



MOLD-TEK TECHNOLOGIES LIMITED

CIN : L25200TG1985PLC005631

Regd Off : Plot No 700, 8-2-293/82/A/700, Road No 36, Jubilee Hills,
Hyderabad, Telangana - 500033

Phone + 91 40 4030 0300/01/02/03/04 Fax + 91 40 4030 0328

E-mail : ir@moldtekindia.com, Website : www.moldtekindia.com

POSTAL BALLOT NOTICE

(Pursuant to the Provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Sub: Passing of Resolutions by Postal Ballot

Notice is hereby given pursuant to Section 110 and other provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, to the shareholders of M/s Mold-Tek Technologies Limited that it is proposed to transact the following businesses by the shareholders of the Company by passing the resolutions through Postal Ballot or E-Voting:

1. Re-Appointment/Increase in Remuneration of Mrs. J Sudha Rani, Whole Time Director

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 27th Annual General Meeting held on 19th August, 2011 and subject to the approval of Central Government, if required, and pursuant to the provisions of Sections 196, 197, 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 re-appointment of J. Sudharani, Whole Time Director of the Company for a period of 5 years from 01st April 2015 to 31st March 2020 and increase/revision of remuneration for the period from 01st April 2015 to 31st March 2018 in the scale of Rs.4,00,000 50,000 5,00,000 in the following manner

1) Salary :

The Company shall pay to **Mrs. J Sudharani** in consideration of the performance of her duties a salary of Rs.4,00,000/- per month, in the scale of Rs.4,00,000 - 50,000 5,00,000

2) Perquisites & Allowances :

In addition to the above salary, **Mrs. J Sudharani** 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 20% of salary per month.

3) Other Benefits :

In addition to the above salary and perquisites, **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) and (2) above.

- a) Provident and Superannuation Fund: The Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. The said contribution will not be included in the computation of the

ceiling on remuneration.

- b) Gratuity : Gratuity payable shall not exceed one half month's salary for each completed year of services and will not be included in the computation of the ceiling on remuneration.
 - c) Leave encashment: Encashment of leave at the end of the tenure in accordance with the rules of the Company.
 - d) Provision of Car and Telephone: **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**
- 4) **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.
- 5) 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 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.

2. Issue of Securities under Employee Stock Option Scheme (ESOS)

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

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and articles of Association and pursuant to the provisions of section 62, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and such other applicable laws (including any statutory modifications or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company herein after referred to as "the Board" which terms shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as "the Committee") to exercise its powers, including the powers conferred by this resolution), consent of the members of the company be and is hereby accorded to the Board, to introduce, offer, issue, and allot up to 3,00,000 Equity Shares, from time to time in one or more tranches to or for the benefit of employees who are in permanent employment of the company, whether working in India or out of India, including directors of the company, as may from time to time be allowed to be eligible for the benefits under the provisions of applicable laws and Regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") under a Scheme titled "**MTTL Employees Stock Option Scheme-2015**", (hereinafter referred to as the "**MTTL ESOS -2015**"), on such terms

and conditions as may be fixed or determined by the nomination and remuneration committee in accordance with the provisions of the law or Regulations issued by the relevant authority”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications, change(s), variations(s), alteration(s) or revision(s) in the terms and conditions of “**MTTL ESOS -2015**” from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise “**MTTL ESOS -2015**”

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board / Nomination and Remuneration Committee is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Employees

RESOLVED FURTHER THAT all the new equity shares to be issued and allotted as aforesaid shall rank pari passu including dividend inter se with the then existing equity shares of the Company in all respects.

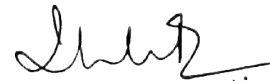
RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under “**MTTL ESOS -2015**” on the Stock Exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer; issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard”.

**By order of the Board
For Mold-Tek Technologies Limited**



**J Lakshmana Rao
Chairman & Managing Director
DIN : 00649702**

Place: Hyderabad

Date: 02nd March 2015

NOTES

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed resolutions are appended herein below.
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. Mr. Ashish Kumar Gaggar, Practicing Company Secretary, FCS No. 6687 has been appointed as Scrutinizer for conducting the postal ballot / e-voting process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.
5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at close of business hours on Friday, 27th February, 2015.
6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement(s) entered into by the Company with the Stock Exchange(s), the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.
8. The shareholders who do not receive the Postal Ballot Form may apply to the Company at ir@moldtekindia.com or write to Mold-Tek Technologies Limited, Plot No 700, 8-2-293/82/A/700, Road No 36, Jubilee Hills, Hyderabad- -500033, Telangana for receiving the duplicate thereof.
9. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours i.e., 18.00 hours, on or before Thursday, April 09 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form(s) will be rejected. Voting period commences on and from Wednesday, March 11 2015 at 10.00 hours and ends on close of working hours i.e., 18.00 hours, Thursday, April 09 2015.
10. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours i.e., 18.00 hours, on or before Saturday, April 11 2015.

