

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of Mold-Tek Packaging Limited will be held on Friday, 22nd September, 2017, 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, 2017 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, 2017.
3. To appoint a Director in place of A. Subramanyam, Director (DIN: 00654046) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint 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 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. M. Anandam & Co., Chartered Accountants (Firm Registration No. 0001255), be and are hereby appointed as statutory auditors of the Company, in place of the retiring statutory auditors M/s. Praturi & Sriram, Chartered Accountants (Firm Registration No. 0027395), to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting, subject to ratification of appointment by the Members at every Annual General Meeting held after this Annual General Meeting, as applicable, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.”

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



J. LAKSHMANA RAO

Chairman & Managing Director
DIN: 00649702

Hyderabad
28th August, 2017

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. In terms of Articles of Association of the Company, A. Subramanyam, Director (DIN: 00654046) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Information about him, 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 A. Subramanyam. He has furnished the requisite declarations for his re-appointment.
4. 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.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
6. Register of Members and Share Transfer Books of the Company will remain closed from **16th September, 2017 to 22nd September, 2017** (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 at the end of the Business Hours on **15th September, 2017** 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).
7. 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.
8. 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 or Investor Relations Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
9. Individual Members can now take 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 given 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, Members may contact M/s. XL Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana, the Registrar and Share Transfer Agents of the Company.

10. 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 Agent of the Company for registration of transfer of shares in the physical mode. Members may please take note of the same.
11. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far, for the financial year ended 2009-10 or any subsequent financial years are requested to lodge their claims to the Company's Registrar and Share Transfer Agents. According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

The Ministry of Corporate Affairs notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, on 5th September, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on 28th February, 2017 ('IEPF Rules') which are applicable to the Company. The objective of the IEPF Rules is to help shareholders ascertain the status of unclaimed amounts. In terms of the IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividends as on 19th September, 2016 (i.e. the date of last AGM) on the website of the Company (www.moldtekgroup.com) and also filed the same with the Ministry of Corporate Affairs.

As per provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. In accordance with the IEPF Rules, the Company has transferred unpaid/unclaimed dividend for the financial year 2008-09 to the IEPF.

12. 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 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 the AGM of the Company.

13. A Route Map showing direction to reach the venue of 20th Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard-2 on General Meeting.
14. The Certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 stating compliance as per SEBI (Share Based Employee Benefits) Regulations, 2014/SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, from time to time and resolution of the Company passed in the general meeting, on implementation of scheme, will be available for inspection by the Members at the AGM.
15. 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 Members through electronic medium. Further, pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, 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 Members through Email, wherever the Email addresses are available; and through other modes of services where Email addresses have not been registered. **Accordingly, Members are requested to support this initiative by registering their Email 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 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 **19th September, 2017 at 9:00 a.m. and ends on 21st September, 2017 at 5:00 p.m.** During this period, Members holding shares either in physical form or demat form, as on **15th September, 2017**, 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 the 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. **15th September, 2017**, only shall be entitled to avail the 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.

Instructions for members for voting electronically are as under:

- i. The voting period begins on **19th September, 2017 at 9:00 a.m. and ends on 21st September, 2017 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 **15th September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members should log on to the e-voting website: www.evotingindia.com
- iii. Click on Shareholders' 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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. <p>Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>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.</p>
Dividend bank details	<p>Enter the dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● 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 to be also 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.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking 'Click here to print' option on the voting page.
- xvi. 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.
- xvii. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.

Mold-Tek Packaging

- 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.

xviii. 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
17th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001
Email ID: helpdesk.evoting@cdslindia.com
Phone number: 1800 200 5533

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



J. LAKSHMANA RAO

Chairman & Managing Director
DIN: 00649702

Hyderabad
28th August, 2017

Annexure

Additional information on Director seeking 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	A. Subramanyam
Date of birth	8th July, 1954
Age	63 years
Qualification	Bachelor's degree in Mechanical Engineering
Date of first appointment on the Board	Refer Note below
Terms & conditions of re-appointment along with remuneration sought to be paid	Not applicable
Remuneration last drawn	₹1,25,97,429 for financial year 2016-17
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	A. Subramanyam is brother-in-law of J. Lakshmana Rao and son-in-law of J. Mytraeyi
Expertise in specific functional area	Designing and development of molds
Number of meetings of the Board attended during the year	6 meetings attended during the financial year 2016-17
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, 2017	20,29,124

Brief profile

A. Subramanyam is the Deputy Managing Director of the Company. He has obtained his bachelor's degree from Regional Engineering College, Suratkal in 1978. He worked in Nizam Sugar Limited & ACC Limited for a period of three years in the maintenance and workshop functions. He then joined a commercial tool room as its Works Manager and was responsible for manufacturing many precision tools including moulds. After three years in the tool room, he completed diploma course in mould design and development from Central Institute of Plastic Engineering & Technology (CIPET), Chennai. In 1986, he promoted Mold-Tek along with J. Lakshmana Rao. With more than three decades of experience, he is responsible for in-house research & development of moulds and robots for existing and new products.

Note: High Court of Judicature, Andhra Pradesh at Hyderabad by its Order dated 25th July, 2008 has approved the Scheme of Arrangement between Teckmen Tools Private Limited, the Transferor Company, Mold-Tek Technologies Limited, the Transferee Company and the Demerged Company and Mold-Tek Packaging Limited (Former name: Mold-Tek Plastics Limited), the Resulting Company. The employees of Mold-Tek Technologies Limited and Teckmen Tools Private Limited continue to be in the employment of Mold-Tek Packaging Limited.



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

ATTENDANCE SLIP

(To be presented at the entrance)

20th 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 20th 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 Friday, 22nd September, 2017.

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.



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 20th 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 Friday, 22nd September, 2017 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as indicated overleaf:



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, 2017 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, 2017.
3.	To appoint a Director in place of A. Subramanyam, Director (DIN: 00654046) who retires by rotation and being eligible, offers himself for re-appointment.
4.	To ratify appointment of M/s. M. Anandam & Co., Chartered Accountants (Firm Registration No. 0001255) as Statutory Auditors.

Signed this _____ day of _____ 2017

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.