

MANJUSHREE PLANTATIONS LIMITED

NOTICE

To
The Members,

NOTICE is hereby given that the 86th Annual General Meeting of Manjushree Plantations Limited will be held on Monday, the 30th day of September, 2024 at 11.30 A.M. at 12th floor, Conference Room, Industry House, Kolkata - 700017 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 along with the Reports of the Board of Directors and Auditors thereon.

Special Business:

2. Appointment of Jayant Sogani (DIN: 00121433) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), Jayant Sogani (DIN: 00121433) who was appointed as an Additional Director with effect from 1st July, 2024, in terms of Section 161 of the Act and, based upon a favourable recommendation of the Board’s Nomination and Remuneration Committee as well as the Board of Directors and who will hold office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of a Director, and who has submitted a declaration to the effect of his compliance with the criteria of independence as provided under Section 149 of the Act, be and is hereby appointed as an Independent Director for a period of five consecutive years commencing from this AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this Resolution.”

3. Appointment of Keshav Chhetri (DIN: 02177646) as an Executive Director

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, Keshav Chhetri (DIN: 02177646), who was appointed as an Additional Director with effect from 1st July, 2024 and who holds office up to this Annual General Meeting, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this Resolution.”

Registered Office:
7E, Neelamber Building
28B, Shakespeare Sarani
Kolkata- 700017
Date: 1st July, 2024

By Order of the Board of Directors

Prachi Jain
Company Secretary

Notes:

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a Member of the Company.
2. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the commencement of the Meeting.
3. A person can act as a Proxy on behalf of the Members not exceeding fifty and holding in aggregate shares not more than ten percent of the total Share Capital of the Company. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person to act as proxy and such person shall not act as proxy for any other person or shareholder.



4. Road-Map to the Venue is annexed hereto.
5. Since Manjushree Khaitan (DIN: 00055898), Chairperson passed away on 16th May, 2024, the note in the Directors' Report regarding her re-appointment as Director, who was due to retire by rotation at the ensuing Annual General Meeting, has not been placed before the Members for approval.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

Jayant Sogani (DIN: 00121433), was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 1st July, 2024. The appointment was based upon a favourable recommendation from the Board's Nomination and Remuneration Committee ("the Committee"). Such recommendation having been accepted by the Board, Jayant Sogani was appointed as an Additional Director from this date.

In addition, the Board being satisfied with the Committee's recommendations that Jayant Sogani could be appointed as an Independent Director, it is proposed that Jayant Sogani, as per the provisions of Section 164(2) of the Act, be appointed as an Independent Director for a period of five years from the conclusion of this Meeting.

Jayant Sogani, as an Independent Director, shall also abide by the Code of Conduct prescribed by the Board for its Members.

The Board is therefore of the opinion that it would be in the interest of the Company to appoint Jayant Sogani as an Independent Director and thus recommends the passing of the Special Resolution set out at Item No. 2 of the AGM Agenda.

No deposit stipulations will be applicable to him as his proposed appointment as Independent Director is upon a favourable recommendation from the Committee. Moreover, the Company has received a Notice from a shareholder proposing his name as a Director.

Except Jayant Sogani, no other Director or Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel have any concern or interest in the Resolution.

The passing of this Resolution does not and will not relate to or affect any other Company.

Item No. 3

Keshav Chhetri (DIN: 02177646), was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 1st July, 2024. The appointment was based upon a favourable recommendation from the Board's Nomination and Remuneration Committee ("the Committee"). Such recommendation having been accepted by the Board, Keshav Chhetri was appointed as an Additional Director from this date. The Board is of the view that he possesses relevant expertise and acumen and it would be in the interest of the Company to appoint him as an Executive Director.

Keshav Chhetri is a Director in Kingfisher Products Private Limited, MSK Travels & Tours Limited, Excursy Solutions Private Limited, Biztalent Consultants Private Limited, Vidula Chemicals and Manufacturing Industries Limited, Jwalamukhi Investment & Trading Co Limited, Euston Industries Limited, Centron Advisory Services Limited, Camden Industries Limited, Biserta Industries Limited, Kudra Investment & Trading Co Limited and Precious Services & Consultancy Limited and he is Business Head - Marketing & Sales in Manjushree Plantations Limited.

Keshav Chhetri is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Companies Act, and is not related to any Director of the Company.

The Board recommends the Resolution at Item No. 3 of the Notice for the approval of shareholders of the Company by way of Ordinary Resolution.

Except Keshav Chhetri, no other Director or Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel have any concern or interest in the Resolution.

The passing of this Resolution does not and will not relate to or affect any other Company.

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7E, Neelamber Building
28B, Shakespeare Sarani
Kolkata- 700017
Date: 1st July, 2024

By Order of the Board of Directors

Prachi Jain
Company Secretary