



MOLD-TEK
Technologies Limited



30th Annual Report 2013-14

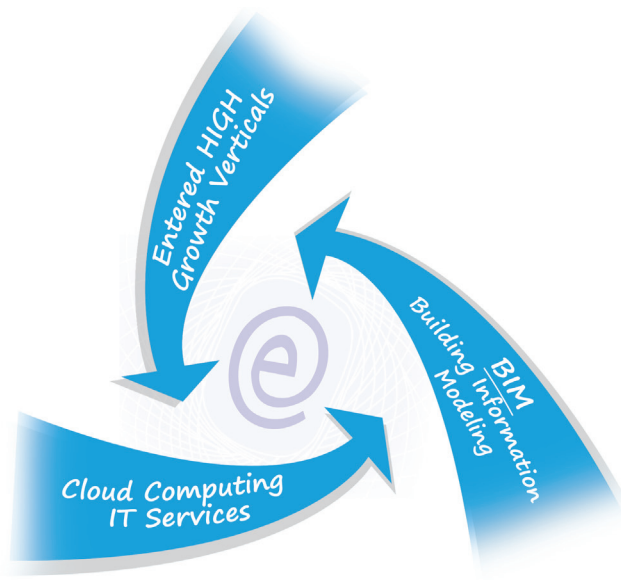
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Financial Highlights

↑ 75.8% Net Profit
Up 75.8% Y-O-Y @ ₹ 208 lakhs

↑ 14.4% Revenue
Up 14.4% Y-O-Y @ ₹ 4024 lakhs

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Board of Directors

- J. Lakshmana Rao**, Chairman & Managing Director
- J. Sudha Rani**, Wholetime Director
- A. Subramanyam**, Non-Executive Promoter Director
- P. Venkateswara Rao**, Non-Executive Promoter Director
- P. Shyam Sunder Rao**, Non-Executive Independent Director
- M. Srinivas**, Non-Executive Independent Director
- Dr. K. Venkata Appa Rao**, Non-Executive Independent Director
- Dr. Surya Prakash Gulla**, Non-Executive Independent Director
- C. Vasanth Kumar Roy**, Non-Executive Independent Director

Statutory Auditors Praturi & Sriram Chartered Accountants 201, Sapthagiri Residency 1-10-98/A, Chikoti Gardens Begumpet, Hyderabad - 500 016	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			
Internal Auditors GMK Associates Chartered Accountants 607, Raghava Ratna Towers Chirag Ali Lane Hyderabad - 500 001	Subsidiary Companies <table><tr><td>Crossroads Detailing, Inc. 6319 East US HWY 36 Suite #4 Avon, IN 46123, USA</td><td>RMM Global, Inc. 2541 Riviera Drive Suite 306, Akron, Ohio 44333, USA</td></tr></table>	Crossroads Detailing, Inc. 6319 East US HWY 36 Suite #4 Avon, IN 46123, USA	RMM Global, Inc. 2541 Riviera Drive Suite 306, Akron, Ohio 44333, USA	
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Legal Advisor M. Radhakrishna Murthy, Advocate Vidya Nagar, Hyderabad	Branches of Mold-Tek Technologies Limited <table><tr><td>Germany Heinrich Lanz Ring 41a 68519 Viernheim, Germany</td><td>Ireland 9, Mount Garrett Walk Tyrrelstown, Dublin-15, Ireland</td><td>Netherlands IJdok 23 1013MM Amsterdam</td></tr></table>	Germany Heinrich Lanz Ring 41a 68519 Viernheim, Germany	Ireland 9, Mount Garrett Walk Tyrrelstown, Dublin-15, Ireland	Netherlands IJdok 23 1013MM Amsterdam
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Bankers ICICI Bank Limited				
CIN : L25200TG1985PLC005631	Website: www.moldtekindia.com			

Notice

NOTICE is hereby given that the 30th Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on **Tuesday, 30th day of September, 2014 at 12.00 Noon at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 and Statement of Profit and Loss for the year ended 31st March, 2014 and the Report of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2014.
3. To appoint a Director in place of A. Subramanyam (DIN 00654046), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed there under and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. Praturi & Sriram, Chartered Accountants (ICAI Firm Registration No. 002739S) be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the year 2017, subject to ratification by the Members at every Annual

General Meeting hereafter, and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, P. Shyam Sunder Rao (DIN: 01770064), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 30th September, 2014 to 29th September, 2019, whose period of office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, M. Srinivas (DIN: 01311417), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 30th September, 2014 to 29th September, 2019, whose period of office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, Dr. K. Venkata Appa Rao (DIN: 01741020), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 30th September, 2014 to 29th September, 2019, whose period of office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, Dr. Surya Prakash Gulla (DIN: 02891694), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 30th September, 2014 to 29th September, 2019, whose period of office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, C. Vasanth Kumar Roy (DIN: 01102102), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from

30th September, 2014 to 29th September, 2019, whose period of office shall not be liable to retire by rotation."

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

"RESOLVED THAT subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, including statutory modifications or re-enactments thereof, the Board of Directors (hereinafter referred to as the board), including any committee thereof for the time being exercising the powers conferred on them by this resolution be and are hereby authorized to borrow money, as and when required, without limitation from any bank and/or public financial institution and/or eligible foreign lender and/or any entity/entities and/or authority/authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the board for any aggregate amount not exceeding ₹125 crore (Rupees One hundred and twenty five crore only) notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say,

reserves not set apart for any specified purpose.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modifications or re-enactments thereof, the Board of Directors including any committee thereof for the time being exercising the powers conferred on them by this resolution hereby accord there consent to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, up to an aggregate limit of ₹125 crore (Rupees One hundred and twenty five crore only)



together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered/to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating

the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

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

J. LAKSHMANA RAO
Chairman & Managing Director

Hyderabad
2nd September, 2014

NOTES

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, and, on a poll, to vote instead of himself/herself and such proxy need not be a member of the Company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.**

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items 5 to 11 is annexed.
3. In terms Articles of Association of the Company, A. Subramanyam, Director of the Company retires by rotation in the ensuing Annual General Meeting and being eligible offers himself 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 re-appointment of A. Subramanyam as Director.
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 26th September, 2014 to 30th September, 2014 (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 25th September, 2014 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 now avail the facility of making nomination on their shareholding. 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 the Registrar and Share Transfer Agent of the Company, M/s. XL Softech Systems Limited, 3 Sagar Society, Road No. 2, Hyderabad - 500 034, Telangana.
 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 2005-06 to 2012-13 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.
 12. The certificate from the auditors of the Company certifying that the Company's Stock Option Schemes are being implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, and in accordance with the resolutions of the Members passed at the general meetings will be available for inspection by the Members at the Annual General Meeting.



E-Voting

The instructions for Members for voting electronically are as under:

In case of Members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on 'Shareholders' tab.
- iii. Now, select the 'COMPANY NAME' from the drop down menu and click on 'SUBMIT'
- iv. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID;
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- v. Next, enter the image verification as displayed and click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in demat form and physical form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<p>Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the dividend bank details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or dividend bank details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the dividend bank details field.

- viii. After entering these details appropriately, click on 'SUBMIT' tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on

which they are eligible to vote, provided that Company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click 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.
- xv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on 'Click here to print' option on the voting page.
- xvii. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system:
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.)

are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of Members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast your vote.

The voting period begins at 9:00 a.m. on 22nd September, 2014 and ends at 6:00 p.m. on 24th September, 2014. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd August, 2014, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.