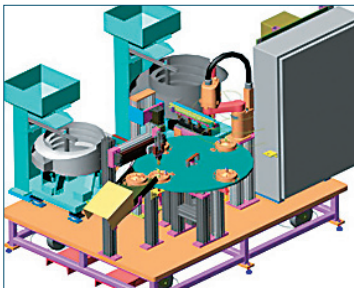
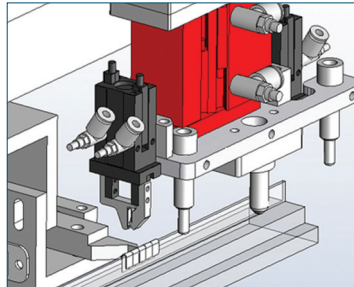


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all set to offer our GLOBAL clients

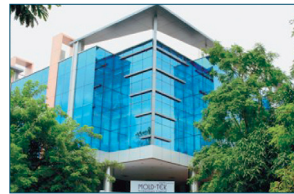
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MOLD-TEK, INDIA

ANNUAL REPORT

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Board of Directors

J. Lakshmana Rao, Chairman & Managing Director

J. Sudharani, Wholetime Director

A. Subrahmanyam, Director - Technical

P. Venkateswara Rao, Director - Commercial

P. Shyam Sunder Rao, Non-Executive Director

Dr. K. Venkata Appa Rao, Non-Executive Director

C. Vasanth Kumar Roy, Non-Executive Director

M. Srinivas, Non-Executive Director

Dr. Surya Prakash Gulla, Non-Executive Director

Registered Office

Plot # 700, Road No. 36,
Jubilee Hills, Hyderabad - 500 033
Phone + 91 40 4030 0300/01/02/03/04
Fax + 91 40 4030 0328
E-mail ir@moldtekindia.com
finance@moldtekindia.com

Statutory Auditors

Praturi & Sriram
Chartered Accountants
201, Sapthagiri Residency
1-10-98/A, Chikoti Gardens
Begumpet, Hyderabad - 500 016

Susidiary Companies

Crossroads Detailing, Inc.

6319E, HWY 36, Avon,
Indiana 46123, USA

RMM Global, Inc.

226 S, College Square,
Bloomington,
Indiana 47404, USA

Internal Auditors

GMK Associates
Chartered Accountants
607, Raghava Ratna Towers
Chirag Ali Lane
Hyderabad - 500 001

Legal Advisor

M. Radhakrishna Murthy, Advocate
Vidya Nagar, Hyderabad

Notice

NOTICE is hereby given that the 26th Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on Thursday, **30th day of September, 2010 at 10.30 a.m. at Swagath-De-Royal, No.2-36, Kothaguda X Roads, Kondapur, Cyberabad, Hyderabad - 500 081** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2010 and Profit and Loss Account for the period ended 31st March, 2010 and the Report of the Directors and Auditors' thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2010.
3. To appoint a Director in place of M. Srinivas, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of P. Shyam Sunder Rao, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Messrs. Praturi & Sriram (Firm Registration No.002739S), Chartered Accountants, Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED that Dr. Suryaprakash Gulla, retiring at this Annual General Meeting, having been appointed as an Additional Director, and being eligible, offers himself for the appointment and in respect of whom the Company has received notice in writing under Section 257 of the

Companies Act, 1956 from a Member proposing his candidature, be and is hereby appointed a Director of the Company liable to retire by rotation."

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

"RESOLVED that the resolution passed by the Members of the Company at the extraordinary general meeting held on 1st July, 2010 relating to issue of Convertible Warrants be and is hereby ratified by substituting the number of fully convertible warrants from 17,10,000 fully convertible warrants to 16,60,000 fully convertible warrants, wherever it appears in the resolution and its explanatory statement."

"RESOLVED FURTHER that for the purpose of giving effect to the above, the Board be and is hereby authorized to do all acts, deeds and things in this connection and/or incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Company."

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

"RESOLVED THAT in modification to the resolution passed by the members of the Company at the 25th Annual General Meeting held on 30th September, 2009 and subject to the approval of Central Government, if required, and pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded towards the re-appointment and increase of remuneration to J. Lakshmana Rao, Chairman



& Managing Director of the Company from ₹4,10,000 per month to ₹4,80,000 per month plus perquisites for the period from 1st April, 2011 to 31st March, 2014 in the following manner and that he shall be holding office of the Chairman & Managing Director for the remaining period of his tenure:

i. Salary

The Company shall pay to J. Lakshmana Rao in consideration of the performance of his duties a salary of ₹4,80,000 per month, in the scale of ₹4,80,000-70,000-6,20,000.

