

# MINUTES BOOK

**MOLD-TEK PACKAGING LIMITED,**  
REGD.OFF: Plot # 700, Road No 36 Jubilee Hills,  
Hyderabad - 500 033.

**MINUTES OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 30<sup>TH</sup> SEPTEMBER, 2019 AT BEST WESTERN JUBILEE RIDGE, PLOT. NO. 38 & 39, KAVURI HILLS, ROAD. NO. 36, JUBILEE HILLS, HYDERABAD – 500033 FROM 11.00 A.M. TO 11.50 A.M.**

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## **DIRECTORS PRESENT**

Mr. J. Lakshmana Rao	- Chairman & Managing Director
Mr. A. Subramanyam	- Deputy Managing Director
Mr. Srinivas Madireddy	- Whole Time Director
Mrs. J. Myterayi	- Promoter Director
Mr. I. Eswara Rao	- Non-executive Independent Director
Mr. T. Venkateswara Rao	- Independent Director

## **COMPANY SECRETARY**

Thakur Vishal Singh

## **CHIEF FINANCIAL OFFICER**

Mrs. A. Seshu Kumar

## **STATUTORY AUDITORS**

M. Anandam & Co, Chartered Accountants

## **SCRUTINIZER**

Ashish Kumar Gaggar- Company Secretary in Practice

## **MEMBERS PRESENT:**

73 Members holding 87,74,158 shares were present in person at the 22<sup>nd</sup> Annual General Meeting of the Company.

Election of Chairman:

1. Mr. J. Lakshmana Rao, Chairman of the Board, presided as chairman of the meeting.
2. All the statutory registers, secretarial audit report, auditor's report, Director's report and statutory auditors certificate on ESOP Scheme and ESOS Scheme were available for inspection.

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3. Mr. I. Eswara Rao, Chairman of Audit committee, and Mr. T. Venkateswara Rao, Chairman of Stakeholder Relationship committee and members in Nomination and remuneration committee meeting was present in the meeting.
4. The quorum being present, the Chairman declared the meeting in order and extended welcome to the members at the 22<sup>nd</sup> Annual General Meeting. Further, he has explained reasons for pre-occupation of Directors and their inability to attend the Annual General Meeting.
5. The Notice dated 31<sup>st</sup> August, 2019 calling the Annual General Meeting, as circulated to all the members, was taken as read.
6. The Director's Report, as circulated to all the members was also taken as read.
7. Since there were no qualifications, observations or comments in the Auditors' Report and Secretarial Auditors Report, with the consent of the members the same were taken as read.

Chairman then delivered his speech to the members, highlighted various aspects such as performance of company for the year 2018-19. Then some of the members present at the meeting also sought certain information and clarifications. Chairman provided all the clarifications/information as sought by the shareholders.

After concluding his Speech and after providing clarifications/information as sought by the shareholders, it was informed to the shareholders that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company has extended remote e-voting facility to the members of the Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced from 9.00 a.m. on 26<sup>th</sup> September, 2019 and ended at 5.00 p.m. on 29<sup>th</sup> September, 2019. Ashish Kumar Gaggar, Company Secretary in Practice has been appointed as Scrutinizer for remote e-voting and Poll at Annual General Meeting.

It was further informed that Company is also arranging for Poll on all the 8 resolutions proposed in the Notice of the 22<sup>nd</sup> Annual General Meeting.

It was then informed that "ballot forms" are distributed to the shareholders present and Scrutinizer was requested to help the shareholders for casting their votes through ballot forms and conduct the poll process. Then, the shareholder and the proxies, after getting the "ballot form" exercised their voting as per procedures explained to them by the Scrutinizer.

After ensuring that all the shareholders and proxies, who were present in meeting hall had cast their votes, the Scrutinizer closed the poll. Then, the Scrutinizer took the custody of the polling boxes for counting the votes and submitting the result to the Chairman.

Chairman then announced that the results for both remote e-Voting and through ballot form along with Scrutinizers report, will be placed on website of the company, e-

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voting agency - CDSL and will be intimated to the Stock exchange within 48 hours from the conclusion of the annual general meeting.

