

22<sup>nd</sup> December, 2014

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

**Ref: Scrip Code – 532950**

**Sub:** Resolution by postal ballot from members of Manjushree Technopack Limited ("the Company") under Section 110 of the Companies Act, 2013 - Approval from members for the delisting

**Ref:** Intimation of postal ballot notice

Dear Sir,

We are pleased to inform you that pursuant to Section 110 of the Companies Act, 2013 and the applicable rules of the Companies (Management and Administration) Rules, 2014 and clause 35B of the equity listing agreement executed by the Company with BSE Limited and the National Stock Exchange of India Limited (together the "**Stock Exchanges**"), the Company has now completed the postal ballot process and the Scrutinizer has given his report.

On the basis of the Scrutinizer's report, the Chairman of the company has finalized the results of the postal ballot and has given his report. The resolution has been approved by the shareholders of the Company. We are attaching herewith both the reports, for your information and records.

Kindly take this on record.

Thanking you,

Yours Sincerely

For Manjushree Technopack Limited



Basant Kumar Mohata  
CFO & Company Secretary

**Manjushree Technopack Limited**

**Registered office & Innovation Division** : Plot No. 60 E&F, Bommasandra Indl. Area, Hosur Road  
Bangalore 560 099. INDIA. T. +91 - 80 - 4343 6200 F. +91 - 80 - 2783 2245  
[info@manjushreeindia.com](mailto:info@manjushreeindia.com) | [www.manjushreeindia.com](http://www.manjushreeindia.com)

**Preforms Division** : Plot No. 71 & 72, Bidadi Indl. Area, Phase 2, Sector 2, Bidadi 562 109  
Bangalore, INDIA. T. +91 - 80 - 2730 7126

## CHAIRMAN'S REPORT

Based on the Postal Ballot carried out vide notice dated 12<sup>th</sup> November, 2014 and the report of the Scrutinizer dated 22<sup>nd</sup> December, 2014, it is hereby declared that the following Special Resolution has been passed as per the Companies Act, 2013; and also, the votes cast by public shareholders in favour of the proposal are more than two times the number of votes cast by public shareholders against it.

### **Item No. 1 - As Special Resolution:**

**"RESOLVED THAT** subject to the provisions of the Companies Act, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, (the **"SEBI Delisting Regulations"**), the receipt of the necessary approvals from the BSE Limited (the **"BSE"**) and the National Stock Exchange of India Limited (the **"NSE"** and together, the **"Stock Exchanges"**), and such other approvals as may be required under applicable laws and subject to the terms of such approvals, as approved by the board of directors of the Company, approval of the Company be and is hereby accorded to the board of directors of the Company (the **"Board"**, which term shall be deemed to include any committee which the Board may have constituted or may hereafter constitute exercising the powers conferred on the Board by this resolution) to seek voluntary delisting of the equity shares of the Company from the Stock Exchanges pursuant to the proposed acquisition of equity shares held by the public shareholders of the Company 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 the **"Acquirers"**) in accordance with the terms of the SEBI Delisting Regulations (the **"Proposed Delisting"**), and the Company shall accordingly take all necessary actions and make all necessary filings to facilitate the Proposed Delisting in accordance with applicable laws; and

**RESOLVED FURTHER THAT** Mr. Vimal Kedia and Mr. Surendra Kedia, be and are hereby individually authorized, on behalf of the Company, either themselves or through delegation to any person, to take all steps as may be necessary to implement or give effect to the Proposed Delisting, and to do all such acts, deeds, matters and things as may be required in this regard including but not limited to providing making application to the BSE and NSE for seeking the in-



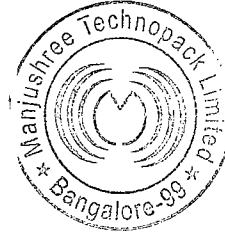
### **Manjushree Technopack Limited**

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principle and final approval for the Proposed Delisting, and are hereby further authorized on behalf of the Company to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit.”

Bangalore  
22<sup>nd</sup> December, 2014



*Vimal Kedia*

Vimal Kedia  
Managing Director

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, ACS

Company Secretary

# 496/4, II Floor, 10th Cross  
Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080  
Tel : +91 80 23610847  
Telefax : +91 80 41231106  
e-mail : parameshwar@vjkt.in  
parameshwar.g.bhat@gmail.com

*Private & Confidential*

*{Strictly to the addressee only}*

To  
Mr. Vimal Kedia  
Managing Director  
Manjushree Technopack Limited  
#60 E&F, Bommasandra Industrial Area,  
Hosur Road,  
Bangalore-560 099

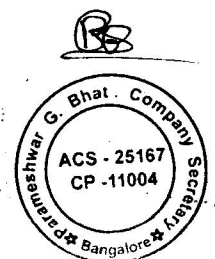
22<sup>nd</sup> December, 2014

Dear Sir,

**Sub: Report on Postal Ballot of Manjushree Technopack Limited vide Notice dated 12<sup>th</sup> November, 2014 seeking consent of the Members for Voluntary delisting of the Equity Shares of the Company (the "shares") from BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE" and together with the BSE, the "Stock Exchanges".)**

On verification of the 69 postal ballots received and voting through e-Voting, up to 19<sup>th</sup> December, 2014 from the Shareholders of Manjushree Technopack Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballots, as follows:

<b>Authorised Capital of the Company</b>	1,50,00,000 Equity Shares of Rs. 10/- each Rs. 150,00,000/-
<b>Issued Capital of the Company</b>	1,35,47,700 Equity Shares of Rs. 10/- each Rs. 13,54,77,000/-
<b>Subscribed and fully paid up</b>	1,35,47,700 Equity Shares of Rs. 10/- each Rs. 13,54,77,000/-



Business proposed in the Postal Ballot:

Voluntary delisting of the Equity Shares of the Company (the “shares”) from BSE Limited (the “BSE”) and the National Stock Exchange of India Limited (the “NSE” and together with the BSE, the “Stock Exchanges”) vide Special Resolution as specified in the Postal Ballot Notice dated 12<sup>th</sup> November, 2014 dispatched to the members of the Company on 19<sup>th</sup> November, 2014.

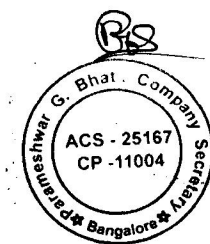
Following may be kindly taken note of:

1. The list of Shareholders as on 14<sup>th</sup> November, 2014 was furnished by your Registrar & Share Transfer Agent namely Integrated Enterprises (India) Limited, Bangalore (‘RTA’). The scrutiny is based on the said list of Shareholders.
2. As regards the Postal Ballots received, checking and tallying of signatures, details of Shareholders including the number of Shares, their client id number/registered folio number were carried out at the office of the RTA. Specimen signatures of the Shareholders were made available to us for this purpose.
3. Based on the above scrutiny, certain ballot forms were rejected on technical grounds as follows:

Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares involved
a.	Mismatch of signature with specimen signature	5	1160
b.	Not exercising the vote	7	5958
c.	Not voted properly	2	1100
	<b>Total</b>	<b>14</b>	<b>8218</b>

The analysis of the scrutiny of the Postal Ballot is summarized below:

Sl. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage on ballots received for (b) and (c) and on net valid forms for (d) and (e)
a	Ballot forms received	69	187975	100%
b	Less: Invalid / Rejected forms	14	8218	4.37%
c	Net valid forms	55	179757	95.63%



d	Ballot forms with assent for the resolution	37	162042	90.14%
e	Ballot forms with dissent for the resolution	18	17715	9.86%

The analysis of the scrutiny of the e-Voting is summarized below:

Sl. No.	Particulars	No. of Shareholders	No. of Shares	Percentage on total valid votes
a	Total number of Shareholders voted through e-Voting	92	9405974	100%
b	Shareholders voted through e-Voting with assent for the resolution	67	9330796	99.20%
c	Shareholders voted through e-Voting with dissent for the resolution	25	75178	0.80%

Final analysis combining both Postal Ballot Voting and e-Voting is as follows:

Sl. No.	Particulars	No. of Shareholders	No. of Shares	Percentage on total valid votes
a	Total number of Shareholders voted (Valid Votes)	147	9585731	100%
b	Shareholders voted with assent for the resolution	104	9492838	99.03%
c	Shareholders voted with dissent for the resolution	43	92893	0.97%

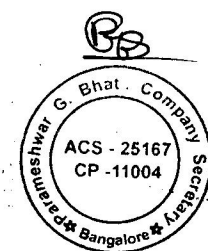
As per the summary exhibited above, the Special Resolution has been duly passed as per the Companies Act, 2013, by the requisite majority.

The provisions of Regulation 8(1) (b) of SEBI (Delisting of Equity Shares) Regulations, 2009 which stipulate:

*“any company desirous of delisting its Equity Shares under the provisions of Chapter III shall, except in a case falling under clause (a) of regulation 6, -*

*(a) obtain the prior approval of the Board of Directors of the Company in its meeting;*

*(b) obtain the prior approval of Shareholders of the Company by Special Resolution passed through postal ballot, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution:*



*Provided that the Special Resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it",*

also need to be complied with.

In this connection, I hereby present the summary of the Postal Ballot as per Regulation 8(1) (b) of the SEBI (Delisting of Equity Shares) Regulations, 2009:

Si. No.	Particulars	No. of Shareholders voted	No. of Shares
a	Promoters' form with assent	22	7733393
b	Public voting (including e-Voting)	125	1852338
c	Public voting with assent for the resolution (including e-Voting)	82	1759445
d	Public voting with dissent for the resolution(including e-Voting)	43	92893

Note: Rejections are not considered.

Having regard to the aforesaid summary, I hereby report that the above Special Resolution proposed by the Company through Postal Ballot is passed by the Shareholders as Special Resolution under the Companies Act, 2013.

Furthermore, the votes cast by public shareholders in favour of the proposal of Delisting is more than two times the number of votes cast by public shareholders against it. Therefore, the Special Resolution can be acted upon/ given effect to, in terms of Regulation 8 (1) (b) of SEBI (Delisting of Equity Shares) Regulations, 2009 and recommend to you to declare accordingly.

For your immediate reference, I am attaching:

- i. Extract of Section 110 of the Companies Act, 2013
- ii. Extract of Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2009

Thanking you  
Yours truly



(Parameshwar G Bhat)  
Scrutinizer

Enc: As above