ii. Perquisites & Allowances

In addition to the above salary, J. Lakshmana Rao shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowances in lieu thereof, reimbursement of expenses or allowance for gas, electricity, water, furnishing etc., medical reimbursement, leave travel allowances, club fee, stock options and such other perquisites and allowances under the Company's rules. The total cost of the aforesaid perquisites, allowances and other benefits (including rent/HRA) shall be restricted to 50% of the salary per month.

iii. Commission

In addition to the salary and perquisites as above, J. Lakshmana Rao shall be entitled to commission at the rate of 1.50% of the net profits of the Company computed in the manner laid down under Section 309(5) of the Companies Act, 1956.

iv. Other Benefits

In addition to the above salary and perquisites, J. Lakshmana Rao shall be entitled to the following annual benefits

which shall not be included in the computation of the ceiling of remuneration specified in paragraph (1) and (2) above.

a. 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. The said contribution will not be included in the computation of the ceiling on remuneration.

b. Gratuity: Gratuity payable shall not exceed one half month's salary for each completed year of services and will not be included in the computation of the ceiling on remuneration.

c. Leave encashment: Encashment of leave at the end of the tenure in accordance with the rules of the Company.

d. Provision of Car and Telephone: J. Lakshmana Rao 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 J. Lakshmana Rao.

v. J. Lakshmana Rao shall be entitled to reimbursement of entertainment expenses, traveling, boarding and lodging expenses actually and properly incurred for the business of the Company.

vi. He will not be eligible for any sitting Fees of the Company's Board/Committee Meetings.

vii. Minimum Remuneration

Where in any financial year during the currency of the tenure of J. Lakshmana

Rao, the Company has no profits or its profits are inadequate, the Company shall pay to J. Lakshmana Rao remuneration by way of salary and perquisites not exceeding the limits specified herein above.

"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 as may be approved by the Central Government 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."

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



J. LAKSHMANA RAO

Hyderabad Chairman & Managing Director
1st September, 2010

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.**
2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of items 6 & 7 is annexed.
3. In terms of Articles of Association of the Company, M. Srinivas and P. Shyam Sunder Rao, Directors of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Information about such Directors as stipulated under Clause 49 of Listing Agreement is contained in the statement annexed hereto. The Board of Directors of the Company recommends the respective re-appointments of the aforesaid Directors.
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.
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. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2010 to 30th September, 2010 (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 24th September, 2010 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 pincode to the Company or to its Registrar and Share Transfer Agent 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 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 avail the facility of making nomination of their holdings. 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 Member and the joint-holder(s), if any. A minor can be a 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, Hyderabad - 500 034, the Registrar and Share Transfer Agent 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 a note of the same.
11. Members are requested to note that as per Section 205A of the Companies Act, 1956 dividend not encashed or claimed within seven years from the date of transfer to the Company's unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established under Section 205C of the said Act. Members who have not yet encashed the dividend warrant(s) for the year 2005-2006 to 2008-2009 are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie with the Company in respect of such amount.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item 6

The Board of Directors of the Company has appointed Dr. Suryaprakash Gulla, at its meeting held on 1st January 2010, as Additional Director under Section 260 of the Companies Act, 1956 read with Articles of Association of the Company. Dr. Suryaprakash Gulla holds office only till the date of the forthcoming Annual General Meeting.

Notice has been received from a Member as required under Section 257 of the Companies Act, 1956 proposing Dr. Suryaprakash Gulla as candidate for the office of Director.

Your Directors recommend the Resolution No.6 for your approval.

None of the Directors of the Company except Dr. Suryaprakash Gulla are deemed to be concerned or interested in the Resolution.

Item 7

The Members of the Company at the Extraordinary General Meeting of the Company held on 1st July 2010 have passed a Special Resolution authorizing issue of 17,10,000 (Seventeen Lakhs ten thousand only) Fully Convertible Warrants (Convertible into equal number of Equity Shares within a period of 18 months from the date of allotment of Warrants) at a price of ₹69.40 per warrant [comprising nominal value of ₹10 and premium of ₹59.40 each]. However 50,000 Fully Convertible Warrants could not be allotted to

Usha Kumari as she was not eligible to subscribe to the offer in accordance with Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Hence, only 16,60,000 (Sixteen Lakhs sixty thousand only) Fully Convertible Warrants were allotted.

The consent of the Members is therefore being sought for ratification of the number of Fully Convertible Warrants to be Issued from 17,10,000 Fully Convertible Warrants to 16,60,000 Fully Convertible Warrants.

