Manjushree
ADVANCED PACKAGING SOLUTIONS

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, Bangalore 560100, Karnataka
Telephone: 080 4343 6200 | Email: info@manjushreeindia.com | Website: www.manjushreeindia.com

To,

Folio / Dp Id Client Id: IN30282210453372
Name of the Shareholder: PLANIFY ENTERPRISES PRIVATE LIMITED

Re: Rights issue of 5,41,90,800 (Five Crore Forty-One Lakhs Ninety Thousand Eight Hundred) Unsecured Compulsorily Convertible Debentures ("CCDs") of Manjushree Technopack Limited ("Company"), 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)

1. We wish to inform you that pursuant to the approval of the shareholders of the Company by postal ballot on 15th June 2024 and a resolution passed by the Board of Directors of the Company ("**Board**") at its meeting held 10th May 2024, the Company proposes to raise capital by way of issue of CCDs to the existing equity shareholders of the Company on a rights basis ("**Rights Issue**").

The terms and conditions of the CCDs offered under the Rights Issue are provided in **Annexure A** to the offer letter.

2. The members whose names appear in the Company's Register of Members as on **Friday, 14th June 2024** ("**Record Date**") in respect of shareholders holding shares in physical form and whose name appear in the list of Beneficial Owners as on the Record Date as furnished by NSDL and CDSL in respect of shareholders holding shares in electronic form, shall be eligible to participate in the Rights Issue.

The Rights Issue shall remain open from **10.00 A.M. Monday, 8th July 2024** to **6.00 P.M. Sunday, 14th July 2024** ("**Offer Period**").

3. The CCDs are being offered in the proportion of 4 (four) CCDs for every 1 (One) equity share(s) having face value of INR 10/- each of the Company.

Based on your shareholding as on the Record Data, you will be entitled to subscribe to such number of CCDs as per details provided below ("**Entitlement**"):

Number of equity shares held on Record Date	Number of CCDs offered under the Rights Issue
1	4

4. Pursuant to this Rights Issue, you are entitled to subscribe up to your Entitlement (i.e., in whole or in part) or any additional CCDs offered by the Company (on undersubscription of the offer at the abovementioned issue price). Pursuant to the Articles of Association of the Company, you **do not** have the right to renounce the right to subscribe to your Entitlement or any part of such Entitlement in favor of any other person.

5. Should you wish to exercise your right to subscribe to your Entitlement mentioned in Paragraph 3 above, please convey your decision in the form set out in **Annexure B**. You are requested to submit the duly filled applicable form before **6.00 P.M. Sunday, 14th July 2024** at the below co-ordinates:

Attn : Mr. Rasmi Ranjan Naik, Company Secretary
Address : MBH Tech Park, 2nd Floor, Survey No. 46(P) and 47 (P), Begur Hobli, Electronic City Phase-II, Bengaluru– 560100, Karnataka
Email : naik@manjushreeindia.com

6. If you do not convey your decision on or before the Offer Period, or should you choose to decline to subscribe to any CCDs, the right to subscribe to your Entitlement will lapse. In such event, your failure to convey your decision in respect of the rights in Paragraph 4 above, or your decision to decline any CCDs offered to you in terms of this rights offer letter, shall be deemed to be a confirmation that your Entitlement has lapsed.

7. The payment of the application amount may be made via account payee cheque / demand draft or electronic fund transfer through normal banking channels to the bank account of the Company, details of which are as below:

Bank Account Details	
Name of the Account Holder	Manjushree Technopack Limited
Account Number of the Company	10503338669
Name of the Bank	State Bank of India
(Branch Details of the Bank) MICR	560002059
IFSC	SBIN0009077

8. Should you require any further information, please contact our office during office hours between 10:00 A.M. to 7:00 P.M., at the below coordinates, before the date of closure of the offer:
Mr. Rashmi Ranjan Naik,
Company Secretary
Mobile No: 9971099737
Email ID: naik@manjushreeindia.com

Please read the terms of the letter carefully.

