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Certification

MOLD-TEK
Packaging Limited
(Formerly known as Moldtek Plastics Ltd.)

26th August, 2016

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 India of Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051. Ref: MOLDTKPAC - EQ

Dear Sir,

Sub: Book Closure Intimation, E-Voting and Cut-off date - Notice of 19th Annual General Meeting

With reference to the above subject, and outcome of Board Meeting dated 1st August, 2016, please find enclosed a copy of Notice of 19th Annual General Meeting of the Company to be held on Monday, 19th September, 2016, at 11:00 a.m. at Best Western Jubilee Ridge, Plot No. 38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana.

Further the Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2016 to 19th September, 2016 (both days inclusive) for the purpose of payment of Final Dividend & 19th Annual General Meeting.

The Company as required under Regulation 44 of SEBI (LODR) Regulations, 2015, is providing electronic voting (e-voting) facility to the members through electronic voting platform of Central Depository Services Limited (CDSL). Members holding share either in physical or demat mode as on the **cut-off date, i.e., 12th September, 2016** may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence **from 16th September, 2016 at 9.00 A.M and ends on 18th September, 2016 at 5:00 P.M.**

Thanking you,

for MOLK-TEK PACKAGING LIMITED

Priyanka

(PRIYANKA RAJORA)
COMPANY SECRETARY &
COMPLIANCE OFFICER

Mold-Tek Packaging Limited
Hyderabad

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Mold-Tek Packaging Limited will be held on **Monday, 19th September, 2016, at 11:00 a.m. at Best Western Jubilee Ridge, Plot No. 38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.

2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year ended 31st March, 2016.

3. To appoint a Director in place of P. Venkateswara Rao, Director (DIN: 01254851) who retires by rotation and being eligible, offers himself for re-appointment.

4. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, the appointment of M/s. Praturi & Sriram, Chartered Accountants, Hyderabad (ICAI Firm Registration No. 002739S), as Auditors of the Company, by resolution passed at the 17th Annual General Meeting of the Company, to hold office from the conclusion of the 17th Annual General Meeting until the conclusion of the 20th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 19th Annual General Meeting until the conclusion of the 20th Annual General Meeting and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee, in consultation with the Auditors."

SPECIAL BUSINESS

5. **Issue 3,00,000 equity shares to the eligible employees of the Company under 'MTPL Employees Stock Option Scheme-2016'**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the Regulations'), Foreign Exchange Management Act, 1999 and rules & regulations framed there under and such other applicable laws (including any statutory modifications or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute, hereinafter referred to as 'the Committee,' to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to introduce, offer, issue and allot up to 3,00,000 equity shares of face value of ₹5 each, from time to time in one or more tranches for the benefit of employees as defined in the Regulations as may be amended from time to time, under a Scheme titled **'MTPL Employees Stock Option Scheme-2016'** (hereinafter referred to as **'MTPL ESOS-2016'**), on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee in accordance with the provisions of the law or regulations issued by the relevant authority.

"RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee be and is hereby authorized to make any modifications, change(s), variations(s), alteration(s) or revision(s) in the terms and conditions of **'MTPL ESOS -2016'** from time to time including, but not limited to, amendment(s) with

respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise '**MTPL ESOS-2016.**'

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, stock-split, consolidation, sale of division of the Company and or any other re-structuring, the Board/ Nomination and Remuneration Committee is 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 under the Scheme are passed on to the employee.

"RESOLVED FURTHER THAT all the new equity shares to be issued and allotted as aforesaid shall rank *pari passu* including dividend *inter se* with the then existing equity shares of the Company in all respects.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under '**MTPL ESOS-2016**' on the stock exchanges as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges concerned, the guidelines and other applicable laws and regulations.