11. The results of the voting by Postal Ballot will be declared at the registered office of the Company at Plot No 700, 8-2-293/82/A/700, Road No 36, Jubilee Hills, Hyderabad--500033, Telangana at 5.00 P.M. on Monday, April 13 2015. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.moldtekindia.com and intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall be published in the newspapers. The date of declaration of postal ballot results will be taken as the date of passing the resolutions.
12. The Notice of Postal Ballot is also placed on the website of the Company www.moldtekindia.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 1 - Re-Appointment/Increase in remuneration of J Sudha Rani , Whole Time Director

The members of the company at its 27th Annual General Meeting held on 19th August 2011 approved (subject to the approval of Central Government) the re-appointed and increase in remuneration of J Sudharani, Whole Time Director of the company for a period from 01st April 2012 to 31st March 2015. The Central Government vide its letter dated 23rd August 2012 has approved the payment of remuneration to J Sudharani, Whole Time Director upto 31st March 2015. The Board of Directors and Nomination and Remuneration Committee at its meeting held on 02nd March 2015, subject to the approval of Members at General meeting approved the re-appointment of J Sudharani, Whole Time Director of the company for a period of 5 years from 01st April 2015 to 31st March 2020 and increase/revision of remuneration for the period from 01st April 2015 to 31st March 2018. The proposed revision is keeping in view the objectivity of remuneration package payable to Executives while striking a balance between the interest of the Company and the shareholders.

As per the provisions of Section II Part II Schedule V of the Companies Act 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits as specified in the schedule. The proposed remuneration payable to J Sudharani is within the said limits and hence no Central Government approval is required.

As per the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 approval of the members of the Company by way of special resolution is required for revised remuneration payable to the Whole Time Director. Hence the special resolution is placed before you for approval.

The General Information as required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is contained in the statement annexed hereto.

The Board recommends the resolution set forth in item no. 1 for the approval of members. Except J Sudharani, J Lakshmana Rao and A Subramanyam and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution as set out in Item No. 1 of the accompanying Notice.

Annexure referred to in the Explanatory Statement

Statement pursuant to the provisions of clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Item No. 1

I. GENERAL INFORMATION

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

4. Financial performance:

Rs in Lakhs

	Year ended 31st March 2014	Year ended 31st March 2013	Year ended 31st March 2012
Turnover	3436.50	2937.27	2508.23
Net Profit before interest, Depreciation & Tax	669.40	598.62	563.46
Net Profit as per Profit and Loss Account	196.89	116.04	89.97
Amount of dividend	84.39	56.26	46.88
Rate of dividend declared	18%	12%	10%

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

5. Exports performance and net foreign exchange earnings for the year ended 31st March, 2014 is Rs. 3079.50 lakhs.
6. Foreign investments or collaborations, if any: The Company has two 100% wholly owned foreign subsidiary companies in U.S.A i.e Crossroads Detailing Inc and RMM Global Inc.

INFORMATION ABOUT THE APPOINTEES

1. Background Details:

J. Sudharani, aged 50 years, Whole Time Director of the Company is a Graduate in Science. She has 10 years of IT Administration experience and has been associated with the Company's Administration of KPO functions.

2. Past Remuneration:

Presently J Sudharani is entitled to a remuneration of Rs.42,00,000/- per annum plus perquisite @ of 20% of Salary aggregating to Rs.50,40,000/- (for the period 01st April 2014 to 31st March 2015)

3. Recognition or awards: Nil

4. Job Profile and his/her suitability

J Sudharani looks after entire Administrative and Finance functions.

5. Proposed remuneration:

It is proposed to pay a maximum remuneration to her on the terms and conditions detailed in the resolution referred above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Compared to the remuneration profile of position and person with respect to this industry and size, she is entitled to the proposed remuneration

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except the remuneration drawn by her from the Company, she does not have any pecuniary relationship, directly or indirectly with the Company.

III. Other Information

1. Reasons for inadequate profits :

Profits were inadequate due to Derivative Contracts in the past.

2. Steps taken or proposed to be taken for improvement :

Company has come out of the derivative losses and also due to increase in new business, we are expecting better profitability during the forthcoming years.

3. Expected increase in productivity and profits in measurable terms :

The Company is registering better traction in MES services and hopes to achieve better revenues in coming years. The Company opened CES office in Nasik, India to meet increasing traction for CES services from USA. With the derivative losses having ended, the Company hopes to achieve healthy growth in revenues and profits in the coming years.

Additional Information of Directors seeking appointment/re-appointment in the General Meeting (under clause 49(VIII)(E) of the Listing Agreement.

Name of the Director	Mrs. J Sudharani
Date of Birth	25th July 1965
Date of Appointment	01st October 2008
Relationship with other Directors	J Lakshmana Rao & A Subramanyam
Expertise in Specific Functional Area	10 Years experience in Administrative activities
Qualification	B.Sc
Names of companies in which holds the directorship	Nil
Names of companies in which holds the membership of Committees of the Board	Nil
No of Shares held in the Company as on 31st December 2014	394642

ITEM NO: 2 - Issue of Securities under Employee Stock Option Scheme (ESOS)

The human resource plays a vital role in the growth and success of an organization. The Board has identified the need to reward the employees and to enable them to participate in the future growth and financial success of the Company, has proposed to offer the employees an option to acquire the equity shares of the Company under Employees Stock Option Scheme (ESOS) formulated in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations"). The Board has reserved an appropriate number of equity shares under the ESOS to be allotted against the stock options to be granted to the employees of the Company. The Board has duly approved the ESOS Scheme at its meeting held on 02nd March 2015.

