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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY, 3RD DAY OF FEBRUARY, 2016, AT 11.00 A.M. to 11:30 A.M. AT BEST WESTERN JUBILEE RIDGE, PLOT.NO.38 & 39, KAVURI HILLS, ROAD.NO.36, JUBILEEHILLS, HYDERABAD – 500033, TELANGANA,INDIA.

PRESENT

DIRECTORS:

Mr.J.Lakshmana Rao	- Managing Director
Mr. A Subramanyam	- Deputy Managing Director
Mr. P.Venkateswara Rao	- Deputy Managing Director
Ms. J. Mytraeyi	- Promoter Director
Mr.P.Shyam Sunder Rao	- Independent Director
Dr.T.Venkateswara Rao	- Independent Director

COMPANY SECRETARY

Ms. Priyanka Rajora

SCRUTINIZER

Ashish Kumar Gaggar - Company Secretary in Practice

MEMBERS PRESENT:

62 Members along with 1 proxy holding 4,50,265 shares were present in person at the Extraordinary General Meeting of the Company.

Election of Chairman:

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

2. The quorum being present, the Chairman declared the meeting in order and extended welcome to the members at the Extraordinary General Meeting. Further, he has explained reasons for pre-occupation of Directors and their inability to attend the Extraordinary General Meeting.

3. The Notice dated 4th January, 2016 calling the Extraordinary General Meeting, as circulated to all the members, was taken as read.

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Chairman then delivered his speech to the members, highlighted various aspects such as performance of company and its future plans. 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, as amended from time to time, the Company has extended remote e-voting facility to the members of the Company in respect of businesses to be transacted at the Extraordinary General Meeting. The remote e-voting commenced from 9.00 a.m. on January 30, 2016 and ended at 5.00 p.m. on February 2, 2016. Ashish Kumar Gaggar, Company Secretary in Practice has been appointed as Scrutinizer for remote e-voting and Poll at Extraordinary General Meeting.

If was further informed that Company is also arranging for Poll on two resolutions proposed in the Notice of the Extraordinary 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-voting agency - CDSL and will be intimated to the Stock exchange within 3 days from the conclusion of the Extraordinary General Meeting.

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

On 3rd February, 2016, 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 then announced through the website of the company, remote e-voting agency - CDSL, Bombay Stock Exchange and National Stock Exchange.

Item No.1: <u>Sub-division of Share Capital of the Company</u>

"**RESOLVED THAT** pursuant to the provision of Section 13, Section 61, Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and rules framed thereunder, any other law as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject

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to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the Statutory Authority(ies) concerned, consent of the members of the Company be and is hereby accorded to sub-divide the existing Equity Share of the Company having a face value of Rs. 10/- (Rupees ten only) each fully paid up, into 2 (two) Equity Shares of Rs.5/- (Rupees Five only) each, fully paid up.

RESOLVED FURTHER THAT, on sub-division, 2 (two) Equity Shares of face value of Rs. 5/- (Rupees Five only) each be allotted in lieu of existing 1 (one) Equity Share of Rs.10/- (Rupees Ten only) each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs.10/- (Rupees Ten only) each of the Company and shall be entitled to participate in full in dividends to be declared after the sub- divided Equity Shares are allotted.

RESOLVED FURTHER THAT, subsequent to the sub-division of Equity Shares as aforesaid, the share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- (Rupees Ten only) each held in physical form would be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company, with new set of distinctive numbers, in lieu of such existing share certificate(s), subject to the provisions of the Companies (Share Capital and Debenture) Rules 2014, and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be and is hereby authorized to make appropriate adjustments, if any, due to the sub-division of Equity Shares as aforesaid.

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be and is hereby authorized to make appropriate adjustments due to the sub-division of Equity Shares as aforesaid, to stock options which have been granted to employees of the Company under its Employee Stock Option Scheme pursuant to the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999 & Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, and any amendments thereto from time to time, such that the exercise price for all employee stock options which are outstanding as on the Record Date (vested and unvested options including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of stock options which are available for grant and those already granted but not exercised as on Record Date shall be appropriately adjusted, subject to all laws, rules and regulations framed in this behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers

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herein conferred to any Director(s), the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes by them	% of total number of valid votes cast
Poll at EGM	55	1134814	17.30
Remote E-voting	42	5425568	82.70
Total	97	6560382	100

(ii) Voted Against the resolution

Particulars	No of members ed	Number of votes by them	% of total ıber of valid votes
Poll at EGM	0	0	0
Remote E-voting	0	0	0
Total	0	0	0

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes by them
Poll at EGM	2	4
Remote E-voting	1	116512
Total	3	116516

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

Item No.2: <u>Alteration of Capital Clause in the Memorandum of Association</u>

"RESOLVED THAT, subject to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder

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and subject to such other approval(s) from the Statutory Authority(ies) concerned, the Memorandum of Association of the Company be altered as under :

The existing Clause No. V of the Memorandum of Association be replaced with the following Clause No. V:

The Authorized Share Capital of the Company is Rs. 14,50,00,000/- (Rupees Fourteen Crore fifty lakhs only) divided into2,90,00,000 (Two Crore Ninety Lakhs only) shares of Rs.5/- (Rupees Five only) each, with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reclassify or alter the capital of the Company and to divide/consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company and the legislative provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes by them	% of total number of valid votes cast
Poll at EGM	55	1134814	17.30
Remote E-ng	42	5425568	82.70
Total	97	6560382	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes by them	% of total number of valid votes cast
Poll at EGM	0	0	0
Remote E-voting	0	0	0
Total	0	0	0

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(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at EGM	2	4
Remote E-voting	1	116512
Total	3	116516

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

Both the resolutions in Extraordinary General meeting of the Company stood deemed to be passed on 3rd February, 2016, being the date of the relevant extraordinary general meeting of the members

PLACE: Hyderabad
DATE : 22/02/2016

CHAIRMAN

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