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹5 per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

6. **Issue equity shares to the eligible employees of the Company's subsidiary company(ies) under 'MTPL Employees Stock Option Scheme-2016'**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the Regulations'), Foreign Exchange Management Act, 1999 and rules & regulations framed there under and such other applicable laws (including any statutory modifications or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (herein after referred to as 'the Board' which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute, hereinafter referred to as 'the Committee,' to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to introduce, offer, issue, and allot up to 3,00,000 equity

shares of face value of ₹5 each, from time to time in one or more tranches, as mentioned in Resolution No. 5 of this notice, for the benefit of employees as defined in the Regulations as may be amended from time to time, of any existing or future subsidiary companies of the Company, under a Scheme titled '**MTPL Employees Stock Option Scheme-2016,**' (hereinafter referred to as '**MTPL ESOS-2016**'), on such terms and conditions as may be fixed or determined by the nomination and remuneration committee in accordance with the provisions of the law or regulations issued by the relevant authority.

"RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee be and is hereby authorized to make any modifications, change(s), variations(s), alteration(s) or revision(s) in the terms and conditions of '**MTPL ESOS -2016**' from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise '**MTPL ESOS -2016.**'

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, stock-split, consolidation, sale of division of the Company and or any other re-structuring, the Board/ Nomination and Remuneration Committee is 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 under the Scheme are passed on to the employee.

"RESOLVED FURTHER THAT all the new equity shares to be issued and allotted as aforesaid shall rank *pari passu* including dividend *inter se* with the then existing equity shares of the Company in all respects.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under 'MTPL ESOS-2016' on the stock exchanges as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges concerned, the guidelines and other applicable laws and regulations.

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹5 per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

7. **Approve revision in remuneration payable to A. Seshu Kumari holding office or place of profit**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 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 A. Seshu Kumari, Finance Controller and Chief Financial Officer, who is a relative of J. Lakshmana Rao, Chairman & Managing Director, A. Subramanyam,

Deputy Managing Director, and J. Mytraeyi, Director, with such designation and remuneration as the Board may from time to time decide subject to monthly remuneration not exceeding ₹5,00,000 (Rupees Five lakhs only) including all perquisites with effect from 1st October, 2016.

"RESOLVED FURTHER THAT A. Seshu Kumari shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by her 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 her 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 authorized 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."

8. **Approve revision in remuneration payable to J. Navya Mythri, holding office or place of profit**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an O**rdinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 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 J. Navya Mythri, Assistant Finance Controller, who is a relative of J. Lakshmana Rao, Chairman & Managing Director with such designation and remuneration as Board may from time to time decide subject to monthly remuneration not exceeding ₹4,50,000 (Rupees Four lakhs fifty thousand only) including all perquisites with effect from 1st October, 2016.

"RESOLVED FURTHER THAT J. Navya Mythri shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by her 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 her 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 authorized 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."

9. **Approve revision in remuneration payable to Kavya Sarraju, holding office or place of profit**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

"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 to hold office or place of profit under the Company by Kavya Sarraju, Manager - Marketing & Co-ordination, who is a relative of J. Lakshmana Rao, Chairman & Managing Director with such designation and remuneration as Board may from time to time decide subject to monthly remuneration not exceeding ₹4,50,000, (Rupees Four lakhs fifty thousand only) including all perquisites with effect from 1st October, 2016.

"RESOLVED FURTHER THAT Kavya Sarraju shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by her 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 her 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 authorized 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."

By Order of the Board
for **MOLD-TEK PACKAGING LIMITED**

J. LAKSHMANA RAO
Chairman & Managing Director
DIN: 00649702

Hyderabad
1st August, 2016

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**

   A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items 5 to 9 is annexed.

4. In terms Articles of Association of the Company, P. Venkateswara Rao, Director (DIN: 01254851) of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Information about the Director as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is contained in the statement annexed hereto. The Board of Directors of the Company recommends the re-appointment of P. Venkateswara Rao, Director. P. Venkateswara Rao, Director has furnished the requisite declarations for his re-appointment.

5. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.

7. Register of Members and Share Transfer Books of the Company will remain closed from **13th September, 2016 to 19th September, 2016** (both days inclusive) for the purpose of payment of dividend. The dividend declared at the Annual General Meeting will be paid to the Members whose names appear in the Register of Members of the Company as at the end of the Business Hours on **12th September, 2016** 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).

8. Members are requested to notify change of address, if any, with pin code to the Company or to its Registrar and Share Transfer Agents quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.

9. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Secretarial and Investor Relation Departments so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).

10. Individual shareholders can avail the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be nominee provided the name of the guardian is provided in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu undivided family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact the Registrar and Share Transfer Agents of the Company, M/s. XL Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana.

