

2015



MOLD-TEK
Technologies Limited

New Technologies » New Growth Avenues

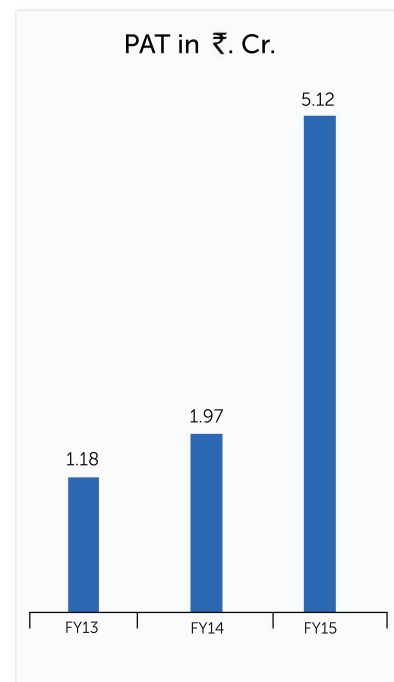
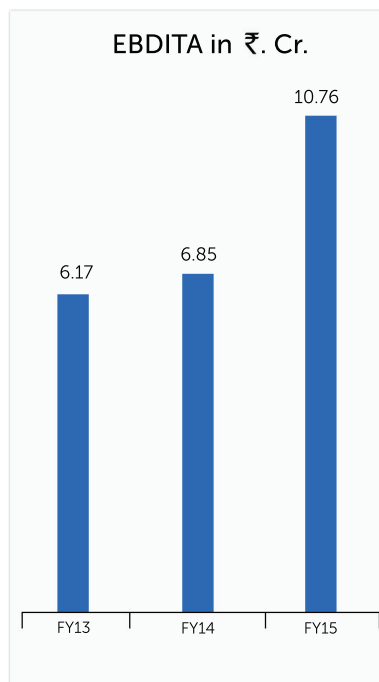
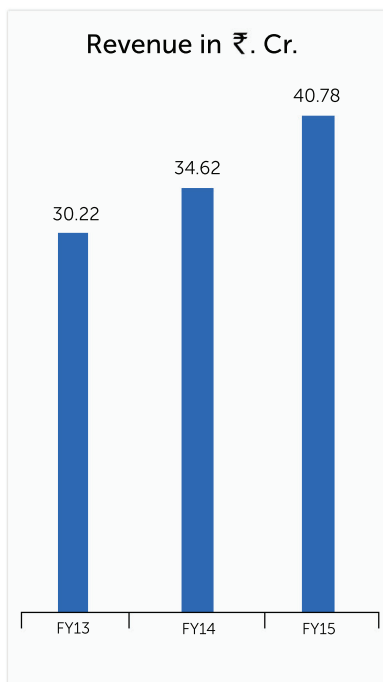
Structural Engineering Services

Mechanical Engineering Services

IT services in SMAC technologies

Fixed Teams - Fibre Structures, Cladding, Precast, Towers

Our Progress





Board of Directors

J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702)
J. Sudha Rani, Whole Time Director (DIN: 02348322)
A. Subramanyam, Non -Executive Promoter Director (DIN: 00654046)
P. Venkateswara Rao, Non -Executive Promoter Director (DIN: 01254851)
P. Shyam Sunder Rao, Non-Executive Independent Director (DIN: 01770064)
M. Srinivas, Non-Executive Independent Director (DIN: 01311417)
Dr.K.Venkata Appa Rao, Non-Executive Independent Director (DIN: 01741020)
Dr. Surya Prakash Gulla, Non-Executive Independent Director (DIN: 02891694)
C.Vasanth Kumar Roy, Non-Executive Independent Director (DIN: 01102102)
CS Pooja Jain, Company Secretary & Compliance Officer (Mem No: A38224)

Statutory Auditors Praturi & Sriram Chartered Accountants 201, Sapthagiri Residency 1-10-98/A, Chikoti Gardens Begumpet, Hyderabad – 5000 016	Registered Office Plot # 700, Road No. 36, Jubilee Hills, Hyderabad – 500 033, Telanagana Phone : +91 40 4030 0300/01/02/03/04 Fax : +91 40 4030 0328 E-mail : ir@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, Vidya Nagar, Hyderabad.				
Secretarial Auditors P.Vijaya Bhaskar & Associates Practising Company Secretaries Off: H.No.6-3-596/90 Naveen Nagar, Road No.1, Banjara Hills, Hyderabad - 500034				
Bankers ICICI Bank Limited. Citi Bank N.A.				
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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CIN : L25200TG1985PLC005631.	Website : www.moldtekindia.com			

