

## NOTICE

To  
The Members,

NOTICE is hereby given that the 87<sup>th</sup> Annual General Meeting of Manjushree Plantations Limited will be held on Thursday, 18<sup>th</sup> September, 2025 at 12<sup>th</sup> Floor, Industry House, 10 Camac Street, Kolkata-700017 at 11:00 A.M. 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 31<sup>st</sup> March, 2025 along with the Reports of the Board of Directors and Auditors thereon.
2. **Appointment of M/s. B. Choraria & Mates, Bengaluru as the Statutory Auditors of the Company**

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

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, the Company hereby appoints M/s. B. Choraria & Mates, Bengaluru (Reg. No. 0528S) as Statutory Auditors of the Company for the term of five years to hold office from the conclusion of the 87<sup>th</sup> Annual General Meeting till the conclusion of 92<sup>nd</sup> Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company from time to time.”

### Special Business:

3. **Appointment of Mukesh Khaitan (DIN: 09584816) as a 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, Mukesh Khaitan (DIN: 09584816), who was appointed as an Additional Director with effect from 26<sup>th</sup> December, 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 a Non-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.”

4. **Appointment of Pradyumna Kumar Mishra (DIN: 00380437) as a 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, Pradyumna Kumar Mishra (DIN: 00380437), who was appointed as an Additional Director with effect from 21<sup>st</sup> March, 2025 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 a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

5. **Appointment of Abhishek Goenka (DIN: 00522091) as an Independent Director**

“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), Abhishek Goenka (DIN: 00522091) who was appointed as an Additional Director with effect from 21<sup>st</sup> March, 2025, 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

# MANJUSHREE PLANTATIONS LIMITED

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, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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 : 14<sup>th</sup> August, 2025

**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.

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

### Item No. 3

Mukesh Khaitan (DIN: 09584816), was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 26<sup>th</sup> December, 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, Mukesh Khaitan (DIN: 09584816) 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 a Non-Executive Director.

Mukesh Khaitan is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Companies Act, 2013 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 an Ordinary Resolution.

Except Mukesh Khaitan, 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 aspect of the Company.

### Item No. 4

Pradyumna Kumar Mishra (DIN: 00380437) was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 21<sup>st</sup> March, 2025. 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, Pradyumna Kumar Mishra (DIN: 00380437) 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 a Non-Executive Director.

Pradyumna Kumar Mishra is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Companies Act, 2013 and is not related to any Director of the Company.

The Board recommends the Resolution at Item No. 4 of the Notice for the approval of Shareholders of the Company by way of an Ordinary Resolution.



Except Pradyumna Kumar Mishra, 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 aspect of the Company.

#### **Item No.5**

Abhishek Goenka (DIN: 00522091), was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 21<sup>st</sup> March, 2025. 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, Abhishek Goenka (DIN: 00522091) was appointed as an Additional Director from this date.

In addition, the Board being satisfied with the Committee's recommendations that Abhishek Goenka (DIN: 00522091) could be appointed as an Independent Director, it is proposed that Abhishek Goenka (DIN: 00522091) as per the provisions of Section 164(2) of the Companies Act, 2013, be appointed as an Independent Director for a period of five years from the conclusion of this AGM.

Abhishek Goenka (DIN: 00522091), 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 Abhishek Goenka (DIN: 00522091) as an Independent Director and thus recommends the passing of the Special Resolution set out at Item No. 5 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 Nomination and Remuneration Committee. Moreover, the Company has received a Notice from a Shareholder proposing his name as a Director.

Except Abhishek Goenka (DIN: 00522091), 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 aspect of the Company.

Registered Office:  
7E, Neelamber Building  
28B, Shakespeare Sarani  
Kolkata-700017  
Date : 14<sup>th</sup> August, 2025

**By Order of the Board of Directors**

**Prachi Jain**  
Company Secretary