11. Members may please take note that the Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/Registrar and Transfer Agents of the Company for registration of transfer of shares in the physical mode.

12. Members are requested to note that as per Section 205A of the Companies Act,1956 dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established under Section 205C of the Act. Members who have not yet encashed the dividend warrant(s) for the year 2008-09 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie with the Company in respect of such amount. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th September, 2015 (i.e. date of last Annual General Meeting) on the website of the Company (**www.moldtekgroup.com**) and also filed the same with the Ministry of Corporate Affairs.

13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting. All relevant documents referred in the Notice and the Explanatory Statement shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10:00 a.m. to 6:00 p.m.) on all working days (except Saturdays) up to the date of AGM of the Company.

14. A route map showing direction to reach the venue of 19th Annual General Meeting is provided in the Annual Report as per the requirement of the Secretarial Standard-2 on General Meetings.

15. The Certificate from the Auditors of the Company on implementation of Scheme in pursuance of Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 stating compliance as per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999, as amended, from time to time and resolution of the Company passed in the general meeting, will be available for inspection by the Members at the AGM.

16. The Ministry of Corporate Affairs, Government of India (vide its Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively) has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of notices/documents/annual reports, etc. to the shareholders through electronic medium. Further, pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant rules made there under, companies can serve annual report and other communications through electronic medium. In view of the above, the Company will send notices/ documents/annual reports, etc. to the shareholders

through E-mail, wherever the E-mail addresses are available; and through permitted modes of service where E-mail addresses have not been registered. **Accordingly, Members are requested to support this initiative by registering their E-mail addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agents, M/s. XL Softech Systems Limited.**

Voting through electronic means

1. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically.

2. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is annexed to the Notice.

3. Mr. Ashish Gaggar, Practicing Company Secretary (Membership No. FCS 6687) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

4. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

5. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through poll paper shall be treated as invalid.

6. The e-voting period commences on **16th September, 2016 at 9:00 a.m.** and ends on **18th September, 2016 at 5:00 p.m.** During this period, Members holding shares either in physical form or demat form, as on **12th September, 2016,** i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

7. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. **12th September, 2016,** only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

8. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting, then you can use your existing User ID and password for casting your vote.

9. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.

10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.moldtekgroup.com and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

11. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

The instructions for Members for voting electronically are as under:

i. The voting period begins on **16th September, 2016 at 9:00 a.m.** and ends on **18th September, 2016 at 5:00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **12th September, 2016,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the website: www.evotingindia.com

iii. Click on Shareholder's Tab.

iv. Now, enter your User ID

a. For CDSL: 16 digits beneficiary ID;

b. For NSDL: 8 character DP ID followed by 8 digits Client ID;

c. Members holding shares in physical form should enter folio number registered with the Company.

v. Next, enter the image verification as displayed and click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user, follow the steps given below:

For Members holding shares in demat form and physical form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/depository participant are requested to use the sequence number which is printed on postal ballot/attendance slip indicated in the PAN field. ● In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend bank details	Enter the dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio. ● Please enter the DOB or dividend bank details in order to login. If the details are not recorded with the Depository or Company please enter the member ID/folio number in the dividend bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on 'SUBMIT' tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant MOLD-TEK PACKAGING LIMITED on which you choose to vote.

xii. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

xiii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire resolution details.

xiv. After selecting the resolution you have decided to vote on, click 'SUBMIT.' A confirmation box will be displayed. If you wish to confirm your vote, click 'OK', else to change your vote, click 'CANCEL' and accordingly modify your vote.

xv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking 'Click here to print' option on the voting page.

xvii. If demat account holder has forgotten the same password then enter the User ID and the image verification code and click Forgot Password & enter the details as prompted by the system.

xviii. Note for non-individual shareholders and custodians:

● Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to and register themselves as corporates.

- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at under help section or you can also contact on below mentioned details:

Contact details for queries relating to e-voting:
Mr. Mehboob Lakhani, Assistant Manager
Central Depository Services (India) Limited
16th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001.
E-mail ID: helpdesk.evoting@cdslindia.com
Phone: 1800 200 5533

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Items 5 & 6

Human resource plays a vital role in the growth and success of an organization. The Board has identified the need to reward the employees and to enable them to participate in the future growth and financial success of the Company, has proposed to offer the employees an option to acquire the equity shares of the Company under Employees Stock Option Scheme (ESOS) formulated in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the Regulations'). The Board has reserved an appropriate number of equity shares under the ESOS to be allotted against the stock options to be granted to the employees of the Company. The Board has duly approved the MTPL Employees Stock Option Scheme-2016 at its meeting held on 1st August, 2016.

The Company has constituted a Nomination and Remuneration Committee to administer the Stock Option Scheme of the Company.

The salient features of the 'MTPL Employees Stock Option Scheme-2016' are as under:

1. **Brief description of the 'MTPL Employees Stock Option Scheme-2016'**

   The Company proposes to introduce the MTPL Employees Stock Option Scheme-2016 for the benefit of the existing permanent employees of the Company and its subsidiary company(ies), employees joining the Company or its subsidiary company(ies) in future, its directors, and such other persons/entities as may be prescribed by Securities and Exchange Board of India (SEBI) from time to time, and in accordance with the provisions of prevailing regulations including the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

   The Nomination and Remuneration Committee (by whatever name called) of the Company shall act as a Compensation Committee for administration of the Scheme.

   The Scheme shall be administered by the Nomination and Remuneration Committee. All questions of interpretation of the Scheme shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all persons having an interest in Scheme.

2. **Total number of Options to be granted**

   a. The Nomination and Remuneration Committee/ Board shall grant up to 3,00,000 options under the ESOS, in addition to which it may also re-issue the lapsed/forfeited options.

   b. Each option granted, shall entitle the employee to apply for and be allotted one equity share of the Company subject to the fulfillment of vesting requirements.

   c. Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.

3. **Classes of employees entitled to participate in the MTPL Employees Stock Option Scheme-2016**

   The following employees shall be entitled to participate in the Scheme:

   i. a permanent employee of the Company who has been working in India or outside India; or

   ii. a director of the Company, whether a whole-time director or not but excluding an independent director; or

   iii. an employee as defined in clauses (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company but does not include -

      a. an employee who is a promoter or a person belonging to the promoter group; or

      b. a director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company; or

      c. any other employee as may be defined by SEBI in this regard.

4. **Requirements of vesting and period of vesting, maximum period within which the options shall be vested**

   Grant date of the options shall be the date of meeting of the Nomination and Remuneration Committee/the Board in which the options are granted to the employees.

   There shall be a minimum period of one year between the grant of options and vesting of options.

   Vesting period shall commence on the expiry of one year from the Grant date and shall extend up to 8 years from the date of grant as per vesting schedule. The option may vest in tranches subject to the terms and conditions as may be stipulated by the Board/the Nomination and Remuneration Committee. The vesting dates in respect of the options granted under the Scheme shall be determined by the Nomination and Remuneration Committee/Board and may vary from an employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

   The vesting requirements shall, *inter alia* consist of satisfactory performance of the employees, their continued employment in the Company and such other reasonable requirements as may be specified by the Compensation Committee.

5. **Exercise price or pricing formula**

   a. Exercise price for the purpose of the grant of options shall be the price as reduced up to a maximum of 50% of the closing market price of the equity shares of the Company available on the stock exchange on which the shares of the Company are listed on the date immediately preceding the grant date, subject to minimum of the face value of the equity shares. If equity shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the closing market price.

   b. The employee shall bear all tax liabilities in relation to grant of options.

   c. The exercise price may vary between grant of options to different set of employees of Mold-Tek Packaging Limited and its subsidiaries.

6. **Exercise period and process of exercise**

   Option can be exercised by submitting requisite application form to the Company within a period of 2 months for each tranche as per vesting schedule from the date of vesting and paying the exercise price at the time of making of such application, in the manner prescribed by the Nomination and Remuneration Committee.

   The Nomination and Remuneration Committee/Board shall decide the exercise period from time to time which can be extended up to 2 years from the vesting date(s).

