

Notice of 25th Annual General Meeting of Mold-Tek Packaging Limited

Reg. Office: 8-2-293/82/A/700, Ground Floor, Road No. 36, Jubilee Hills, Hyderabad- 500033

CIN:L21022TG1997PLC026542

Email: cs@moldtekpackaging.com, ir@moldtekpackaging.com

Website: <https://www.moldtekpackaging.com>

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIFTH (25TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF MOLD-TEK PACKAGING LIMITED WILL BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER, 2022, AT 11:00 A.M. (IST) THROUGH VIDEO-CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) ORGANISED BY THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 8-2-293/82/A/700, GROUND FLOOR, ROAD NO. 36, JUBILEE HILLS, HYDERABAD – 500033, TELANGANA.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited financial statements (including the audited consolidated financial statements) of the Company for the financial year ended 31st March, 2022, together with the reports of Board of Directors and Auditors thereon.
- 2) To confirm the payment of interim dividend paid during the year and to declare the final dividend on equity shares for the financial year ended 31st March, 2022.
- 3) To appoint a Director in place of Mr. P. Venkateshwara Rao, Deputy Managing Director (DIN: 01254851) who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To re-appoint the statutory auditors, to hold office from the conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting, and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. M. Anandam & Co., Chartered Accountants, Hyderabad (Firm registration number 000125S) be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5)

consecutive years, to hold office from the conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting, and that the Board of Directors (or Committee thereof) be and is hereby authorized to fix such remuneration as may be determined in consultation with the said Auditors, plus re-imbursment of out of pocket expenses actually incurred by the Auditors at the time of performing their duties.”

SPECIAL BUSINESS:

- 5) **To Re-appoint and fix remuneration of Mr. Srinivas Madireddy (DIN: 01311417) as Whole –time Director of the Company and in this regard to consider and, if thought fit, pass the following resolution as a *Special Resolution*:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], and Regulation 17(1), 17(6)(e) and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded towards the re-appointment of Mr. Srinivas Madireddy, as Whole-time Director of the Company for a period of five (5) years, commencing from 14th May, 2023 to 13th May, 2028, liable to retire by rotation.

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to the remuneration, perquisites, allowances, stock options, benefits and amenities payable as per the terms and conditions of the Agreement to be entered into by Mr. Srinivas Madireddy with the Company as set out in the statement annexed to the Notice, including the following:

a. **Salary:**

The current gross salary of Mr. Srinivas Madireddy is ₹ 9,05,020 per month in consideration of the performance of his duties (including all perquisites). The Company will provide 12.5 % increment on gross salary for each year (i.e., for the next 3 years) w.e.f. 14th May, 2023 to 13th May, 2026.

b. **Other benefits:**

In addition to the above salary and perquisites, Mr. Srinivas Madireddy shall be entitled to the following annual benefits which shall not be included in the computation of the ceiling of remuneration specified above:

- i. **Provident and superannuation fund:** The Company's contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. The said contribution will not be included in the computation of the ceiling on remuneration.
- ii. **Gratuity:** Gratuity payable shall not exceed one half month's salary for each completed year of service and will not be included in the computation of the ceiling on remuneration.
- iii. **Leave encashment:** Encashment of leave at the end of the tenure in accordance with the rules of the Company.
- iv. **Provision of car and telephone:** Mr. Srinivas Madireddy shall be entitled to a motor car for use on Company's business and telephone at residence; however use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to Mr. Srinivas Madireddy.

c. **Re-imbursments:**

Mr. Srinivas Madireddy shall be entitled to reimbursement of entertainment expenses, traveling, boarding and lodging expenses actually and properly incurred for the business of the Company.

d. **Sitting Fee:**

He will not be eligible for any sitting fees of the Company's board/committee meetings.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, during the term of employment of Mr. Srinivas Madireddy, if in any financial year, the Company has no profits or its

profits are inadequate, unless otherwise approved by any statutory authority, as may be required, the remuneration payable to Mr. Srinivas Madireddy, including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary such revised terms and conditions in accordance with the laws from time to time in force and to alter and vary such terms and conditions without being required to seek the further approval of Members within the limits as prescribed above and any action taken by the Board in this regard be and is hereby ratified and approved."

6) **To Re-Appoint Dr. Venkata Appa Rao Kotagiri (DIN: 01741020) as an Independent Non-Executive Director of the Company for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 read with relevant rules and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. Venkata Appa Rao Kotagiri (DIN: 01741020), Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, consent of the Company be and is

hereby accorded for re-appointment of Dr. Venkata Appa Rao Kotagiri (DIN: 01741020) as an Independent Non- Executive Director of the Company to hold office for a second term of five consecutive years w.e.f. 14th May, 2023 to 13th May, 2028 and his office shall not be liable to retire by rotation.”

