

**ENGINEERING  
THE FUTURE  
TODAY**



**ANNUAL  
REPORT  
2019**

**NEW DOMAINS | NEW GROWTH AVENUES**



**MOLD-TEK**  
*Technologies Limited*



## MECHANICAL

- Working with some of the world's largest Tier 1 OEM automotive suppliers.
- Bagged large projects translating to improved revenues
- New Mold-Tek GMBH office opened in Frankfurt, Germany and Senior Vice President reassigned to Europe to enhance sales reach and improve key account management



## CIVIL

- Targeting \$1 Million + large Projects as we scale to cater for top Tier fabricators in USA.
- New productivity & quality measures are getting established in systems & processes showing positive improvement in efficiency

## Mold-Tek Progress

REVENUE IN CR.



EBIDTA IN CR.



PAT IN CR.





## CORPORATE INFORMATION

BOARD OF DIRECTORS:																					
<b>Shri J. Lakshmana Rao,</b>	Chairman & Managing Director																				
<b>Smt. J. Sudha Rani,</b>	Whole Time Director																				
<b>Shri A. Subramanyam,</b>	Non-Executive Promoter Director																				
<b>Shri. P. Venkateswara Rao,</b>	Non-Executive Promoter Director																				
<b>Shri. J. Bhujanga Rao,</b>	Non-Executive Promoter Director																				
<b>Dr. K. Venkata Appa Rao,</b>	Non-Executive Independent Director																				
<b>Dr. Surya Prakash Gulla,</b>	Non-Executive Independent Director																				
<b>Shri. C. Vasanth Kumar Roy,</b>	Non-Executive Independent Director																				
<b>Shri. Dhanraj Tirumala,</b>	Non-Executive Independent Director																				
<b>Shri. Ramakrishna Bonagiri</b>	Non-Executive Independent Director																				
<b>Chief Financial Officer</b> Satya Kishore Nadikatla  <b>Company Secretary &amp; Compliance Officer</b> Sakshi Garg  <b>Statutory Auditors</b> M. Anandam & Co. Chartered Accountants 7 'A', Surya Towers, Sardar Patel Road, Secunderabad-500 003  <b>Internal Auditors</b> Praturi & Sriram Chartered Accountants 1-9-3 & 1-9-9/6 Street No. 1, Ramnagar, Hyderabad – 500 020  <b>Secretarial Auditors</b> Ashish Kumar Gaggar Company Secretary in Practice Flat No.201, IInd Floor, Lake View Towers Safari Nagar, Near Hitech City, Kothaguda, Kondapur, Hyderabad – 500084  <b>Bankers</b> CITI Bank N.A. ICICI Bank Limited.  <b>Legal Advisor</b> M. Radhakrishna Murthy, Advocate Vidya Nagar, Hyderabad.	<b>REGISTERED OFFICE</b> 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  <table> <tr> <th colspan="2">SUBSIDIARY COMPANY</th></tr> <tr> <th colspan="2">MOLD-TEK TECHNOLOGIES INC.</th></tr> <tr> <td>2841 Riviera Dr., Suite # 306, Akron, OH 44333 United States of America</td><td>1205 peach tree PKWY, Sunite # 1202 Cumming GA 30041 United States of America</td></tr> <tr> <td>39 Brooklawn Ave., Norwalk, CT 06854 United States of America.</td><td>P.O. Box 540 Kiowa, CO 80117 United States of America.</td></tr> </table> <table> <tr> <th colspan="2">BRANCHES</th></tr> <tr> <td><b>Germany:</b></td><td>Mold-Tek Technologies Limited (Niederlassung Deutschland), Heinrich Lanz Ring 41A, 68519, Vierheim</td></tr> <tr> <td><b>Pune:</b></td><td>Unit 301, 3rd Floor Zenith Complex, Shivaji Nagar Pune 411005 Maharashtra, India</td></tr> <tr> <td><b>Nasik:</b></td><td>Unit 7, 5th Floor, Mangal Plaza, Above Sakhlas Furniture Mall, Near Kalika Mandir, Old Mumbai Agra Road, Nasik- 422002 Maharashtra, India</td></tr> <tr> <td><b>Chennai:</b></td><td>PGP Building, IInd Floor, Sterling Road Nungambakkam, Chennai-600034</td></tr> <tr> <td><b>Vijayawada:</b></td><td>#11-102, Thulasinagar, Near Chaitanya Junior College, SBI Road, Kanur, Vijayawada – 520007 Andhra Pradesh</td></tr> </table>	SUBSIDIARY COMPANY		MOLD-TEK TECHNOLOGIES INC.		2841 Riviera Dr., Suite # 306, Akron, OH 44333 United States of America	1205 peach tree PKWY, Sunite # 1202 Cumming GA 30041 United States of America	39 Brooklawn Ave., Norwalk, CT 06854 United States of America.	P.O. Box 540 Kiowa, CO 80117 United States of America.	BRANCHES		<b>Germany:</b>	Mold-Tek Technologies Limited (Niederlassung Deutschland), Heinrich Lanz Ring 41A, 68519, Vierheim	<b>Pune:</b>	Unit 301, 3rd Floor Zenith Complex, Shivaji Nagar Pune 411005 Maharashtra, India	<b>Nasik:</b>	Unit 7, 5th Floor, Mangal Plaza, Above Sakhlas Furniture Mall, Near Kalika Mandir, Old Mumbai Agra Road, Nasik- 422002 Maharashtra, India	<b>Chennai:</b>	PGP Building, IInd Floor, Sterling Road Nungambakkam, Chennai-600034	<b>Vijayawada:</b>	#11-102, Thulasinagar, Near Chaitanya Junior College, SBI Road, Kanur, Vijayawada – 520007 Andhra Pradesh
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CIN: L25200TG1985PLC005631.

