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# MOLD-TEK

## Packaging Limited

(Formerly known as Moldtek Plastics Ltd.)

16<sup>th</sup> December, 2021

To, The Manager, Department of Corporate Services, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001. Scrip Code : 533080	To, The Manager, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051. Ref: MOLDTKPAC - EQ
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Dear Sir,


**Sub: Minutes of the Extra-Ordinary General Meeting held on 6<sup>th</sup> December, 2021 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Mold-Tek Packaging Limited.**

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the Minutes of the Extra-Ordinary General Meeting held on 6<sup>th</sup> December, 2021.

This is for your information and records.

Thanking you,

**For MOLD-TEK PACKAGING LIMITED**

  
**Thakur Vishal Singh**  
Company Secretary



Corporate Office :

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Website : www.moldtekgroup.com CIN No: L21022TG1997PLC026542

# MINUTES BOOK

**MOLD-TEK PACKAGING LIMITED,**  
Registered office: 8-2-293/82/A/700,, Ground Floor, Road No 36, Jubilee Hills,  
Hyderabad, Telangana - 500 033.

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 6<sup>TH</sup> DECEMBER, 2021, THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) COMMENCED AT 11.30 A.M. AND CONCLUDED AT 11.55 A.M.**

## **DIRECTORS PRESENT PHYSICALLY**

Mr. J. Lakshmana Rao	- Chairman & Managing Director
Mr. A. Subramanyam	- Deputy Managing Director
Mr. P. Venkateswara Rao	- Deputy Managing Director
Mr. Srinivas Madireddy	- Whole Time Director
Mr. Dhanraj Tirumala	- Non-executive Independent Director

## **DIRECTORS PRESENT THROUGH VC**

Mr. I. Eswara Rao	- Non-executive Independent Director
Mr. T. Venkateswara Rao	- Non-executive Independent Director
Mrs. Madhuri VRV	- Non-executive Independent Woman Director
Mr. Venkata Appa Rao Kotagiri	- Non-executive Independent Director

## **COMPANY SECRETARY**

Mr. Thakur Vishal Singh

## **CHIEF FINANCIAL OFFICER**

Mrs. A. Seshu Kumari

## **SCRUTINIZER**

Mr. Ashish Kumar Gaggar- Company Secretary in Practice- Through VC

## **MEMBERS PRESENT:**

46 Members were present through Physical/Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) in the ExtraOrdinary General Meeting of the Company.

## **Election of Chairman:**

1. Mr. J. Lakshmana Rao, Chairman of the Board, presided as the chairman of the meeting.



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2. Mr. I. Eswara Rao, Chairman of Audit committee, and Mr. T. Venkateswara Rao, Chairman of Stakeholder Relationship committee and Mr. Venkata Appa Rao Kotagiri Chairman of Nomination and remuneration committee meeting were present at the meeting.
3. The quorum being present, the Company Secretary declared the meeting in order and extended welcome to the members at the Extra-Ordinary General Meeting.
4. Further, the Company Secretary informed the members that Extra-Ordinary General Meeting of Mold-Tek Packaging Limited is conducted through Video Conferencing /Other Audio Video Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI.
5. The Notice dated 11<sup>th</sup> November, 2021, calling the Extraordinary General Meeting, as circulated to all the members through e-mails, was taken as read.

Chairman then delivered his speech to the members and highlighted various aspects such as performance of company. Then some of the members attending the meeting who were registered as speakers, raised few questions, and 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 Extra-Ordinary General Meeting. The remote e-voting commenced from 9.00 a.m. on 2<sup>nd</sup> December, 2021 and ended at 5.00 p.m. on 5<sup>th</sup> December, 2021. Mr. Ashish Kumar Gaggar, Company Secretary in Practice had been appointed as Scrutinizer for remote e-voting for ensuing Extra-Ordinary General Meeting.

Chairman then announced that the results for e-Voting, which along with Scrutinizer's report will be placed on website of the company, e-voting agency - CDSL and will be intimated to the Stock exchange within two working days from the conclusion of the Extra-Ordinary General Meeting.

Chairman thanked the shareholders for their active support to the Company and declared the formal closure of Extra-Ordinary General Meeting of the Company.

On 6<sup>th</sup> December, 2021, after counting & verification of votes through e-voting, Chairman noted the report on the results of e-voting 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.