- 7) **To Re-Appoint Mr. Eswara Rao Immaneni (DIN: 08132183) as an Independent Non-Executive Director of the Company for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 read with relevant rules and in this regard to consider and if thought fit, to pass the following resolution as a *Special Resolution*:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Eswara Rao Immaneni (DIN: 08132183), Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, consent of the Company be and is hereby accorded for re-appointment of Mr. Eswara Rao Immaneni (DIN: 08132183) as an Independent Non- Executive Director of the Company to hold office for second term of five consecutive years w.e.f. 14th May, 2023 to 13th May, 2028 and his office shall not be liable to retire by rotation.”

- 8) **To approve the revision in remuneration payable to Mr. J. Rana Pratap, holding office or place of profit and in this regard to consider and, if thought fit, to pass 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 for continuing to hold office or place of profit under the company by **Mr. J. Rana Pratap, Senior Vice President-Corporate**, who is a relative of Mr. J. Lakshmana Rao,

Chairman and Managing Director of the Company, with such designation and remuneration as board may decide from time to time, subject to the following:

The current upper limit of the remuneration of Mr. J. Rana Pratap is ₹ 10,00,000 (Rupees Ten Lakhs only) per month. The Company proposes to pay in consideration of the performance of his duties (including all allowances), during the next 3 years with effect from 1st October, 2022, salary/remuneration with an annual increment between 10-25% per annum based on certain KRA/targets achieved and approved by the Audit Committee, Nomination and Remuneration Committee and the Board. In addition Management may offer incentives if performance exceeds the set targets. However the monthly remuneration shall not exceed ₹ 17,00,000 lakhs per month (Rupees Seventeen lakhs only) including all allowances.

RESOLVED FURTHER THAT Mr. J. Rana Pratap shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by him 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 him 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) **To approve the revision in remuneration payable to Mr. A. Durga Sundeep, holding office or place of profit and in this regard to consider and, if thought fit, to pass 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 for continuing to hold office or place of profit under the company by **Mr. A. Durga Sundeep, Senior Vice President-Operations & Finance**, who is a relative of

Mr. A. Subramanyam, Deputy Managing Director and Mrs. A. Seshu Kumari, Chief Financial Officer of the Company, with such designation and remuneration as board may decide from time to time, subject to the following:

The current upper limit of the remuneration of Mr. A. Durga Sundeep is ₹ 10,00,000 (Rupees Ten Lakhs only) per month. The Company proposes to pay in consideration of the performance of his duties (including all allowances), during the next 3 years with effect from 1st October, 2022, salary/remuneration with an annual increment between 10-25% per annum based on certain KRA/targets achieved and approved by the Audit Committee, Nomination and Remuneration Committee and the Board. In addition Management may offer incentives if performance exceeds the set targets. However the monthly remuneration shall not exceed ₹ 15,00,000 lakhs per month (Rupees Fifteen lakhs only) including all allowances.

RESOLVED FURTHER THAT Mr. A Durga Sundeep shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by him 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 him 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.”

- 10) **To approve the Reclassification of certain member of Promoter Group from “Promoter / Promoter Group” category to “Public shareholding” category and in this regard to consider and, if thought fit pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the recommendation of the board and provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) [including

any modification(s) or re-enactment thereof for the time being in force] and other applicable provisions, if any, and subject to necessary approvals from the BSE Limited /National Stock Exchange of India Limited and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time, the consent of the Members of the Company be and is hereby accorded for the reclassification of the below mentioned person from the “Promoter / Promoter Group” Category to the “Public” Category in the shareholding of the Company

S. No.	Name of the Outgoing Promoter	No of Shares held as on date of this notice	% of holding
1.	Mrs.Swetha Mythri J	47,302	0.143

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) towards reclassification of the promoters, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediately succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT Mr. J. Lakshmana Rao, Chairman and Managing Director and Mr. Subhojeet Bhattacharjee, Company Secretary and Compliance Officer, of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited /National Stock Exchange of India Limited, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions(s).”

