

## MINUTES BOOK

**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, THE 24TH DECEMBER, 2014 AT 11.00 A.M. AT BEST WESTERN JUBILEE RIDGE, PLOT.NO.38 & 39, KAVURI HILLS, ROAD.NO.36, JUBILEEHILLS, HYDERABAD - 500033**

### DIRECTORS PRESENT :

SHRI J.LAKSHMANA RAO	- CHAIRMAN & MANAGING DIRECTOR.
SHRI A SUBRAHMANYAM	- DEPUTY MANAGING DIRECTOR
SHRI P.VENKATESWARA RAO	- DEPUTY MANAGING DIRECTOR
SHRI P SHYAM SUNDER RAO	- INDEPENDENT DIRECTOR

### SCRUTINIZER

Ashish Kumar Gaggar- Company Secretary in Practice

### MEMBERS PRESENT:

68 Members in person were present at the Extraordinary General Meeting of the Company.

1. Shri J.Lakshmana Rao, Chairman of the Board presided as the 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.
3. The Notice dated 19<sup>th</sup> November 2014 calling the Extraordinary General Meeting, as circulated to all the members, was taken as read.

Chairman then delivered his speech to the members, highlighted various aspects such as purpose of the Issue, details of the proposed project and 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 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company has extended the e-voting facility to the members of the Company in respect of businesses to be transacted at the Extraordinary General Meeting. The e-voting Commenced from 9.00 a.m. on December 17, 2014 and shall end at 6.00 p.m. on December 19, 2014. Ashish Kumar Gaggar, Company Secretary in Practice has been appointed as Scrutinizer for E-voting and Poll at Extraordinary General Meeting.

If was further informed that Company is also arranging for Poll on all the 3 resolutions proposed in the Notice of the Extraordinary General Meeting.

CHAIRMAN'S INITIALS



## MINUTES BOOK

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 Scrutinizers.

After ensuring that all the shareholders and proxies, who were present in meeting, had cast their votes, the Scrutinizer closed the poll. Then, the Scrutinizers 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 E-Voting and through ballot form along with Scrutinizers report, will be placed on Company's website and will be intimated to the Stock exchange with in 2 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 25<sup>th</sup> December 2014, after counting & verification of votes polled through ballot forms, Chairman noted the report on the results of both E-Voting and Poll submitted by the Scrutinizer on all the resolutions placed before the shareholders. The results were then announced through the website of the company as well as to the Bombay Stock Exchange Limited as detailed below.

**Item No.1:** Increase in the Authorized Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company.

**"RESOLVED THAT** pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lacs only) divided into 1,35,00,000 (One Crore Thirty Five Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 14,50,00,000/- (Rupees Fourteen Crores Fifty Lacs only) divided into 1,45,00,000 (One Crore Forty Five Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking paripassu in all respects with the existing shares of the Company."

**"RESOLVED FURTHER THAT** consequent to the change in the Authorised capital of the Company, Clause V of Memorandum of Association be altered accordingly."

Promoter/ Public	No. Of shares Held	No. of votes Polled	%of Vote Polled on outstand Shares	No. Of Vote in Favor	No. Of Votes Again	% of Votes In favor of Votes polled	% of Votes In against of Votes polled
Promoter and Promoter Group	4834601	4147983	85.80%	4147983	0	100	0
Public- Institutional Holder	370601	0	0	0	0	0	0
Public Other	6136974	243037	3.96	242762	275	99.89	0.11
<b>Total</b>	<b>11342176</b>	<b>4391020</b>		<b>4390745</b>	<b>275</b>		

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

## MINUTES BOOK

### Item No.2: Increase in the Authorised Share Capital and Alteration of the Articles of Association of the Company.

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), Article 7 of the Articles of Association of the Company be substituted by the following

#### Article 7 :

The Authorised Share Capital of the Company is Rs 14,50,00,000/- (Rupees Fourteen Crores Fifty Lacs only) divided into 1,45,00,000 (One Crore Forty Five Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being with power to increase or reduce the Capital for the time being into several classes as attached thereto respectively subject to the laws for time being in force, such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify, abrogate any such right, privileges or conditions in such manner as may for time being be provided by the regulations of the Company.

Promoter/ Public	No. Of shares Held	No. of votes Polled	% of Votes Polled on outstand Shares	No. Of Vote in Favor	No. Of Votes Against	% of Votes In favor of Votes polled	% of Votes In against of Votes polled
Promoter and Promoter Group	4834601	4147983	85.80%	4147983	0	100	0
Public- Institutional Holder	370601	0	0	0	0	0	0
Public Other	6136974	243037	3.96	242762	275	99.89	0.11
<b>Total</b>	<b>11342176</b>	<b>4391020</b>		<b>4390745</b>	<b>275</b>		

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

### Item No.3: Further Issue of Securities

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and rules made there under, to the extent notified and in effect, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI (ICDR) Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing

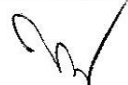
CHAIRMAN'S INITIALS

## MINUTES BOOK

agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "**Listing Agreements**"), the Memorandum of Association and Articles of Association of Mold-Tek Packaging Limited (the "**Company**") and subject to approvals, consents, permissions and sanctions as might be required of relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority), ("**Concerned Authorities**") in this regard, as may be required and applicable and further subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and 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 Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the Board is hereby authorised on behalf of the Company, 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, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a further public issue, qualified institutions placement in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Regulations, ("**Qualified Institutions Placement**"), private placement or a combination thereof, such number of equity shares of the Company (the "**Equity Shares**") or the global depository receipts ("**GDRs**"), the American depository receipts ("**ADRs**"), the foreign currency convertible bonds ("**FCCBs**"), non-convertible debentures, fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities representing either equity shares, secured premium notes, and/or any other financial instruments which would be converted into/ exchanged with equity shares at a later date, financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "**Securities**") or any combination of such Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the "**Investors**"), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to Rs.600 million or equivalent thereof, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or financial advisors or legal advisors or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities.