Website: [www.moldtekgroup.com](http://www.moldtekgroup.com)

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## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MOLD-TEK TECHNOLOGIES LIMITED WILL BE HELD ON MONDAY THE, 30<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 12.00 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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019.
3. To appoint a Director in place of Mrs. J Sudharani, Whole Time Director (DIN: 02348322) 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 up to the financial year ending as on 31<sup>st</sup> March, 2022, 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) were appointed as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2017, till the conclusion of the 38<sup>th</sup> 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 22<sup>nd</sup> 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 38<sup>th</sup> AGM be and is hereby ratified

and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them to financial year ending as on March 31, 2022, 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. **To Re-appoint Dr. K Venkata Appa Rao (DIN: 01741020) as an Independent Non- Executive Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. K Venkata Appa Rao (DIN: 01741020), Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non- Executive Director of the Company to hold office for second term from 30<sup>th</sup> September, 2019 to 29<sup>th</sup> September, 2024 and whose office shall not be liable to retire by rotation".

6. **To Re-appoint Dr. Surya Prakash Gulla (DIN: 02891694) as an Independent Non- Executive Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Dr. Surya Prakash Gulla (DIN: 02891694)**, Independent Non- Executive Director of the Company who has submitted a declaration that he meets

the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non- Executive Director of the Company to hold office for second term from 30<sup>th</sup> September, 2019 to 29<sup>th</sup> September, 2024 and whose office shall not be liable to retire by rotation”.

**7. To Re-appoint Mr. Vasant Kumar Roy Chintamaneni (DIN: 01102102) as an Independent Non- Executive Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Vasant Kumar Roy Chintamaneni (DIN: 01102102)**, Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non- Executive Director of the Company to hold office for second term from 30<sup>th</sup> September, 2019 to 29<sup>th</sup> September, 2024 and whose office shall not be liable to retire by rotation”.

**8. To Re-appoint Mrs. J Sudharani, Whole Time 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 Mrs. J Sudharani, Whole Time Director (DIN: 02348322) of the Company for a period of 5 years with effect from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025 and revision of remuneration to Mrs. J Sudharani as mentioned below:

**1) Salary :**

Mrs. J Sudharani- the present gross salary is Rs.7,44,000/- p.m. (including all perquisites). The company will provide 15% increment on gross salary for each year (i.e., for the next 2 years) w.e.f. 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2022

**2) Other Benefits :**

In addition to the above salary, Mrs J Sudharani 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) above.

- 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.
- 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.
- Leave encashment: Encashment of leave at the end of the tenure in accordance with the rules of the Company.
- Provision of Car and Telephone: Mrs. J Sudharani 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 Mrs. J Sudharani

**3) Mrs. J Sudharani shall be entitled to reimbursement of entertainment expenses, traveling, boarding and lodging expenses actually and properly incurred for the business of the Company.**

**4) She 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 Whole Time Director, 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 Whole Time Director 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 are 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 of the company be and is hereby authorised to alter and vary such revised terms and conditions in accordance with the laws from time to time in force and to alter and vary such terms and conditions without being required to seek the further approval of Members within the limits as prescribed above and any action taken by the Board in this regard be and is hereby ratified and approved.”