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

Sd/-
J. LAKSHMANA RAO
Chairman & Managing Director

Place: Hyderabad
Date: 2nd September, 2022

NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of businesses to be transacted at the Annual General Meeting (“AGM”), as set out under Item No(s). 4 to 10 above and the relevant details of the Directors as mentioned under Item No(s). 3, 5, 6 and 7 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
 2. In view of continuing social distancing norms due to Covid-19 and in accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs (“MCA”) read with Circulars dated 12th May, 2020, 15th January, 2021, 13th May 2022 and other relevant circulars, if any, issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold the Annual General Meeting (AGM) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) up to 31st December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the aforementioned Circulars, the 25th AGM of the Company is being conducted through VC / OAVM. Central Depository Services (India) Limited (CDSL) will be providing facility, for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in the subsequent paragraphs and is also available on the website of the Company at <https://www.moldtekpackaging.com>
 3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
 4. However, Institutional/Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutinizer at ashishgagar.pcs@gmail.com
 5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 24th September, 2022 to Friday, the 30th September, 2022 (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 Friday, the 23rd September, 2022 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).
- ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT:**
7. In accordance with the circulars issued by MCA and SEBI, the Notice of the 25th AGM along with the Annual Report 2021-22 is being sent by electronic mode to Members whose e-mail ids are registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 25th AGM along with Annual Report for the financial year 2021-22 shall be sent to those Members who request for the same.
 8. Members holding shares in physical mode and who have not updated their email addresses with the company are requested to update their email addresses by writing to the company at email id: cs@moldtekpackaging.com or to CDSL at Email id: helpdesk.evoting@cdslindia.com, along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register or update their email addresses with the respective Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to cs@moldtekpackaging.com
 9. The Notice of the 25th AGM along with Annual Report for the financial year 2021-22, is also available on the website of the company at <https://www.moldtekpackaging.com/investors.html> and also on the website of Stock Exchanges i.e. BSE Limited, National

Stock Exchange of India Limited and on the website of Central Depository Services (India) Limited (CDSL) at <https://www.bseindia.com/> , <https://www.nseindia.com/> and <https://www.evotingindia.com/> respectively.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
11. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 23rd September, 2022 i.e. a day prior to commencement of book closure date, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
12. Members may cast their votes through electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9:00 a.m. (IST) on Monday, 26th September, 2022 and will end at 5:00 p.m. (IST) on Thursday, 29th September, 2022. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.
13. The detailed instructions and the process for accessing and participating in the 25th AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

Access to CDSL e-voting system:

14. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, through their demat account maintained with DPs. Members are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- a) **Login method for e-voting and joining virtual AGM for individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services Limited (CDSL)	<ol style="list-style-type: none"> 1) Users who have opted for CDSL easi / easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to easi / easiest are https://web.cdslindia.com/myeasi/home/login or visit https://www.cdslindia.com/ and click on Login icon and select New System myeasi. 2) After successful login the easi / easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the users can directly access e-voting page by providing their demat account number and PAN at https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile number and e-mail id as recorded in their demat account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</p>
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (NSDL)	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under ‘Login’ which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon ‘Login’ which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

For Technical Assistance: Members facing any technical issues related to login may reach out the respective depositories helpdesk by sending a request on the e-mail id’s or contact on the phone nos. provided below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

b) **Login method for e-voting and joining virtual AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical form.**

- i. The shareholders should log on to the e-voting website <https://www.evotingindia.com/>
- ii. Click on “**Shareholders/Members**” module.
- iii. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on “**Login**”.
- v. If you are holding shares in demat form and had logged on to <https://www.evotingindia.com/> and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individuals and for Shareholders holding shares in 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) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on “**SUBMIT**” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Company Name, i.e., “**MOLD-TEK PACKAGING LIMITED**” on which you choose to vote.
- xi. 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.
- xii. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on ‘**SUBMIT**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**OK**’, else to change your vote, click on ‘**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 a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

15. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

- i. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company/RTA at cs@moldteckpackaging.com/xlfield@gmail.com.
- ii. **For Demat shareholders** - Please update your email id. & mobile no. with your respective Depository Participant (DP) or provide demat account details (CDSL 16 digit beneficiary ID or NSDL 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to cs@moldteckpackaging.com / ir@moldteckpackaging.com.
- iii. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

16. Instructions for Members for participating in the 25th AGM through VC/OAVM & E-Voting during meeting are as under:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended

to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting, i.e. by **Friday, the 23rd September, 2022**, mentioning their name, demat account number/folio number, email id, mobile number at company's email id at cs@moldteckpackaging.com / ir@moldteckpackaging.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting, i.e. by **Friday, the 23rd September, 2022**, mentioning their name, demat account number/folio number, email id, mobile number at company's email id at cs@moldteckpackaging.com / ir@moldteckpackaging.com. These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the /AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

SINCE SOME BROWSERS ARE NOT OPTIMISED, SHAREHOLDERS ARE REQUESTED TO DOWNLOAD CISCOWEBEX MEETINGS APP FOR BEST RESULTS IN ATTENDING THE AGM. IT IS AVAILABLE IN GOOGLE PLAY STORE.