**RESOLVED FURTHER THAT** in case of a qualified institutions placement pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII

CHAIRMAN'S INITIALS





## MINUTES BOOK

of the SEBI (ICDR) Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** in the event the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the Relevant Date for determination of the price of the Equity Shares to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company, decide to open the Issue.

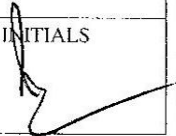
**RESOLVED FURTHER THAT** in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued to qualified institutional buyers under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants or the date on which the holders of such convertible securities and/or warrants become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is 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 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 pro tan to;
- (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 entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

CHAIRMAN'S INITIALS



## MINUTES BOOK

(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.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted in terms of this Resolution, shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** these Equity Shares and/or other Securities shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and, at the discretion of the Board, at one or more stock exchanges outside India.

**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 in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation the entering into of arrangements in consultation with the Advisor including arrangements for underwriting, marketing, listing, trading, appointment of other lead manager(s)/merchant banker(s), underwriter(s), guarantor(s), depository(ies), custodian(s), stabilizing agent(s), banker(s), advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other agents as may be required in order to facilitate or consummate the Issue, and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchanges and to approve and execute all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions and difficulties that may arise in the Issue, offer and allotment of any of the Equity Shares whether in India or abroad, for the Issue including finalization of the timing of the Issue/offering(s), identification of the Investors to whom Equity Shares are to be offered, utilization of the Issue proceeds and to do all requisite filings with SEBI, the stock exchanges, FIPB, the Government of India, the Reserve Bank of India, if required and any other concerned authority in India or outside, and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges, FIPB or other authorities while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to do all such acts and things as may be necessary

CHAIRMAN'S INITIALS

## MINUTES BOOK

and expedient for, and incidental and ancillary to the Issue, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all shareholders."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee or a person or persons, as it may deem fit in its absolute discretion, in order to give effect to this Resolution.

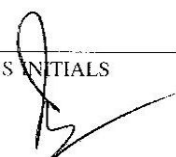
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, and the director or directors of the Company or other officer or officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application form and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company.

**RESOLVED FURTHER THAT** the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of anyone or more of the directors of the company or anyone or more of the officers of the company as may be authorized by the Board in accordance with the Articles of the Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation, the following:

- i. Finalization of the allotment of the Securities on the basis of the bids/applications received;
- ii. Finalization of and arrangement for the submission of the preliminary and final offer document(s), and any amendments supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- iii. Approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/underwriter(s)/advisor(s), in accordance with all applicable statutory and/or regulatory requirements;
- iv. Finalization of the basis of allotment in the event of over-subscription;
- v. Acceptance and appropriation of the proceeds of the issue of the Securities;
- vi. Authorization of the maintenance of a register of holders of the Securities;

CHAIRMAN'S INITIALS



## MINUTES BOOK

- vii. Authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- viii. Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- ix. Seeking the listing of the Securities on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- x. Giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- xi. Deciding the pricing and terms of the Securities, and all other related matters,

**RESOLVED FURTHER THAT** the acts, deeds and things already done by the Board or any designated officer of the Company in this regard be and are hereby conformed, approved and ratified."

**RESOLVED FURTHER THAT** any director or directors of the Company or any other officer or officers of the Company as may be authorized by the Board, be and is or are hereby authorized to sign, execute and issue consolidated receipts for the Securities, listing, application, various agreements (including but limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized person, be required in connection with or incidental to the aforesaid offering of Securities, including post Issue formalities

Promoter/ Public	No. Of shares Held	No. of votes Polled	%of Votes Polled on outstand Shares	No. Of Vote in Favor	No. Of Votes Against	% of Votes In favor of Votes polled	% of Votes In against of Votes polled
Promoter and Promoter Group	4834601	4147983	85.80%	4147983	0	100	0
Public- Institutional Holder	370601	0	0	0	0	0	0
Public Other	6136974	243037	3.96	242762	275	99.89	0.11
<b>Total</b>	<b>11342176</b>	<b>4391020</b>		<b>4390745</b>	<b>275</b>		

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

CHAIRMAN'S INITIALS



## MINUTES BOOK

All the Resolutions in item No 1 to 3 of Extraordinary General meeting of the Company stood deemed to be passed on 24<sup>th</sup> December 2014, being the date of the relevant Extraordinary General Meeting of the Members

**PLACE : Hyderabad**  
**DATE : 31/12/2014**



**CHAIRMAN**

CHAIRMAN'S INITIALS