7. **Appraisal process for determining the eligibility of the employees**

   The Nomination and Remuneration Committee shall decide number of options to be granted to the eligible employees based on an appraisal process consisting, *inter alia*, of the employee's grade, years of service, present performance and potential, conduct and such other factors as may be specified by the Nomination and Remuneration Committee.

8. **Maximum number of options to be granted per employee**

   Maximum number of options to be issued per employee per year shall not exceed 1% of the issued capital of the Company except with the approval of the Company in the general meeting.

9. **Maximum quantum of benefits to be provided per employee under a scheme**

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of sale of shares.

10. **Scheme implementation**

The Scheme shall be implemented and administered directly by the Company. In case the Company wishes otherwise, it may be intimated to the shareholders in due course as per applicable laws.

11. **Source of acquisition of shares under the Scheme**

The Scheme contemplates fresh/new issue of shares by the Company.

12. **Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.**

This is currently not contemplated under the present Scheme.

13. **Maximum percentage of secondary acquisition**

This is not relevant under the present Scheme.

14. **Accounting and disclosure policies**

The Company shall conform to the accounting policies specified in Regulation 15 of the regulations applicable to the ESOS.

15. **Method of option valuation**

The Company will adopt the intrinsic value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be determined by the Nomination and Remuneration Committee and as may be permitted under the Regulations.

16. **Declaration**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share of the Company shall be disclosed in the Directors' report.

The Board/Nomination and Remuneration Committee shall have absolute authority to vary or modify the terms of the ESOS in accordance with the SEBI Regulations applicable to the ESOS from time to time, provided such variation or modification is not detrimental to the interests of the eligible employees.

As per Regulation 6(1) of the Regulations, any Employees Stock Option Scheme must be approved by way of a special resolution. Further, as the Scheme will entail further shares to be offered to persons other than existing Members of the Company, consent of the Members is required for issue of the equity shares and/or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.

ESOP Regulations also require separate approval of Members by way of special resolution to grant stock options to the employees of holding and/or subsidiary companies. Accordingly, a separate resolution under Item 6 is proposed to extend the benefits of MTPL Employees Stock Option Scheme-2016 to the employees of subsidiary company (ies) as may be decided by the Nomination and Remuneration Committee from time to time under applicable laws.

The options to be granted/shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

A copy of the draft MTPL ESOS 2016 will be available for inspection on all working days (Monday to Friday) between 11:00 a.m. and 1:00 p.m. at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under MTPL Employees Stock Option Scheme-2016.

The Board recommends passing of the resolution(s) as set out under Items 5 and 6 for approval of the Members as special resolution(s).

Item 7

The Members of the Company had passed special resolution, pursuant to erstwhile Section 314(1B) of the Companies Act, 1956 at the 16th Annual General Meeting held on 30th September, 2013, revising the remuneration payable to A. Seshu Kumari, to provide monthly remuneration not exceeding ₹2,45,000 per month including all perquisites.

A. Seshu Kumari has been looking after the finance activities

of the Company for the past 25 years. She has ample experience in the field of accounts and finance. Considering her vast and rich experience and increased growth of the Company, the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meeting held on 1st August, 2016 approved the revision in remuneration payable to A. Seshu Kumari with effect from 1st October, 2016, subject to approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

A. Seshu Kumari is in the exclusive employment of the Company and will not hold a place of profit in any other company.

The proposed remuneration of A. Seshu Kumari, who has been the Finance Controller and promoted as Chief Financial Officer, for more than 7 years with 25 years of experience, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	**A. Seshu Kumari**
Name of the director or key managerial personnel who is related	J. Lakshmana Rao, A. Subramanyam and J. Mytraeyi
Nature of relationship	a. J. Lakshmana Rao, Chairman and Managing Director - Brother b. A. Subramanyam, Deputy Managing Director - Spouse c. J. Mytraeyi, Director - Mother
Nature, material terms, monetary value and particulars of the contract or arrangement	A. Seshu Kumari, is holding the office or place of profit as Chief Financial Officer of the Company. Her remuneration is proposed to be revised as per the terms set out in the resolution given at Item 7.
Any other information relevant or important for the Members to take a decision on the proposed resolution	Not applicable

Except A. Seshu Kumari, J. Lakshmana Rao, A. Subramanyam and J. Mytraeyi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item 7 for approval of the Members as Ordinary resolution(s).