17. Note for Non – Individual Shareholders and Custodians:

- i. Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- iii. 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.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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.
 - vi. Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at ashishgaggar.pcs@gmail.com and to the Company at cs@moldteckpackaging.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - vii. 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533/ 022- 23058738 and 022-23058542/43.
 - viii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533/022-23058542/43.
18. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 25th AGM by email and holds shares as on the cut-off date i.e., Friday, 23rd September, 2022, may obtain the User ID and password by sending a request to the Company’s email address cs@moldteckpackaging.com/ir@moldteckpackaging.com. 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. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evotingindia.com.
 19. **Mr. Ashish Kumar Gaggar**, Practicing Company Secretary (**Membership No. FCS 6687**) has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process before the AGM in a fair and transparent manner.
 20. During the 25th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 25th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 25th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 25th AGM.
 21. The Scrutinizer will submit, not later than two working days of conclusion of the 25th AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any authorised person of the Company. The result shall be declared forthwith upon receipt of the Scrutinizer’s Report. The result declared along with the Scrutinizer’s report shall be placed on the Company’s website at <https://www.moldteckpackaging.com/> and on the website of CDSL at <https://www.cdslindia.com/>, immediately after the declaration by the Chairman of the Meeting or any person authorized by the Chairman and would also be communicated to the Stock Exchanges where the shares of the Company are listed. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting i.e., Friday, 30th September, 2022.
 22. Electronic copy of all the documents referred to in the accompanying Notice of the 25th AGM and the Explanatory Statement shall be available for inspection in the ‘**Investors Section**’ of the website of the Company at <https://www.moldteckpackaging.com/investors.html>
 23. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may

- claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report and FAQs on investor page on Company's website at www.moldteckpackaging.com.
24. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company/ Company's Registrar & Share Transfer Agent (RTA)- in case the shares are held by them in physical in form **Form ISR – 1** and other forms pursuant to SEBI Circular dated 3rd November, 2021.
 25. Members may please note that SEBI vide Circular dated 25th January, 2022 has mandated the listed companies to issue securities only in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR – 4**, the format of which is available on the Company's website at <https://www.moldteckpackaging.com/investors.html>
 26. 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 **XL Softech Systems Limited**, at their office situated at **3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana**, the Registrar and Share Transfer Agent of the Company.
 27. The Certificate from the Practicing Company Secretary under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 stating compliance of the regulation and resolution of the Company passed in the general meeting, on implementation of scheme, will be available for inspection by the Members.
 28. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members are advised to dematerialize the shares held by them in physical form.

The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
 29. 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, i.e. by **Friday, the 23rd September, 2022**, specifying the point(s).
 30. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and other Committees, as applicable and Auditors etc. who are allowed to attend the /AGM without restriction on account of first come first served basis.
 31. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

By Order of the Board
For MOLD-TEK PACKAGING LIMITED

Sd/-
J. LAKSHMANA RAO
Chairman & Managing Director
DIN: 00649702

Place: Hyderabad
Date: 2nd September, 2022

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to Items no. 4 to 10 as mentioned in the Notice:

Item no. 4

The Shareholders of the Company had appointed M/s. M Anandam & Co., Chartered Accountants (Firm Registration Number 000125S), as the Statutory Auditors of the Company at the 20th Annual General Meeting of the Company to hold office from the conclusion of the said meeting till the conclusion of the 25th Annual General Meeting.

Accordingly, M/s. M Anandam & Co. will complete their present first term of five (5) consecutive years at the conclusion of the ensuing 25th Annual General Meeting of the Company.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. M/s. M Anandam & Co is eligible for reappointment for a further period of five years.

The Board of Directors of the Company, on basis of the recommendations of the Audit Committee and after evaluating and considering various parameters viz., capability, team size, experience, clientele served, technical knowledge, independence and the ability to serve a diverse Company like Mold-Tek Packaging Limited approved and hereby recommends to the members the re-appointment of M/s. M Anandam & Co., Chartered Accountants (Firm Registration Number 000125S), as statutory auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting.