Chairman thanked the shareholders for their active support to the Company and declared the formal closure of 22<sup>nd</sup> Annual General Meeting of the Company.

On 1<sup>st</sup> October, 2019 after counting & verification of votes polled through ballot forms, Chairman noted the report on the results of both remote e-voting and poll submitted by the Scrutinizer on all the resolutions placed before the shareholders. The following results were also announced through the website of the company, remote e-voting agency - CDSL, Bombay Stock Exchange and National Stock Exchange.

## ORDINARY BUSINESS:

### ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING AUDITED CONSOLIDATED FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON:

“RESOLVED THAT audited financial statements (including consolidated financial statements) for the financial year ended 31<sup>st</sup> March 2019 together with schedules and notes appended thereto and the report of Directors’ and Auditors’ of the Company be and is hereby received, considered, approved and adopted.”

#### (i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	51	755507	5.50
Remote E-voting	58	12972665	94.50
Total	109	13728172	100

#### (ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Result: The Ordinary resolution was passed as requisite majority of votes were cast/poll in favour of the resolution.



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**ITEM NO. 2: CONFIRMED THE PAYMENT OF INTERIM DIVIDEND PAID DURING THE YEAR AND DECLARED THE FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019:**

**“RESOLVED THAT** pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013, the members hereby confirm payment of interim dividend and declare a final dividend for the financial year 2018-19 at the rate of 40% on the paid-up value of each equity share of the Company be paid to the shareholders whose names appear in the register of members of the Company at the end of the Business Hours on 23<sup>rd</sup> September, 2019 and in respect of shares held in electronic form to those “Deemed Members” whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).”

(i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	51	755507	5.50
Remote E-voting	58	12972665	94.50
Total	109	13728172	100

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Result : The Ordinary resolution was passed as requisite majority of votes were cast/pollled in favour of the resolution.

**ITEM NO. 3: APPOINTED A DIRECTOR IN PLACE OF MR. P. VENKATESHWARA RAO, DEPUTY MANAGING DIRECTOR (DIN: 01254851) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

**“RESOLVED THAT** Mr. P. Venkateshwara Rao, Deputy Managing Director (DIN: 01254851) of the Company retiring by rotation at this Annual General Meeting be and is hereby re-appointed as Director of the Company”.

(i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	51	755507	5.50
Remote E-voting	55	11858958	86.39
Total	106	12614465	91.89

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(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	3	1113707	8.11
Total	3	1113707	8.11

Result : The Ordinary resolution was passed as requisite majority of votes were cast/pollled in favour of the resolution.

#### **ITEM NO. 4: RATIFICATION OF APPOINTMENT OF AUDITORS:**

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 22<sup>nd</sup> September, 2017, the appointment of M. Anandam & Co., Chartered Accountants (Firm Registration No. 000125S) as the auditors of the Company to hold office till the conclusion of the 25<sup>th</sup> AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31<sup>st</sup> March, 2022, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid as may be agreed upon between the auditors and the audit committee / Board of Directors.”

(i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	51	755507	5.50
Remote E-voting	56	12972605	94.50
Total	107	13728112	100

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	Nil	Nil	Nil
Remote E-voting	2	60	Negligible
Total	2	60	Negligible

Result : The Ordinary resolution was passed as requisite majority of votes were cast/pollled in favour of the resolution.



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## SPECIAL BUSINESS

**ITEM NO. 5: RE-APPOINTED MR. TALUPUNURI VENKATESWARA RAO (DIN: 00572657) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Talupunuri Venkateswara Rao (DIN: 00572657), Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, consent of the Company be and is hereby accorded for re-appointment of Mr. Talupunuri Venkateswara Rao (DIN: 00572657) as an Independent Non- Executive Director of the Company to hold office for second term of five consecutive years w.e.f. 30<sup>th</sup> September, 2019 to 29<sup>th</sup> September, 2024 and whose office shall not be liable to retire by rotation.”