**9. Appointment of Mr. PSN Vamsi Prasad to hold office or place of profit:**

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014 as amended from time to time, the consent of the Company be and is hereby accorded for continuing to hold office or place of profit under the company by Mr. PSN Vamsi Prasad, Associate-Vice President, who is a relative of Mr. Lakshmana Rao Janumahanti, Managing Director and Sudharani Janumahanti, Whole time director with such designation and remuneration as board may decide from time to time, subject to monthly remuneration not exceeding Rs. 4,50,000/- per month including all

perquisites with effect from 1st October, 2019.

**RESOLVED FURTHER THAT** Mr. PSN Vamsi Prasad shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by him in connection with the Company's business.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized and empowered as and when they may determine and deem fit and proper, to revise the above terms of remuneration and to promote / re-designate him to higher grade(s) / scale(s) with all perquisites, usual allowances, incentives, facilities and benefits as applicable to such grade(s) / scale(s) within the above limit of remuneration without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.”

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

**J. LAKSHMANA RAO**  
Chairman & Managing Director  
(DIN:00649702)

Place: Hyderabad  
Date : 31<sup>st</sup> August, 2019

**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. 5-8 is annexed.
4. In terms of Articles of Association of the Company, Mrs. J sudharani, Director (DIN: 02348322), Whole-time Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Information about such Director as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is contained in the statement annexed hereto Annexure-I. The Board of Directors of the Company recommends the re-appointment of Mrs. J Sudharani, Whole-time Director (DIN: 02348322) of the Company. Mrs. J Sudharani, Whole-time 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 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (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 23<sup>rd</sup> September, 2019 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 2011-2012 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 29<sup>th</sup> September 2018 (i.e. the date of last AGM) on the website of the Company ([www.moldtekgroup.com](http://www.moldtekgroup.com)) and also field 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 Companies Act, 2013 and the rules made thereunder, the Company has transferred in aggregate 2,45,455 Equity Shares of Rs 2/- each to designated Demat Account of IEPF Authority in respect of which the dividend remained unpaid / unclaimed for a period of seven consecutive years i.e. from 2009-10 till the due date of November 15, 2017 after following the prescribed procedure.

Further, all the shareholders, who have not claimed / encashed their dividends in the last seven consecutive years are requested to claim the same. In case valid claim is not received, the Company shall proceed to transfer the respective shares to the IEPF account as per the provisions of IEPF Rules. The Company shall however also inform the concerned shareholders individually and shall also publish the notice in this respect in the newspaper pursuant to the provisions of IEPF Rules. The details of such shareholders and shares due to be transferred shall also be uploaded on the website of the Company.

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. All relevant documents referred in the Notice and the Explanatory Statement shall be open for inspection by the members at the

Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of AGM of the Company.

14. The Certificate from the Auditors of the Company under regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 stating compliance as per SEBI (Share Based Employee Benefits) Regulations, 2014/SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, from time to time and resolution of the company passed in the general meeting, on implementation of scheme, will be available for inspection by the members at the AGM.
15. A Route Map showing direction to reach the venue of 35<sup>th</sup> Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
16. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 arrangement 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 26<sup>th</sup> September, 2019 at 9.00 A.M and ends on 29<sup>th</sup> September, 2019 at 5:00 P.M. During this period, Members holding shares either in physical form or demat form, as on 23<sup>rd</sup> September, 2019, 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 23<sup>rd</sup> September, 2019, only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. A person who is not a member as on the cutoff date should treat this notice for information purpose only.
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](http://www.moldtekgroup.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
11. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.
12. The instructions for members for voting electronically are as under:
  - i. The voting period begins on 26<sup>th</sup> September, 2019 at 9.00 A.M and ends on - 29<sup>th</sup> September, 2019 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 23<sup>rd</sup> September, 2019, 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: [www.evotingindia.com](http://www.evotingindia.com) 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: Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
  - iii. Click on Shareholder's Tab.
  - 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](http://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:** Enter your 10 digit alpha-numeric  
\*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  
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.