M/s. M Anandam & Co, have consented to their re-appointment as the Statutory Auditors and have confirmed that the re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be re-appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The remuneration to M/s. M Anandam & Co., would be paid on the recommendation of the Audit Committee and as approved by the Board of Directors during their tenure as statutory auditor of the Company. The remuneration of M/s. M Anandam & Co. for conducting audit for the financial year 2021-22 was ₹ 11,00,000 (Rupees Eleven Lakhs only) plus taxes and reimbursement of out of pocket expenses and the proposed remuneration for the financial year 2022-23 is ₹ 13,00,000 (Rupees Thirteen Lakhs only) plus taxes and reimbursement of out-of-pocket expenses.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications as required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Audit Committee had considered various parameters viz., capability, team size, experience, clientele served, technical knowledge, independence and the ability to serve a diverse Company like Mold-Tek Packaging Limited and found M/s. M Anandam & Co. to be suitable to be the Statutory Auditors of the Company.

M/s. M Anandam & Co. is an ISO 9001: 2015 certified and a peer reviewed firm established in the year 1943 by Mr. M Anandam and they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The firm has fourteen Partners and is providing audit, taxation, secretarial, legal and other services. The firm is having branches at Nizamabad, Khammam and Chennai.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out in Item No. 4 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item no. 5

Mr. Srinivas Madireddy (DIN: 01311417) was appointed as Whole-time Director of the Company for a period of 5 years with effect from 14th May, 2018 to 13th May, 2023 at the 21st Annual General Meeting held on 29th September, 2018 and the Members of the Company at the 24th Annual General Meeting held on 30th September, 2021 had approved the revision in remuneration payable to him w.e.f. 1st October, 2021 till 13th May, 2023.

His present term as the Whole-time Director thus expires on 13th May, 2023.

Currently, Mr. Srinivas Madireddy is in charge of Production, planning and control of all the units of the company and

considering his vast experience of over 34 years in the field of Production Management and other fields, the Board of Directors and Nomination and Remuneration Committee at its meeting held on 2nd September, 2022, subject to the approval of Members at the general meeting, re-appointed Mr. Srinivas Madireddy as Whole-time Director of the Company for a further period of five (5) years from 14th May, 2023 till 13th May, 2028.

Members may be aware that there has been substantial increase in overall growth and volume of business of the Company. In view of the increased volume of business, the duties and responsibilities of the Whole-time Director have also increased manifold and therefore the Board of Directors and Nomination and Remuneration Committee at its meeting held on 2nd September, 2022, reviewed the remuneration payable to Mr. Srinivas Madireddy from 14th May, 2023 till 13th May, 2026, keeping in view the objectivity of remuneration package payable to executives while striking a balance between the interest of the Company and the shareholders.

Mr. Srinivas Madireddy is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as a Director. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Srinivas Madireddy for his re-appointment as Whole-time Director of the company.

The principal terms and conditions of his re-appointment are mentioned in the resolution set out at item no. 5 of the Notice.

The General Information as required pursuant to Clause 1(B) (iv) of Section II of Part II of Schedule V of the Companies Act, 2013, is provided in the “**Annexure II**”, and information as required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is contained in the statement annexed as “**Annexure I**” hereto.

As per the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 and regulation 17(1)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company by way of a special resolution is required for re-appointment and fixing of remuneration payable to Mr. Srinivas Madireddy.

Hence, the Board recommends the Special Resolution as set out in the item no. 5 for approval of the Members

Except Mr. Srinivas Madireddy and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution as set out in Item no. 5 of the accompanying Notice.

Item nos. 6 & 7:

Dr. Venkata Appa Rao Kotagiri (DIN: 01741020) and Mr. Eswara Rao Immaneni (DIN: 08132183) were appointed as Additional Independent Non-Executive Directors of the Company by the Board in its meeting held on the 14th May, 2018 and were subsequently regularized by the members at the 21st Annual General Meeting of the Company held on 29th September, 2018 for a period of five consecutive years w.e.f. 14th May, 2018 and to hold office up to 13th May, 2023. As per Section 149(10) of the Companies Act, 2013, (the ‘Act’) and Regulation 25 of SEBI (LODR), Regulations, 2015, (the “Listing Regulations”) an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years..

The current term of five consecutive years of Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni will expire on the 13th May, 2023. After taking into account the performance evaluation, during their first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by them during their tenure as Independent Directors since their appointment and accordingly based on the recommendation of Nomination and Remuneration Committee, the board of directors is in the opinion that they fulfill the skills and capabilities as required in the Act and Listing Regulations and therefore consider it desirable and in the interest of the company to have Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni on the board as Independent Non-Executive Director of the company.

Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Consequently, in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the listing Regulations, Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni, being eligible for re-appointment as Independent Directors and offering themselves for re-appointment, are proposed to be re-appointed as Independent Directors for a second term of five consecutive years w.e.f. 14th May, 2023 and to hold office upto 13th May, 2028.

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 the Act and Regulation 16(1) (b) of the Listing Regulations. They have also given their consents to continue to act as Directors of the Company, if so appointed by the members. In the opinion of the Board, Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni

Mold-Tek Packaging Limited

fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations, for their re-appointment as Independent Directors of the Company and are independent of the management.

Brief Profile(s):

Dr. Venkata Appa Rao Kotagiri is an M.B.B.S and holds a Diploma in Ophthalmic Medicine and Surgery (D.O.M.S), and is an Ophthalmic Surgeon by profession. He is the founder of Bobbili Eye Hospital, Andhra Pradesh. He is having vast experience of over 39 years in the field of healthcare and various other business fields.

Mr. Eswara Rao Immaneni is a Chartered Accountant, a senior partner in M/s EC & ASSOCIATES, Chartered Accountants, having branches in Vijayawada, Hyderabad, Vizag, Bangalore and Sydney, Australia. Further, he is a certified Arbitrator and holder of a Post Graduate Certificate in Alternate Dispute Resolution from NALSAR University of Law, Hyderabad.

Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni are not dis-qualified from being appointed as Directors in terms of section 164 of the Act and in terms of Section 160 of the Act, the Company have received notices in writing from members proposing the candidature of Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni for re-appointing them as Independent Directors of the Company as per the provisions of the Act.

The names of companies and the committees in which they are director/member, the letter of appointment and terms and conditions of the appointment are uploaded on the website of the company and available for inspection at the registered office of the company between 11:00 A.M. to 1:00 P.M. on all working days of the Company.

Details of Directors whose appointment as Independent Directors is proposed at Item Nos. 6 and 7, are provided in the “**Annexure I**” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Dr. Venkata Appa Rao Kotagiri and Mr. Eswara Rao Immaneni and their relatives are interested in the resolutions as set out respectively at Item Nos. 6 and 7 of the Notice with regards to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 6 and 7 of the Notice for the approval by the members.

Item no. 8

Mr. J. Rana Pratap holds a MBA in Marketing & Operations from IIM Lucknow and a Bachelor’s degree in Industrial Engineering from IIT, Delhi. At Mold-Tek, he manages Strategic Initiatives & Business Development while identifying new areas of growth in Packaging including new product development. He is instrumental in diversifying the Company into IBM products which is a huge business opportunity. He has over 10 years of experience in identifying high potential growth areas & arriving at business solutions to real problems. The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 2nd September, 2022 approved revision in remuneration of Mr. J. Rana Pratap, subject to approval of the members pursuant to Section 188 of the Companies Act, 2013, read with relevant rules w.e.f. 1st October 2022.

Mr. J. Rana Pratap is in the exclusive employment of the Company and will not hold a place of profit in any other Company.

Mr. J. Rana Pratap is well qualified academically and is responsible for new business development. The proposed remuneration of Mr. J. Rana Pratap is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as the position is very challenging in nature. Similarly placed employees in the Company are/will be getting comparable remuneration.

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	Mr. J. Rana Pratap
Name of the director or Key Managerial personnel who is related	Mr. J. Lakshmana Rao
Nature of relationship	Mr. J. Lakshmana Rao, Chairman & Managing Director is the father of Mr. J. Rana Pratap.
Nature, Material terms, Monetary value and particulars of the contract or arrangement	Mr. J. Rana Pratap is holding the office or place of profit as Senior Vice President-Corporate of the Company. His remuneration is proposed to be revised as per the terms set out in the resolution given at item number 8.
Any other information relevant or important for the Members to take a decision on the proposed resolution:	Not Applicable

Except Mr. 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 No. 8 for approval of the members as an Ordinary resolution.

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

Item no. 9

Mr. A. Durga Sundeep, has completed his Engineering from REC Kurukshetra and MBA from Purdue University, USA. At Mold-Tek, he manages MIS, production planning, material planning, sales forecasting, costing / margin analysis apart from new projects implementation. In addition he also monitors project viability and costing to ensure proper use of the Company's funds. He has over 12 years of experience in identifying & arriving at business solutions to real problems. The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 2nd September, 2022 approved the revision in remuneration of Mr. A. Durga Sundeep, subject to approval of the members pursuant to Section 188 of the Companies Act, 2013 read with relevant rules, w.e.f. 1st October 2022.