Shareholding pattern before and after the preferential offer shall be as under:

Category	Pre Issue		Post Issue after conversion of 6,55,000 Fully Convertible Warrants allotted on 1st January, 2010*		Post Issue after Conversion of Proposed Warrants*	
	No. of shares held	% of share holding	No. of shares held	% of share holding	No. of shares held	% of share holding
Promoters						
Indian	17,70,876	43.03	21,70,876	45.51	29,70,876	46.20
Non-Promoters						
a. Bodies Corporate	4,79,102	11.64	4,79,102	10.04	4,79,102	7.45
b. Individuals	16,05,434	39.01	18,60,434	39.00	27,20,434	42.31
c. NRI/OCB	1,73,455	4.22	1,73,455	3.64	1,73,455	2.70
d. Others (Clearing Members)	86,114	2.09	86,114	1.81	86,114	1.34
TOTAL	41,14,981	100.00	47,69,981	100.00	64,29,981	100.00

*Assuming total conversion of warrants

Proposed offer includes 16,60,000 Fully Convertible Warrants (8,00,000 Fully Convertible Warrants to promoters/promoter group and 8,60,000 Fully Convertible Warrants to non-promoter group).

Your Directors recommend Resolution No.7 for your approval.

The Directors of the Company are deemed to be concerned and interested in the Resolution to the extent of number of equity shares held by them and their associates and/or to be allotted to them and to their associates out of the proposed allotment.



Item 8

J. Lakshmana Rao was re-appointed as Chairman & Managing Director for a period of 5 years with effect from 1st April, 2006 and the Members of the Company approved his re-appointment at the 22nd Annual General Meeting held on 25th September, 2006. Remuneration of J. Lakshmana Rao was revised with effect from 1st April, 2009 subject to approval of the Central Government and the Members of the Company approved the revision in remuneration at the 25th Annual General Meeting held on 30th September, 2009. Further, the Central Government vide its letter dated 23rd August, 2010 approved the payment of remuneration to J. Lakshmana Rao for a period of 2 years with effect from 1st April, 2009 to 31st March, 2011. Hence, the Remuneration Committee at its meeting held on 1st September, 2010 reviewed the re-appointment and remuneration payable to J. Lakshmana Rao keeping in view the objectivity of remuneration package payable to executives while striking a balance between the interest of the Company and the shareholders.

As per the provisions of Sections 198, 269, 309 and Schedule XIII of the Companies Act, 1956 approval of the Members of the Company is required for re-appointment and revised remuneration payable to the Managing Director. Further, as the remuneration proposed exceeds the limits prescribed under Schedule XIII, approval of Central Government i.e., Ministry of Corporate Affairs is required. Hence, the Resolution is placed before the Members for approval.

The General Information as required pursuant to Clause 1(B)(iv) of Section II of Part II of Schedule XIII of the Companies Act, 1956 is contained in the statement annexed hereto.

The Explanatory Statement together with the accompanying notice should be treated as abstracts of the terms of agreement and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

None of the Directors except J. Lakshmana Rao, J. Sudharani and A. Subrahmanyam shall be deemed to be interested in the Resolution.

Name of the Director	J. Lakshmana Rao
Date of birth	19th April, 1959
Date of appointment	4th July, 1985
Relationship with other Directors	He is related to J. Sudharani and A. Subrahmanyam.
Expertise in specific functional area	Experience in industrial marketing and product launching and looks after the marketing and finance functions.
Qualification	B.Tech. (Civil) M.B.A.(IIM -B)
Names of companies in which holds the directorship	Mold-Tek Packaging Limited
Names of companies in which holds the membership of Committees of the Board	–
No of shares held in the Company as on 31st March, 2010	22,760

Annexure referred to in the Explanatory Statement

Statement containing the information as required per Notification No.G.S.R.36(E) dated January 16, 2002 amending Schedule XIII to the Companies, Act, 1956 in respect of appointment/increase in remuneration of J. Lakshmana Rao

I. GENERAL INFORMATION

1. Nature of industry: Managing the operation of Information Technology services.
2. Year of commencement of commercial production: 1985.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
4. Financial performance:

₹ Lakhs

	Year ended 31st March, 2010	Year ended 31st March, 2009	Year ended 31st March, 2008
Turnover	1585.61	1913.59	1784.59
Net Profit before interest, Depreciation & Tax	598.06	815.33	388.60
Net Profit as per Profit and Loss Account	179.53	437.76	231.59
Amount of dividend	61.72	71.80	71.80
Rate of dividend declared	15%	20%	20%

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

5. Exports performance and net foreign exchange earnings for the year ended 31st March, 2010 is ₹1581.96 lakhs.
6. Foreign investments or collaborations:

The Company has two 100% wholly owned foreign subsidiary companies in U.S.A. i.e. Crossroads Detailing Inc. and RMM Global Inc.

II. INFORMATION ABOUT THE APPOINTEE**1. Background Details**

J. Lakshmana Rao, Chairman & Managing Director is 51 years of age, and has completed his Bachelor's degree in engineering from Sri Venkateshwara University in 1980. He stood first in the University's order of merit in his batch. He obtained his post graduate diploma in management from the Indian Institute of Management (IIM), Bangalore in 1982 specializing in marketing and finance areas. He joined Nagarjuna Steels Limited and worked on new product development for one year during which period he gained experience in industrial marketing and product launch.