and Mr. Rasmi Ranjan Naik, Company Secretary of the Company be and are hereby severally authorized to file, verify and execute necessary forms with the Registrar of Companies, Karnataka at Bengaluru and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, and confirmed.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the signature of any Director or the Company Secretary wherever required and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

ITEM NO. 3: SUB-DIVISION OF EQUITY SHARES

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

“**RESOLVED THAT**, pursuant to provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and rules notified thereunder (“**Companies Act**”), any other applicable laws and the provisions of the memorandum and articles of association of the Company and subject to such approvals,

consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent and approval of the Board of Directors be and is hereby accorded to sub-divide each of the **ONE** fully paid-up equity shares of the Company having a face value of ₹ 10 each into **FIVE** equity shares having a face value of ₹ 2 each.

“RESOLVED FURTHER THAT, consequently, pursuant to Section 13 and other applicable provisions of the Companies Act, the existing clause V of the memorandum of association of the Company be and is hereby substituted by the following:

“V. The authorized share capital of the Company is ₹ 25,10,00,000 divided into 12,55,00,000 equity shares of ₹ 2 each”

“RESOLVED FURTHER THAT, pursuant to the sub-division of the authorised share capital of the Company, the existing issued, paid-up and subscribed share capital of the Company as on the record date shall automatically, and without further corporate action required on the part of the Company, its Shareholders, or any other party, be sub-divided from ₹ 10 consisting of ONE equity shares of face value of ₹ 10 each to ₹ 10 consisting of FIVE equity shares of the face value of ₹ 2 each.”

“RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of ₹ 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of existing credits representing the equity shares before sub-division.

“RESOLVED FURTHER THAT, on sub-division, subject to the applicable provisions of Companies Act, 2013 and the articles of association of the Company, such sub-divided equity shares shall rank *pari passu* in all respects with the existing fully paid-up equity shares of face value ₹ 10 each.

“RESOLVED FURTHER THAT the [exercise price of the options] granted under the [ESOP 2019] and the schemes thereunder (“Plan”) and the total number of options that may be granted pursuant to the Plan shall be adjusted in proportion of the sub-division of the equity shares.

“RESOLVED FURTHER THAT, Mr. Thimmaiah NP, Managing Director and CEO, Mr. Rajesh Kumar Ram, CFO and Mr. Rasmi Ranjan Naik, Company Secretary of the Company, be and are hereby severally authorized to take all the steps for giving effect to the

aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Karnataka at Bengaluru or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

“**RESOLVED FURTHER THAT**, a copy of the above resolutions, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary actions.”

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

**Place: Bangalore
Date: 13-05-2024**

**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 10th May 2024. 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. 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 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 the 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 17-06-2024. 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 17-06-2024 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) 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 an e-voting facility to all the Members of the Company and the business may be transacted through an electronic voting system. The Company has engaged the services of CDSL to facilitate e-voting to enable the Members to cast their votes electronically. A Member may avail of this facility at its/his / her discretion as per the instructions provided herein.
11. The e-voting period shall commence on **Friday, 17th May 2024** at 9:00 a.m. (IST) and ends on **Saturday, 15th June 2024** 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, 10th May 2024**, 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 **Friday, 17th May 2024** at 9:00 a.m. (IST) and ends on **Saturday, 15th June 2024** 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 the cut-off date (record date) of **Friday, 10th May 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) ~~Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.~~
- (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.

- (iv) In order to increase the efficiency of the voting process, pursuant to a 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.

- (v) 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 CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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

	<p>casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

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

(vi) 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
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"> 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Manjushree Technopack Limited on which you choose to vote.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **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 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.

- 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.
- 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 (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 e-Voting from the CDSL e-Voting System, you can write an email to 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 or call on 022-23058542/43.

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

**Place: Bangalore
Date: 13-05-2024**

**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

In relation to the proposed initial public offer of equity shares of the Company, the articles of association of the Company would need to be amended to reflect the requirements of the stock exchanges with which the Company intends to list its equity shares, requirements of the Companies Act, 2013 and the Securities Contracts (Regulation) Rules, 1957. Accordingly, the Board of Directors hereby recommends that the new articles of association placed before the shareholders be approved and adopted.

Copies of the existing Articles of Association and the revised Articles of Association will be made available 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.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Item No. 2

The Company proposes to raise capital for INR 541,90,80,000 (Indian Rupees Five Hundred Forty-One Crores Ninety Lakhs Eighty Thousand only).

The Board of Directors have been exploring various avenues for raising funds to meet the capital requirements of the Company. The Board of Directors has now proposed issuance of Compulsory Convertible Debentures ("**CCDs**") to existing equity shareholders of the Company in the proportion of 4 (four) CCDs for every 1 (one) equity share having face value of INR 10 (Indian Rupees Ten only) each of the Company held by the members as on such record date as may be fixed by the Board of Directors of the Company, on a rights basis for an amount not exceeding INR 541,90,80,000 (Indian Rupees Five Hundred Forty-One Crores Ninety Lakhs Eighty Thousand only), as derived on the basis of conversion price of INR 3,101 (Rupees Three Thousand One Hundred One only) per equity share having face value of INR 10 (Indian Rupees Ten only) of the Company ("**Rights Issue**"). The CCDs will bear an interest rate of 9% p.a. till the date of conversion to equity shares of the Company.

It is clarified that in case of any corporate action(s) such as split of shares (including the split of shares proposed in Item No.3), the Board of Directors of the Company will be authorised to take necessary actions, so as to ensure that fair and equitable benefits are passed on to the members of the Company and CCD holders, including appropriately adjusting the conversion price of the equity shares to be issued on the conversion of the relevant CCDs.

The terms of Rights Issue and terms and conditions of the CCDs shall be determined by the Board of Directors / Committee, based on the requirement of the Company and other relevant factors. The said terms shall be captured in the Rights Issue letter of offer.

The equity shares of the Company to be issued to the subscribing shareholders upon conversion of the CCDs shall rank *pari passu* with the existing equity shares of the Company.

The approval of the members by way of special resolution is required for any issuance of the CCDs on rights basis, pursuant to section 71 (1) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the special resolution set out in Item No. 2 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, except to the extent of their shareholding in the Company.

Item No. 3

The current Authorized Capital of the Company is ₹ 25,10,00,000 (Rupees Twenty Five Crores Ten Lakhs only) divided into 2,51,00,000 equity shares of ₹ 10 each and the paid-up share capital of the Company is ₹ 13,54,77,000 (Rupees Thirteen Crores Fifty Four Lakhs Seventy Seven Thousand only). The Board of Directors of the Company (the “**Board**”) at their meeting held on 10-05-2024, considered it desirable to sub-divide its equity shares of ₹ 10 each into FIVE equity shares of ₹ 2 each, subject to approval of the shareholders and such other authorities as may be necessary. The provisions of the Companies Act, 2013, and the rules made thereunder, as amended (the “**Companies Act, 2013**”) require the Company to seek the approval of the shareholders for sub-division of shares.

The Record date for the split of shares shall be as fixed by the Board of Directors of the Company

The Board recommends passing of the resolution as set out in the accompanying notice for the approval of the shareholders of the Company.

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

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

**Place: Bangalore
Date: 13-05-2024**

**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