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## Resolution No. 1: SPECIAL RESOLUTION

### RAISING OF FUNDS UPTO RS.150 CRORES THROUGH ISSUE OF SECURITIES:

**“RESOLVED THAT** pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force (**“the Companies Act, 2013”**), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“SEBI ICDR Regulations”**), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003, Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations 2011, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management (Debt Instruments) Rules, 2019, (collectively **“FEMA”**) as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India (**“GOI”**), Ministry of Finance (Department of Economic Affairs) (**“MoF”**), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), the stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**), the Registrar of Companies, Telangana at Hyderabad (**“ROC”**) and/or any other regulatory/ statutory/appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, MoF, SEBI, Stock Exchanges, MCA, ROC and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed, stipulated or imposed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the **“Board”** which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers), the approval of the shareholders be and is hereby accorded to the Board and the Board in its absolute discretion, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts (**“GDRs”**), American Depository Receipts (**“ADRs”**), Foreign Currency Convertible Bonds (**“FCCBs”**), other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as **“Securities”**) or any combination of Securities, up to Rs.150 Crores (Rupees One Hundred and Fifty Crores only) or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at



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a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, and/or by way of a public or private placement including but not limited to Qualified Institutions Placement (“QIP”) such number of equity shares, or any other equity related instrument of the Company including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement in accordance with Chapter VI of the SEBI ICDR Regulations, and /or preferential issue in accordance with Chapter V of the SEBI ICDR Regulations and/or other kind of public issue and /or private placement or through a combination of the foregoing as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate, and as may be permitted under applicable law from time to time.

**RESOLVED FURTHER THAT** in the event the Securities or a combination thereof is made by way of a Qualified Institutions Placement in terms of the Chapter VI of SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in the event the Securities or a combination thereof is made by way of a Qualified Institutions Placement, the Board may, at its sole discretion, offer a discount of not more than five percent (or such other percentage as permissible under applicable law) on such price so calculated in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, in the event the Equity Shares are issued to QIBs by way of QIP, in terms of Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, and in the event that eligible convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such convertible securities shall be the date of the meeting in which the board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.



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**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI through its various departments, or any other regulator and subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects except that the Investors who are allotted Equity Shares in the Issue will be entitled to participate in dividends, if any, declared by the Company after the allotment of Equity Shares in the QIP offering in compliance with the Companies Act, 2013, the equity listing agreement and other applicable laws and regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions: -

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced protanto;
- b. in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.
- d. in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board (or committee appointed by it thereof) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), including any addenda or corrigenda thereto, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage/appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution.”

	Remote e-voting		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No members	No. of votes casted	
<b>Votes in favour of the resolution</b>							
Fully Paid-up	119	17162384	1	2	120	17162386	100%
Partly Paid-up*	4	3	NIL	NIL	4	3	Negligible
<b>Total</b>	<b>123</b>	<b>17162387</b>	<b>1</b>	<b>2</b>	<b>124</b>	<b>17162389</b>	<b>100%</b>



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	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No of members	No.of votes casted	
Votes against the resolution							
Fully Paid-up	2	4	NIL	NIL	2	4	Negligible
Partly Paid-up*	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	2	4	NIL	NIL	2	4	Negligible

\*Voting rights on partly paid-up equity shares have been taken in proportion to the amount paid-up on the face value of the Shares i.e. @ 25% of the face value of the equity shares.

**Result:** The Special resolution was passed as requisite majority of votes were casted in favour of the resolution

**Resolution No. 2: SPECIAL RESOLUTION**

**APPOINTED MRS. J MYTRAEYI (DIN: 01770112) AS DIRECTOR, UNDER NON-EXECUTIVE, NON-INDEPENDENT PROMOTER DIRECTOR CATEGORY.**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, , (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and the relevant provisions of the Articles of Association of the Company and noting of notice received in writing under Section 160(1)of the Act from a Member signifying her intention to propose Mrs. J Mytraeyi’s candidature for the office of Director and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the company, the consent of the Members be and is hereby accorded to appoint Mrs. J Mytraeyi (DIN: 01770112), as a Non-executive, Non-Independent Promoter Director, liable to retire by rotation, with effect from 6th December, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to sign and submit necessary E- Form with the Registrar of Companies, Telangana and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”



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	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No members	No. of votes casted	
Votes in favour of the resolution							
Fully Paid-up	107	14330663	1	2	108	14330665	83.50%
Partly Paid-up*	4	3	NIL	NIL	4	3	Negligible
Total	111	14330666	1	2	112	14330668	83.50%

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No of members	No. of votes casted	
Votes against the resolution							
Fully Paid-up	14	2831725	NIL	NIL	14	2831725	16.50%
Partly Paid-up*	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	14	2831725	NIL	NIL	14	2831725	16.50%

*\*Voting rights on partly paid-up equity shares have been taken in proportion to the amount paid-up on the face value of the Shares i.e. @ 25% of the face value of the equity shares.*

**Result:** The Special resolution was passed as requisite majority of votes were casted in favour of the resolution.

No votes were found invalid for the resolutions in items No 1 to 2 of the notice of Extra-ordinary General meeting.

The resolution on item No. 1 to 2 of the notice to the EGM, were passed with the requisite majority of the notice of Extra-ordinary General meeting of the Company stood deemed to be passed on 6<sup>th</sup> December, 2021, being the date of the relevant Extra-ordinary General Meeting of the members. There being no other business to transact, the meeting concluded with vote of thanks to the Chair.

Date: 16/12/2021.  
Place: Hyderabad

  
CHAIRMAN