Mr. A. Durga Sundeep is in the exclusive employment of the Company and will not hold a place of profit in any other Company.

Mr. A. Durga Sundeep is well qualified academically and is responsible for aforementioned roles. The proposed remuneration of Mr. A. Durga Sundeep is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as the position is very challenging in nature. Similarly placed employees in the Company are/will be getting comparable remuneration.

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	Mr. A. Durga Sundeep
Name of the director or Key Managerial personnel who is related	Mr. A. Subramanyam & Mrs. A. Seshu Kumari
Nature of relationship	Father & Mother
Nature, Material terms, Monetary value and particulars of the contract or arrangement	Mr. A. Durga Sundeep is holding the office or place of profit as Senior Vice President-Operations & Finance of the Company. His remuneration is proposed to be revised as per the terms set out in the resolution given at item number 9.
Any other information relevant or important for the Members to take a decision on the proposed resolution	Not Applicable

Except Mr. A. Subramanyam and Mrs. A. Seshu Kumari, 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.

Mold-Tek Packaging Limited

The Board recommends passing of the resolution(s) as set out under Item No. 9 for approval of the members as an Ordinary Resolution.

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

Item no. 10

RECLASSIFICATION OF PROMOTERS

The company has received reclassification request vide letter dated 26th July, 2022, from Mrs. Swetha Mythri J, a Member of the Promoter Group to reclassify her from existing “Promoter/Promoter Group category” to “Public category” of the Company, pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”). The following are the details regarding her shareholding in the company:

S. No	Name of the Outgoing Promoter	No of Shares held as on date of this notice	% of holding
1.	Mrs. Swetha Mythri J	47,302	0.143

After analyzing the said request of reclassification and having discussed in detail, the board of directors of the company at their meeting held on 27th July, 2022 has favorably considered her request for reclassification since she and the persons related to her:

- 1) do not together, hold more than ten percent of the total voting rights in the company;
- 2) do not exercise control over the affairs of the company directly or indirectly;
- 3) do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements;
- 4) do not represents on the board (including not having a nominee director) of the Company;
- 5) do not act as a key managerial person in the Company;
- 6) are not ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;
- 7) are not fugitive economic offender.

Also, it is hereby confirmed that the company:

- (i) is compliant with the requirement for minimum public shareholding as required under regulation 38 of the SEBI Listing regulations;
- (ii) do not have trading in its shares suspended by the stock exchanges;
- (iii) do not have any outstanding dues to the Board, the stock exchanges or the depositories.

Further, she has confirmed that subsequent to reclassification, she would continue to comply with the requirements as mentioned in Regulation 31A of SEBI Listing Regulations.

The Board of Directors have accorded their approval to the said re-classification subject to approval of the Members of the company and relevant regulatory authority.

The board thus hereby recommends the Ordinary Resolution as set out in the item no. 10 of the notice for approval of members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 10 of the Notice.

By Order of the Board
For MOLD-TEK PACKAGING LIMITED

Sd/-
J. LAKSHMANA RAO
Chairman & Managing Director
DIN: 00649702

Place: Hyderabad
Date: 2nd September, 2022

Annexure-I

Additional information on Director(s) seeking re-appointment in the Annual General Meeting as required under sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard-2 as Issued by the Institute of Company Secretaries of India.

Statement of Disclosure:

Name of the Director	Mr. P. Venkateswara Rao	Mr. Srinivas Madireddy	Dr. Venkata Appa Rao Kotagiri	Mr. Eswara Rao Immaneni
DIN	01254851	01311417	01741020	08132183
Date of birth	18 th January, 1957	13 th May, 1966	10 th April, 1959	19 th June, 1959
Age	65 Years	56 Years	63 Years	63 Years
Date of first appointment on the board	27 th August, 2008	14 th May, 2018	14 th May, 2018	14 th May, 2018
Brief Profile	Mr. P. Venkateswara Rao holds a Bachelor's degree in arts from Osmania University and a diploma degree in Material Management. He has over 43 years of work experience in the field of material management and project execution and co-ordination. He is in charge of overall marketing and commercial activities of the Company.	Mr. Srinivas Madireddy is an Engineer by profession, holding a degree in B.E (Mechanical). He is having vast experience of over 34 years in the field of Production Management and other fields and he is in charge of Production, planning and control of all the units.	Dr. Venkata Appa Rao Kotagiri is an M.B.B.S and holds a Diploma in Ophthalmic Medicine and Surgery (D.O.M.S), and is an Ophthalmic Surgeon by profession. He is the founder of Bobbili Eye Hospital, Andhra Pradesh. He is having vast experience of over 39 years in the field of healthcare and various other business fields.	Mr. Eswara Rao Immaneni is a Chartered Accountant, a senior partner in M/s EC & ASSOCIATES, Chartered Accountants, having branches in Vijayawada, Hyderabad, Vizag, Bangalore and Sydney, Australia. Further, he is a certified Arbitrator and holder of a Post Graduate Certificate in Alternate Dispute Resolution from NALSAR University of Law, Hyderabad.
Terms & Conditions of appointment and re-appointment along with Remuneration sought to be paid	Not Applicable	As mentioned in the resolution no. 5	Not Applicable	Not Applicable
Inter-serelationship with other Directors, Managers and Key Managerial Personnel	Nil	Nil	Nil	Nil
Expertise in specific functional area	Over all in-charge of Materials Management, Marketing and Commercial Activities	Production, Planning and Control of all the units.	Technology & Strategy.	Accounting and Finance.
Qualification	P.G. in Material Management	B.E (Mechanical)	M.B.B.S and Diploma in Ophthalmic Medicine and Surgery (D.O.M.S).	Chartered Accountant (CA).