Yours Sincerely,
For Manjushree Technopack Limited

Rasmi Ranjan Naik
Company Secretary
FCS: 7599

Date: 5th July 2024
Place: Bengaluru

ANNEXURE A

Terms of Compulsory Convertible Debentures (CCDs)

1. Face Value

Each CCD shall have a face value of INR 100 (Indian Rupees One Hundred only).

2. Term

The CCDs shall have at tenure of 8 (eight) years ("**Tenure**"). The CCDs shall be convertible at the earlier of: (i) the compulsory conversion of CCDs (outstanding convertible securities) into equity shares of the Company pursuant to the proposed initial public offer as per the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any amendment thereof; or (ii) the expiry of the Tenure; or (iii) the conversion of the CCDs into equity shares of the Company at the option of the Company prior to the expiry of the Tenure.

3. Issue

The CCDs shall be unsecured.

The CCDs to be offered, issued and allotted to the investor shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

4. Distributions

The CCDs shall bear a coupon interest rate of 9% (nine percent) per annum. Such interest shall accrue and will be paid (net of withholding tax in India) on a half yearly basis. Any unpaid/accrued interests shall be settled and paid in cash prior to conversion of the CCDs into equity shares of the Company.

5. Conversion

The CCDs shall be converted into such number of equity shares of the Company ("**Conversion Equity Shares**") with each such equity share of the Company having a face value of INR 10 (Rupees Ten only) each as determined at a 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). The Company shall do all such acts, deeds, matters or things (including all governmental filings) as may be required for conversion of the CCDs into Conversion Equity Shares.

The Conversion Shares shall rank *pari passu* with the then existing equity shares of the Company in all respects, including as to dividend.

6. Terms of issue

The investor shall not have a right to renounce, all or any part of the CCDs offered to them pursuant to the Rights Issue in favour of any other person whether a shareholder or existing holder of other securities of the Company or not.

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.

7. Debenture Trustee

As per Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the Company has appointed Axis Trustee Services Limited as the 'Debenture Trustee' to the issue and will execute a debenture trust deed to protect the interest of the investors.

8. Rights

The CCDs shall not entitle the investor to any rights of shareholders of the Company, until such time that the CCDs are converted into equity shares of the Company.

9. Relevant Date

The relevant date, with reference to which the issue price of the CCDs and the Conversion Shares is arrived at 14 June 2024.

ANNEXURE B

Form of the Acceptance/Rejection Letter[244]

To,
The Board of Directors,
Manjushree Technopack Limited
MBH Tech Park, 2nd Floor, Survey No. 46(P) and 47 (P),
Begur Hobli, Electronic City Phase-II, Bengaluru– 560100,
Karnataka

Re: Rights issue of 5,41,90,800 (Five Crore Forty-One Lakhs Ninety Thousand Eight Hundred) Unsecured Compulsorily Convertible Debentures ("CCDs") of Manjushree Technopack Limited ("Company"), 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)

Dear Sir(s),

I/We, ______________________________________, am/are in receipt of the rights issue offer letter of the Company dated [•] (the "**Rights Issue Offer Letter**"). Capitalized terms used but not defined in this letter shall have the same meaning as under the Rights Issue Offer Letter.

I/We hereby notify the Company as follows:

1. I/We wish to subscribe to whole of our entitlement that is [*insert number*] CCDs of INR 100 each on the terms set out in the Right Issue Offer Letter;

OR

I/We elect not to subscribe to Entitlement of [*insert number*] CCDs of INR 100 each offered to me/us.

2. I/We confirm that the amount of INR________________ (Indian Rupees _________________only) required to be paid towards subscription of the ________________ (________________) CCDs has been paid by us by way of a wire transfer / account payee cheque / demand draft to the designated bank account of the Company and the details of the wire transfer / demand draft / cheque is as set out below:

Cheque / DD /Wire Transfer	Date of Cheque / DD / Wire Transfer	Cheque / DD Number or Transaction Details

Yours Sincerely,

____
[*insert name of shareholder*]
Date: [•]
Place: [•]

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1. The form found incomplete with regard to any of the particulars required to be given therein and/or which are not complete in conformity with the terms of the Rights Issue Offer Letter are liable to be rejected and money paid in respect thereof shall be refunded without interest.
2. Please strike off if not applicable