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Notice

NOTICE is hereby given that the 31st Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on Monday **28th day of September, 2015 at 12.00 Noon at Best Western Jubilee Ridge, Plot.No.38 & 39, Kavuri Hills, Road.No.36, Jubilee hills, Hyderabad – 500033** to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare Final Dividend on Equity Shares for the financial year ended 31st March, 2015.
3. To appoint a Director in place of P.Venkateswara Rao, (DIN: 01254851) who retires by rotation and being eligible, offers himself for re-appointment
4. To ratify appointment of 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the appointment of M/s. Praturi & Sriram, Chartered Accountants, Hyderabad (ICAI Firm Registration No. 002739S), as Auditors of the Company, by resolution passed at the 30th Annual General Meeting of the Company, to hold office from the conclusion of the 30th Annual General Meeting until the conclusion of the 33rd Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 33rd Annual General Meeting and the Board of Directors be and are hereby authorised 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 a **Special Resolution**:

“RESOLVED THAT in modification to the resolution passed by the Members of the Company at the 29th Annual General Meeting held on 20th September, 2013 and subject to the approval of Central Government, if required, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V 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 increase/ revision of remuneration to J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702) of the Company to ₹ 9,10,000-90,000-1,00,000-11,00,000 per month with effect from 01st April 2016 to 31st March 2019, as may be determined by Board of Directors from time to time subject to all applicable laws, rules & regulations, in the following manner to be drawn either from Mold-Tek Technologies Limited or partly from Mold-Tek Packaging Limited and the balance from Mold-Tek Technologies Limited

- a. Salary:

The Company shall pay to J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), in consideration of the performance of his duties a salary of ₹ 9,10,000-90,000-1,00,000-11,00,000 per month with effect from 01st April 2016 to 31st March 2019 to be drawn either from Mold-Tek Technologies Limited or partly from Mold-Tek Packaging Limited and the balance from Mold-Tek Technologies Limited

- b. Perquisites & Allowances:

In addition to the above salary, J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), 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, 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 40% of the salary per month.

c. **Other Benefits:**

In addition to the above salary and perquisites, J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), shall be entitled to the following annual benefits which shall not be included in the computation of the ceiling of remuneration specified in paragraph (a) and (b) 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. 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 services 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:** J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), 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, Chairman & Managing Director (DIN: 00649702)

d. **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 as per the provisions of the Companies Act, 2013.

- e. J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), shall be entitled to reimbursement of entertainment expenses, traveling, boarding and lodging expenses actually and properly incurred for the business of the Company.
- f. 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 the J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), 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 the J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), 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 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.”

6. 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 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under including any statutory modifications(s) or re-enactment thereof, for the time being in force, the draft form of the regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association

of the Company.

RESOLVED FURTHER THAT the any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

J. LAKSHMANA RAO
Chairman & Managing Director

Hyderabad
31st August, 2015

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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items 5 to 6 is annexed.
4. In terms Articles of Association of the Company, P.Venkateswara Rao, (DIN: 01254851), Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer 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 P.Venkateswara Rao, (DIN: 01254851) as Director.
5. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. 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.
7. Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 28th September, 2015 (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 21st September, 2015 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).
8. 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.
9. 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 and Investor Relation 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).
10. Individual Shareholders 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 shareholders may contact M/s XL Softech Systems Limited, 3, Sagar Society, Road No 2, Banjara hills, Hyderabad – 500 034, Telangana, the Registrar and Share Transfer Agent of the Company.
11. 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.
12. 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 2007-2008 to 2014-2015 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.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. 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 AGM.
15. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and



18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. Further pursuant to Section 101 and Section 136 of the Companies Act 2013 read with relevant rules made thereunder, companies can serve Annual Report and other communications through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. XL Softech Systems Limited.

Voting through electronic means:

1. In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically.
2. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice.
3. Mr. Ashish Gaggar, Practicing Company Secretary [Membership No. FCS 6687] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
6. The e-voting period commences **on 25th September, 2015 at 9.00 A.M and ends on 27th September, 2015 at 5:00 P.M.** During this period, Members holding shares either in physical form or demat form, as on **21st September, 2015**, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
7. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e., 21st September, 2015, only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
8. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
9. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of

the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.

10. The results declared along with the Scrutinizer's Report shall be placed on the

Company's website www.moldtekgroup.com and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE]], where the equity shares of the Company are listed.

The instructions for members for voting electronically are as under:

- (i) The voting period begins on 25th September, 2015 at 9.00 A.M and ends on 27th September, 2015 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website
- (iii) Click on Shareholders.
- (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#	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.
Dividend Bank Details:	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).