Name of the Director	Mr. P. Venkateswara Rao	Mr. Srinivas Madireddy	Dr. Venkata Appa Rao Kotagiri	Mr. Eswara Rao Immaneni
Number of Meetings of the Board attended during the financial year 2021-2022	6	6	6	6
Names of other companies in which holds the directorship along with listed entities from which the person has resigned in the past three years;	Mold-Tek Technologies Limited	NIL	(i) Mold-Tek Technologies Limited; (ii) Sri Srinivasa Rajeswari Agro-Tek Mills Private Limited; (iii) Bobbili Eye Hospital Private Limited.	Sankalp Restructuring Private Limited- Date of Cessation- 6/01/2021
Names of other companies in which holds the membership/chairmanship of committees of the board	NIL	NIL	Mold-Tek Technologies Limited	NIL
No. of shares held in the Company as on 31 st March, 2022	1,86,396	4,41,708	238	7,560

**ANNEXURE II REFERRED TO IN THE EXPLANATORY STATEMENT
FOR ITEM NO. 5**

Statement containing the information pursuant to the provisions of clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to ITEM NO. 5

I. GENERAL INFORMATION:

- Nature of Industry:** Manufacturing of plastic packaging containers.
- Year of commencement of commercial production:** 1997
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- Standalone Financial performance:** **₹ in Lakhs**

Particulars	Year ended 31 st March 2022	Year ended 31 st March 2021	Year ended 31 st March 2020
Income	63,303	47,953	43,860
Net Profit before interest, Depreciation & Tax	12,225	9,656	8,120
Net Profit as per Statement of Profit and Loss	6,366	4,808	3,819
Amount of dividend	2,601	1,954	1,671
Rate of dividend declared/recommended	160	140	100

The Company, after rescheduling of its debts, has not made any default in the repayment of its dues (including public deposits) or interest payments thereon.

- Exports performance and net foreign exchange earnings for the year ended 31st March, 2022 is:** ₹ 541.83 lakhs
- Foreign investments or collaborations, if any:** Not applicable

II: INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Mr. Srinivas Madireddy: Mr. Srinivas Madireddy is an Engineer by profession, holding a degree in B.E (Mechanical). He is having vast experience of over 34 years in the field of Production Management and other fields and he is in charge of Production, planning and control of all the units.

2. Past Remuneration:

Mr. Srinivas Madireddy: ₹ 89.32lakhs for the financial year ended 31st March, 2022.

3. Recognition or awards: N.A

4. Job Profile and his/her suitability

Mr. Srinivas Madireddy: He is the Whole time director of the Company and is in-charge of Production, Planning and Control of all the units. Considering the rich experience and excellent execution capabilities, Mr. Srinivas Madireddy is aptly suitable for the above mentioned roles and responsibilities.

5. Proposed remuneration:

It is proposed to pay a maximum remuneration based on the terms and conditions as detailed in the resolution referred above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Compared to the remuneration profile with respect to industry, size of the company, profile of the position and person, he is entitled to the proposed remuneration.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except the remuneration drawn by him from the Company, he does not have any pecuniary relationship, directly or indirectly with the Company.

III. Other Information:

1. **Reasons for inadequate profits:** As of now, the Company is having adequate profits; hence the clause of inadequate profits is not applicable to the company.
2. **Steps taken or proposed to be taken for improvement:** Not Applicable.
3. **Expected increase in productivity and profits in measurable terms:** Not Applicable.