

**MANJUSHREE TECHNOPACK LIMITED**

60E &amp; F, Bommasandra Industrial Area, Hosur Road, Bangalore - 560 099, Karnataka, India

CIN: L67120KA1987PLC032636, Telephone: +91 80 4343 6200; Fax: +91 80 2783 2245

Website: www.manjushreeindia.com

This post offer public announcement ("Post Offer PA") is being issued by Shruti Financial Services Private Limited, a company incorporated under the laws of India, and Manjushree Fincap Private Limited, a company incorporated under the laws of India, (collectively referred to as the "Acquirers") to the Public Shareholders of Manjushree Technopack Limited ("Manjushree" or "Company") pursuant to regulation 18 of the Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended ("Delisting Regulations") in respect of the delisting of the equity shares of the Company ("Equity Shares") from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (the "Delisting Offer"). This Post Offer PA is in continuation to and should be read in conjunction with the public announcement dated January 03, 2015 and published on January 05, 2015 (the "PA") and the letter of offer dated January 09, 2015 ("Offer Letter").

Capitalised terms used but not defined in this Post Offer PA shall have the same meaning assigned to them as in the PA and the Offer Letter.

The Acquirers issued the PA seeking to acquire, in accordance with the Delisting Regulations, and on the terms and conditions set out therein and in the Offer Letter, up to 39,18,116 Equity Shares representing 28.92% of the fully paid up equity share capital of the Company from the Public Shareholders. The Public Shareholders holding Equity Shares of the Company were invited to submit bids pursuant to the reverse book-building process ("RBP") made available through the electronic system of the BSE during the Bid Period (January 27, 2015 to February 02, 2015) in accordance with the Delisting Regulations.

**1. DISCOVERED PRICE AND EXIT PRICE**

In terms of regulation 15(1) of the Delisting Regulations, the Discovered Price (being the price at which maximum number of Equity Shares have been tendered in the RBP) is ₹ 455/- (Rupees Four hundred and fifty five only) per Equity Share. The Acquirers have accepted the Discovered Price of ₹ 455/- (Rupees Four hundred and fifty five only) per Equity Share ("Exit Price") as the final price for the Delisting Offer.

**2. SUCCESS OF THE DELISTING OFFER**

In terms of the regulation 17 of the Delisting Regulations, this Delisting Offer would be deemed to be successful only if a minimum number of 25,63,346 Equity Shares are validly tendered and acquired in the Delisting Offer at or below the Exit Price. 26,78,018 Equity Shares have been validly tendered at or below the Exit Price, which is higher than the minimum number of Equity Shares to be acquired in this Delisting Offer, as mentioned above.

The Acquirers shall acquire all Equity Shares tendered through valid bids at or below the Exit Price and post completion of the acquisition, the shareholding of the promoter and promoter group shall be 90.85% of the fully paid up equity share capital of the Company which would exceed the minimum number of Equity Shares required for the Delisting Offer to be successful in terms of regulation 17 of the Delisting Regulations. The Delisting Offer is thus successful.

All the Public Shareholders of the Company who have validly tendered their Equity Shares at or below the Exit Price will be paid the consideration at the Exit Price of ₹ 455/- per Equity Share. The last date for payment of consideration to all such Public Shareholders of the Company is February 16, 2015. Tax at source for the non-resident public shareholders will be deducted, as applicable, in accordance with paragraph 20 of the Offer Letter.

The Equity Shares of the Public Shareholders whose bids have been rejected in the RBP process will be returned to them. The last date for dispatch of share certificates in case of physical equity shares and for the credit of equity shares to the respective beneficiary accounts in case of dematerialised equity shares is February 16, 2015. Such Public Shareholders are advised to check their demat accounts to confirm the receipt of the Equity Shares tendered.

Subsequently, the necessary steps to delist the Equity Shares of the Company from the BSE and NSE shall be taken. The delisting date shall be announced in the same newspapers in which the PA and this Post Offer PA has appeared.

**3. OUTSTANDING EQUITY SHARES AFTER DELISTING**

All Public Shareholders of the Company who did not or were not able to participate in the RBP process or who unsuccessfully tendered their Equity Shares in the RBP process ("Remaining Public Shareholders") will be able to offer their Equity Shares to the Acquirers at the Exit Price during a period of one year starting from the date of delisting of the Equity Shares of the Company from the BSE and the NSE. A separate offer letter (the "Exit Offer Letter") in this regard will be sent to the Remaining Public Shareholders. If the Remaining Public Shareholders wish to tender their Equity Shares in the Exit Offer, they will be required to submit the requisite documents to the Registrar to the Offer within the stipulated time as will be set out in the Exit Offer Letter.

All other terms and conditions set forth in the PA and the Offer Letter remain unchanged.

This Post Offer PA is issued on behalf of the Acquirers by the **Manager to the Offer** in terms of regulation 18 of the Delisting Regulations. All queries may be directed to the Manager to the Offer or the Registrar to the Offer.

**MANAGER TO THE OFFER****JM FINANCIAL****JM FINANCIAL INSTITUTIONAL SECURITIES LIMITED**

Corporate Identity Number: U65192MH1995PLC092522

7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025, India

Tel: +91 22 6630 3030/Fax: +91 22 6630 3330

Email: manjushree.delisting@jmfil.com

Contact Person: Lakshmi Lakshmanan

**REGISTRAR TO THE OFFER****Integrated**since 1974  
Investments Simplified**INTEGRATED ENTERPRISES (INDIA) LIMITED**

Corporate Identity Number: U65993TN1987PLC014964

No. 30, Ramana Residency, 4<sup>th</sup> Cross,  
Sampige Road, Malleswaram, Bangalore 560003

Tel: +91 80 2346 0815/Fax: +91 80 2346 0819

Email: irg@integratedindia.in

Contact Person: Mr. S Giridhar/Mr. K Harish

For and on behalf of the board of directors of  
Shruti Financial Services Private LimitedSd/-  
Vimal Kedia  
DirectorSd/-  
Basant Raj Bhotika  
DirectorFor and on behalf of the board of directors of  
Manjushree Fincap Private LimitedSd/-  
Surendra Kedia  
DirectorSd/-  
Lalit Kumar Bhotika  
Director

Place : Bangalore, India

Date : February 09, 2015