

NEW DOMAINS NEW GROWTH AVENUES



MOLD-TEK
Technologies Limited

ANNUAL REPORT

2010

Engineering The Future, Today

CIVIL

- Main fabricators in West Coast of USA are now joining our Client list
- US fabricators are giving us preferred vendor status
- Received orders for high rise buildings
- Improving quality and reducing back charges by implementing secondary checking

MECHANICAL

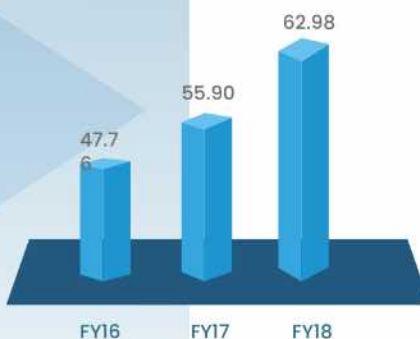
- Gained confidence of European Tier- 1 Auto companies and able to get end to end projects in BIW domain
- Company started marketing in US and North American region and started receiving enquiries and trail orders
- US clients addition expected to improve MES Revenues from Q3 2018-19 onwards

IT

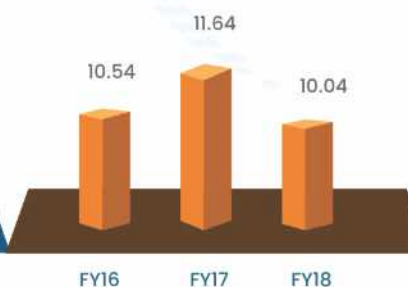
- Developed and started marketing a Patient engagement app for health care industry
- The fixed revenues and project based revenues are expected to grow further in next year
- Working with few MNCs on combined staffing and project execution model

Mold-Tek Progress

REVENUE IN CR.



EBIDTA IN CR.



PAT IN CR.





Corporate Information

Board of Directors

Sri. J. Lakshmana Rao, Chairman & Managing Director

Smt. J. Sudha Rani, Whole Time Director

Sri. A. Subramanyam, Non -Executive Promoter Director

Sri. P. Venkateswara Rao, Non -Executive Promoter Director

Sri. J. Bhujanga Rao, Non-Executive Promoter Director (w.e.f. 14th May 2018)

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

Dr. Surya Prakash Gulla, Non-Executive Independent Director

Sri. C. Vasanth Kumar Roy, Non-Executive Independent Director

Sri. Dhanraj Tirumala, Non-Executive Independent Director (w.e.f. 14th May 2018)

Sri. Ramakrishna Bonagiri, Non-Executive Independent Director (w.e.f. 14th May 2018)

Chief Financial Officer

Satya Kishore Nadikatla

Statutory Auditors

M. Anandam & Co.
Chartered Accountants
7 'A', Surya Towers,
Sardar Patel Road,
Secunderabad-500 003

Secretarial Auditors

Ashish Kumar Gaggar
Company Secretary in Practice
Flat No.201, IInd Floor, Lake View Towers
Safari Nagar, Near Hitech City, Kothaguda,
Kondapur, Hyderabad – 500084

Bankers

Citi Bank N.A.
ICICI Bank Limited.

Company Secretary & Compliance Officer

Bharat Reddy T

Internal Auditors

Praturi & Sriram
Chartered Accountants
1-9-3 & 1-9-9/6
Street No. 1, Ramnagar,
Hyderabad – 500 020

Legal Advisor

M. Radhakrishna Murthy, Advocate
Vidya Nagar, Hyderabad.

Registered Office

Plot # 700, Road No. 36, Jubilee Hills, Hyderabad – 500 033, Telangana
Phone +91 40 4030 0300 | Fax +91 40 4030 0328
E-mail ir@moldtekindia.com | Website: www.moldtekgroup.com
CIN: L25200TG1985PLC005631.

Subsidiary Company

Mold-Tek Technologies Inc

2841 Riviera Dr., Suite # 306,
Akron, OH 44333
United States of America.

Mold-Tek Technologies Inc.

39 Brooklawn Ave., Norwalk,
CT 06854
United States of America.

Mold-Tek Technologies Inc.

1205 Peachtree Pkwy., Sunite # 1202
Cumming GA 30041
United States of America.

Mold-Tek Technologies Inc.

P.O. Box 540
Kiowa, CO 80117
United States of America.

Branches

Germany

Mold-Tek Technologies Limited
(Niederlassung Deutschland),
Heinrich Lanz Ring 41A, 68519
Vierheim

Nasik

Unit 7, 5th Floor, Mangal Plaza,
Above Sakhlas Furniture Mall,
Near Kalika Mandir,
Old Mumbai Agra Road,
Nasik- 422002
Maharashtra, India

Vijayawada

#11-102, Thulasinagar,
Near Chaitanya Junior College,
SBI Road, Kanur,
Vijayawada – 520007
Andhra Pradesh

Pune

Unit 301, 3rd Floor
Zenith Complex
Shivaji Nagar
Pune - 411 005
Maharashtra, India

Chennai

PGP Building,
IInd Floor, Sterling Road,
Nungambakkam, Chennai -600034

CIN : L25200TG1985PLC005631.