No Member of the Company who is related party shall vote to approve the ordinary resolution.

Item 8

The members of the Company had passed special resolution, pursuant to erstwhile Section 314(1B) of the Companies Act, 1956 at the 16th Annual General Meeting held on 30th September, 2013, revising the remuneration payable to J. Navya Mythri, to provide monthly remuneration not exceeding ₹2,45,000 per month including all perquisites.

J. Navya Mythri has been looking after the accounting activities of the Company and is responsible for supervising accounts and financial matters of our Company. She is a qualified Chartered Accountant and is a member of the Institute of Chartered Accountants of India.

The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 1st August, 2016 approved the revision in remuneration payable to J. Navya Mythri with effect from 1st October, 2016, subject to the approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

J. Navya Mythri is in the exclusive employment of the Company and will not hold a place of profit in any other company.

The proposed remuneration of J. Navya Mythri, who has been Assistant Finance Controller with 4 years of work experience, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	**J. Navya Mythri**
Name of the director or key managerial personnel who is related	J. Lakshmana Rao
Nature of relationship	J. Lakshmana Rao, Chairman and Managing Director - Father
Nature, material terms, monetary value and particulars of the contract or arrangement	J. Navya Mythri, is holding the office or place of profit as Assistant Financial Controller of the Company. Her remuneration is proposed to be revised as per the terms set out in the resolution given at Item 8.
Any other information relevant or important for the Members to take a decision on the proposed resolution	Not applicable

Except J. Lakshmana Rao and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item 8 for approval of the Members as Ordinary resolution(s).

No Member of the Company who is related party shall vote to approve the ordinary resolution.

Item 9

Kavya Sarraju, is a post graduate in Master of Business Administration - Marketing from Symbiosis Institute of Business Management, Pune. She has over 4 years of experience in the field of marketing having worked with FMCG firms. She has been associated with Mold-Tek Group since 2014. She is appointed as Manager- Marketing & Co-ordination with effect from 1st January, 2016 in Mold-Tek Packaging Limited and is involved mainly in new business development.

The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 1st August, 2016 approved remuneration to Kavya Sarraju with effect from 1st October, 2016, subject to approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

Kavya Sarraju is in the exclusive employment of the Company and will not hold a place of profit in any other company.

The proposed remuneration of Kavya Sarraju, who has been the Manager - Marketing & Co-ordination, having more than 4 years of experience, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	**Kavya Sarraju**
Name of the director or key managerial personnel who is related	J. Lakshmana Rao
Nature of relationship	J. Lakshmana Rao, Chairman and Managing Director - Son's wife
Nature, material terms, monetary value and particulars of the contract or arrangement	Kavya Sarraju is holding the office or place of profit as Manager - Marketing & Co-ordination of the Company. Her remuneration is proposed to be revised as per the terms set out in the resolution given at Item 9.
Any other information relevant or important for the Members to take a decision on the proposed resolution	Not applicable

Except J. Lakshmana Rao and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item 9 for approval of the Members as Ordinary resolution(s).

No Member of the Company who is related party shall vote to approve the ordinary resolution.

By Order of the Board
for **MOLD-TEK PACKAGING LIMITED**

J. LAKSHMANA RAO
Chairman & Managing Director
DIN: 00649702

Hyderabad
1st August, 2016

Annexure

Additional Information on Directors seeking appointment/re-appointment in the Annual General Meeting (under sub-regulation 3 of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard-2

Statement of Disclosure

Name of the Director	P. Venkateswara Rao
Date of birth	18th January, 1957
Age	59 Years
Qualification	Bachelor's degree in Arts & Post graduate in materials management
Date of first appointment on the Board	27th August, 2008
Terms & conditions of re-appointment along with remuneration sought to be paid	Not applicable
Remuneration last drawn	₹91,94,333 for financial year 2015-16
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in specific functional area	Materials management
Number of meetings of the Board attended during the year	7 meetings attended during the financial year 2015-16
Names of other companies in which holds the directorship	Mold-Tek Technologies Limited
Names of other companies in which holds the membership of committees of the board	Mold-Tek Technologies Limited
No. of shares held in the Company as on 31st March, 2016	2,40,396

Brief profile

P. Venkateswara Rao, is the Deputy Managing Director of the Company. He holds a bachelor's degree in arts from Osmania University and Post graduate in materials management. He has over 37 years of work experience. He was awarded with Pride of India Award for outstanding individual achievements and distinguished service to the nation and a Gold Medal for Excellence from Citizens Integration Peace Society.