(i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	51	755507	5.50
Remote E-voting	55	12097152	88.12
Total	106	12852659	93.62

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	Nil	Nil	Nil
Remote E-voting	3	875513	6.38
Total	3	875513	6.38

Result : The Special resolution was passed as requisite majority of votes were cast/pollled in favour of the resolution.

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**ITEM NO. 6: RE-APPOINTMENT OF MR. VENKATA NEELADRI VARMA NADIMPALLI (DIN: 02861521) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkata Neeladri Varma Nadimpalli (DIN: 02861521), Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, consent of the Company be and is hereby accorded for re-appointment of Mr. Venkata Neeladri Varma Nadimpalli (DIN: 02861521) as an Independent Non- Executive Director of the Company to hold office for second term of five consecutive years w.e.f. 30th September, 2019 to 29th September, 2024 and whose office shall not be liable to retire by rotation.”

(i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	51	755507	5.50
Remote E-voting	49	8608404	62.71
Total	100	9363911	68.21

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	Nil	Nil	Nil
Remote E-voting	9	4364261	31.79
Total	9	4364261	31.79

**Result: The Special resolution was not passed as requisite majority of votes were not cast/pollled in favour of the resolution.**

**ITEM NO. 7: RATIFIED THE REAPPOINTMENT OF MRS. J. MYTRAEYL, NON-EXECUTIVE PROMOTER DIRECTOR (DIN:01770112):**

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the amended regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s)



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or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded towards the ratification of appointment of Mrs. J. Mytraeyi, (DIN:01770112), who was appointed as Non-Executive Promoter Director of the Company through retire by rotation in the 21st Annual General Meeting held on 29th September, 2018 with retrospective effect from 1st April, 2019 to continue and hold the office as Non-Executive Promoter Director on the Board of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

(i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	51	755507	5.50
Remote E-voting	53	10746505	78.28
Total	104	11502012	83.78

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	4	2226150	16.22
Total	4	2226150	16.22

Result : The Special resolution was passed as requisite majority of votes were cast/pollled in favour of the resolution.

## **ITEM NO. 8: APPOINTMENT OF MR. DURGA SUNDEEP ADIVISHNU TO HOLD OFFICE OR PLACE OF PROFIT:**

**“RESOLVED THAT** pursuant to the provisions of Sections 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014 as amended from time to time, the consent of the Company be and is hereby accorded for continuing to hold office or place of profit under the company by Mr. Durga Sundeep Adivishnu, Vice President, who is a relative of Mr. Subramanyam Adivishnu, Deputy Managing Director and A. Seshu Kumari, Chief Financial Officer with such designation and remuneration as board may decide from time to time, subject to monthly remuneration not exceeding Rs. 4,50,000 per month including all perquisites with effect from 1st October, 2019.





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**RESOLVED FURTHER THAT** Mr. Durga Sundeep Adivishnu shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by him in connection with the Company's business.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized and empowered as and when they may determine and deem fit and proper, to revise the above terms of remuneration and to promote / re-designate him to higher grade(s) / scale(s) with all perquisites, usual allowances, incentives, facilities and benefits as applicable to such grade(s) / scale(s) within the above limit of remuneration without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

(i) Voted in favour of the resolution

Particulars	No. of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	49	265432	5.07
Remote E-voting	37	4091026	78.19
Total	86	4356458	83.26

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	Nil	Nil	Nil
Remote E-voting	3	875513	16.74
Total	3	875513	16.74

Result : The Ordinary resolution was passed as requisite majority of votes were cast/pollled in favour of the resolution.

No votes were found invalid for all the resolutions in items No 1 to 8 of the notice of 22<sup>nd</sup> Annual General meeting.

The resolution on item No. 1,2,3,4,5,7 and 8 of the notice to the AGM, were passed with the requisite majority (**except resolution no. 6**) of the notice of 22<sup>nd</sup> Annual General meeting of the Company stood deemed to be passed on 30<sup>th</sup> September, 2019, being the date of the relevant Annual General Meeting of the members. There being no other business to transact, the meeting concluded with vote of thanks to the Chair.

PLACE: Hyderabad

DATE: 11/10/2019



CHAIRMAN