Website : www.moldtekgroup.com

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Notice

NOTICE is hereby given that the 34th Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on Saturday, 29th day of September, 2018 at 12.30 P.M. at Best Western Jubilee Ridge, Plot.No.38 & 39, Kavuri Hills, Road. No.36, Jubilee hills, Hyderabad – 500033, Telangana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2018 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, 2018.
3. To appoint a Director in place of Mr. P Venkateswara Rao, Director (DIN: 01254851) who retires by rotation and being eligible, offers himself for re-appointment.
4. **Ratification of appointment of auditors:**
To ratify the appointment of auditors of the company, and to fix the remuneration payable to them for the financial year ending 31st March, 2019, as may be determined by the Board of Directors in consultation with the auditors, and that such remuneration as may be agreed upon between the auditors and the Board of Directors.

Explanation: Under Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section. In line with the requirements of the Act, M. Anandam & Co., Chartered Accountants (Firm Registration No. 000125S) was appointed as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 33rd Annual General Meeting of the Company held on 22nd September, 2017, till the conclusion of the 38th Annual General Meeting

to be held in the year 2022, subject to ratification by shareholders at the general meeting or as may be necessitated by the Act from time to time. Accordingly, the appointment of M. Anandam & Co., Chartered Accountants is being placed before the shareholders for ratification.

RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 22nd September, 2017, the appointment of M. Anandam & Co., Chartered Accountants (Firm Registration No. 000125S) as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid as may be agreed upon between the auditors and the audit committee / Board of Directors.

SPECIAL BUSINESS

5. **Appointment of Mr. Ramakrishna Bonagiri as an Independent Director**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramakrishna Bonagiri (DIN 08132561), who was appointed as an Additional Director (Independent) of the Company by the Board

of Directors with effect from 14 May 2018 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for five consecutive years for a term up to 13 May 2023."

6. **Appointment of Mr. Dhanraj Tirumala Narasimha Rao Togaru as an Independent Director**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dhanraj Tirumala Narasimha Rao Togaru (DIN 01411541), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 14 May 2018 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for five consecutive years for a term up to 13 May 2023."

7. **Appointment of Mr. Bhujanga Rao Janumahanti as Director**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and pursuant to the provisions of Sections 161(1), 152, and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bhujanga Rao Janumahanti (DIN 08132541), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14 May 2018 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidate for the office of a Director of the Company, be and is hereby appointed as a Director, liable to retire by rotation."

8. **Re-appoint Mr. Lakshmana Rao Janumahanti, Managing Director of the Company and revision of remuneration:**

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

"RESOLVED THAT 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) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,, consent of the Company, be and is hereby accorded towards the re-appointment



of J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702) of the Company for a period of 5 years with effect from 1st April, 2019 to 31st March, 2024 and increase/revision of remuneration to J. Lakshmana Rao as mentioned below and can be drawn either from Mold-Tek Packaging Limited or from Mold –Tek Technologies Limited or partly from Mold-Tek Packaging Limited and the balance from Mold –Tek Technologies Limited.

Mold –Tek Technologies Limited or partly from Mold-Tek Packaging Limited and the balance from Mold –Tek Technologies Limited.

a. Salary:

Mr. Lakshmana Rao Janumahanti - The present gross salary is ₹ 14,40,000/- p.m. (including all perquisites). The company will provide 15% increment on gross salary for each year (i.e. for the next 3 years) with effect from 1st April 2019 to 31st March 2022.

b. 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 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)

c. 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.

- d. 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.

- e. 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 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.”

9. **To approve the risk management policy of the company:**

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

“RESOLVED THAT in accordance with the provisions of Sections 134 (3) (n) and 177 (4) (vii) read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Risk Management Policy of the Company which has been approved by the Board of Directors of the Company in the Board meeting held on 29th May, 2018 with the Objective to provide a framework for risk identification, risk measurement, risk mitigation, risk monitoring, ensuring regulatory compliance,

internal compliance and accounting related to hedging be and is hereby approved”.

“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 Members without being required to seek the further approval of Members 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

Chairman & Managing Director
(DIN:00649702)

Place: Hyderabad

Date : 1st September, 2018



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 FORM, 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 Item No. 5-9 is annexed.
4. In terms of Articles of Association of the Company, Mr. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 is contained in the statement annexed hereto. The Board

of Directors of the Company recommends the re-appointment of Mr. P Venkateswara Rao, Director (DIN: 01254851) of the Company. Mr. P Venkateswara Rao, Director has furnished the requisite declarations for his reappointment.

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 23rd September 2018 to 29th September 2018 (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 22nd September 2018 (record date) 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 pin code 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. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the

unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial year ended 2010-2011 or any subsequent financial years are requested to lodge their claims to the Company's Registrar and Share Transfer Agents. According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

The Ministry of Corporate Affairs notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, on September 5, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on 28 February, 2017 ("IEPF Rules") which are applicable to the Company. The objective of the IEPF Rules is to help shareholders ascertain the status of unclaimed amounts. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on 22nd September 2017 (i.e. the date of last AGM) on the website of the Company (www.moldtekgroup.com) and also filed the same with the Ministry of Corporate Affairs.

As per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. In accordance with the IEPF Rules, the Company has transferred unpaid / unclaimed dividend for the financial year 2009-10 to the IEPF.

Pursuant to the provisions of Section 124(6) of the