He looks after all commercial and marketing activities of Company. He is conversant with all aspects of the management and the affairs of the Company.

MOLD-TEK PACKAGING LIMITED

CIN L21022TG1997PLC026542
Regd Office: 8-2-293/82/A/700, Ground Floor, Road No. 36,
Jubilee Hills, Hyderabad - 500 033
Tel: + 91 40 4030 0300
Fax: + 91 40 4030 0328
Website: www.moldtekgroup.com | Email: ir@moldtekindia.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name and address of the Member(s)_____

E-mail ID: _____ Folio No/DPID & Client ID:_____

I/We, being the member (s) of_____ shares of Mold-Tek Packaging Limited, hereby appoint

1. Name_____ E-mail ID: _____

   Address:_____

   Signature:_____

   Or failing him:

2. Name_____ E-mail ID: _____

   Address:_____

   Signature:_____

   Or failing him:

3. Name_____ E-mail ID: _____

   Address:_____

   Signature:_____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033, Telangana on Monday, 19th September, 2016 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Resolutions
	Ordinary Business
1.	To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
2.	To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year ended 31st March, 2016.
3.	To appoint a Director in place of P. Venkateswara Rao, Director (DIN:01254851) who retires by rotation and being eligible, offers himself for re-appointment.
4.	To ratify appointment of M/s. Praturi & Sriram, Chartered Accountants (ICAI Firm Registration No. 002739S)
	Special Business
5.	To issue 3,00,000 equity shares to the eligible employees of the Company under 'MTPL Employees Stock Option Scheme-2016.'
6.	To issue equity shares to the eligible employees of the Company's subsidiary company(ies) under 'MTPL Employees Stock Option Scheme-2016.'
7.	To approve revision in remuneration payable to A. Seshu Kumari, holding office or place of profit.
8.	To approve revision in remuneration payable to J. Navya Mythri, holding office or place of profit.
9.	To approve revision in remuneration payable to Kavya Sarraju, holding office or place of profit.

Signed this_____ day of_____ 2016

Signature of shareholder _____ Signature of Proxy holder(s) _____

Affix a 15 paise Revenue Stamp

NOTES

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office: Plot No.700,8-2-293/82/A/700, Ground Floor, Road No 36, Jubilee Hills, Hyderabad - 500 033, Telangana, not less than 48 hours before the commencement of the meeting.
2. Members who have multiple folios with different joint holders may use copies of this proxy.
3. The holder may vote either 'for' or 'against' each resolution.

MOLD-TEK PACKAGING LIMITED

CIN L21022TG1997PLC026542
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Tel: + 91 40 4030 0300
Fax: + 91 40 4030 0328
Website: www.moldtekgroup.com | Email: ir@moldtekindia.com

ATTENDANCE SLIP

(To be presented at the entrance)

19th ANNUAL GENERAL MEETING

Folio No/DPID & Client ID:

Name and address
of the shareholder(s) :

I/We here by record my/our presence at the 19th Annual General Meeting of the Company at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033 at 11:00 a.m. on Monday, 19th September, 2016.

Name of the Attended Member/Proxy

Signature of the Attended Member/Proxy

Note:
1. Only Member/proxy can attend the meeting
2. Member/Proxy should bring his/her copy of annual report for reference at the Meeting
3. Those members who have multiple folios with different joint holders may use copies of this Attendance Slip.

ROUTE MAP



- 2.1 kilometers from HITEC City.
- 8.7 kilometers from Hyderabad.
- 3.8 kilometers from Banjara Hills.
- 4.6 kilometers from Qutub Shahi Tombs.
- 5.8 kilometers from Golconda Fort.
- 6.0 kilometers from Begumpet.
- Just a 30 minutes drive from Rajiv Gandhi International Airport, Shamshabad.
- 20 minutes drive from railway station & nearer to major IT/ commercial hubs.