The Company has constituted a Nomination and Remuneration Committee to administer the Stock Option Scheme of the Company.

The salient features of the "MTTL ESOS -2015" are as under

- a) The Nomination and Remuneration Committee shall grant up to 3,00,000 options under the ESOS, in addition to which it may also re-issue the lapsed/forfeited options.
- b) Each option granted, shall entitle the employee to apply for and be allotted one equity share of the Company subject to the fulfillment of vesting requirements.
- c) All employees as defined under the SEBI Regulations applicable to the ESOS shall be eligible to participate in the ESOS.
- d) Grant date of the options shall be the date of Meeting of the Nomination and Remuneration Committee /the Board in which the options are granted to the employees.
- e) There shall be a minimum period of one year between the grant of options and vesting of options.
- f) Vesting period shall commence on the expiry of one year from the Grant date and shall extend up to 5 years from the date of Grant. The option may vest in tranches subject to the terms and conditions as may be stipulated by the Board/the Nomination and Remuneration Committee.
- g) The vesting requirements shall, inter alia consist of satisfactory performance of the employees, their continued employment in the Company and such other reasonable requirements as may be specified by the Compensation Committee.
- h) Exercise price shall be the price as reduced by 60 % of the closing market price of the equity shares of the Company available on the Stock Exchange on which the shares of the company are listed on the date immediately preceding the Grant date, subject to minimum of the face value of the equity shares. If equity shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the closing market price

- i) Option can be exercised by submitting requisite application form to the Company within a period of 5 Years from the date of grant and paying the exercise price at the time of making of such application, in the manner prescribed by the Nomination and Remuneration Committee.
- j) The Nomination and Remuneration Committee shall decide number of options to be granted to the eligible employees based on an appraisal process consisting, inter alia, of the employee's grade, years of service, present performance and potential, conduct and such other factors as may be specified by the Nomination and Remuneration Committee.
- k) Maximum number of options to be issued per employee per year shall not exceed 1 % of the issued capital of the Company except with the approval of the Company in the General Meeting and in aggregate it shall not exceed 3 % (per employee) of the issued capital.
- l) The Company shall conform to the Accounting Policies specified in Regulation 15 of the regulations applicable to the ESOS.
- m) The Company adopts intrinsic value method for valuing the stock options.
- n) The Company hereby declares that it shall disclose in the Directors' Report, the impact on the profit and EPS, the difference between the employee compensation cost computed using the intrinsic value of the stock options and the employee compensation cost that shall have been recognized, had the Company used fair value of the stock options.
- o) The Board/ Nomination and Remuneration Committee shall have absolute authority to vary or modify the terms of the ESOS in accordance with the SEBI Regulations applicable to the ESOS from time to time, provided such variation or modification is not detrimental to the interests of the eligible employees.
- p) The options which shall lapse or forfeit or expire will be available for grant to the eligible employees of the Company. The quantum of options may vary subject to the corporate actions.
- q) The Nomination and Remuneration Committee shall be vest with all the powers as per the SEBI Regulations applicable to the ESOS.

As per Regulation 6(1) of the Regulations, any Employees Stock Option Scheme must be approved by way of a special resolution. Further as the Scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the Members is required for issue of the equity shares and / or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.


The Company shall comply with all necessary disclosures as may be prescribed under the Companies Act, 2013 (including rules thereof), SEBI (Share Based Employee Benefits) Regulations, 2014, and any other law as may be applicable and amended from time to time.

The options to be granted / shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

The Directors recommend the Resolution in the best interest of the Company for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company and to the extent of the options / shares that may be offered to them under the Scheme.

**By order of the Board
For Mold-Tek Technologies Limited**



**J Lakshmana Rao
Chairman & Managing Director
DIN : 00649702**

Place: Hyderabad

Date: 02nd March 2015

Encl: 1. Postal Ballot Form

2. Self addressed postage pre-paid envelope

MOLD- TEK TECHNOLOGIES LIMITED

CIN: L25200TG1985PLC005631

Regd Off : : Plot No 700, 8-2-293/82/A/700, Road No 36, Jubilee Hills, Hyderabad, Telangana -500033

Phone + 91 40 4030 0300/01/02/03/04 Fax + 91 40 4030 0328

E-mail: ir@moldtekindia.com, Website: www.moldtekindia.com

POSTAL BALLOT FORM**Serial No :**

1	Name(s) of the Shareholders Including joint shareholders if any	
2	Registered Address of Sole/First named Shareholder	
3	Registered Folio No/ DP ID Client ID No. (*Applicable to investors holding shares in Physical form)	
4	No. of shares held	

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below.

S No	Description	No. of shares for which Votes cast	I/We assent to the Resolution	I/We dissent to the Resolution
<u>1</u>	Re-Appointment/Increase in remuneration of Mrs. J Sudha Rani, Whole Time Director			
<u>2</u>	Issue of Securities under Employee Stock Option Scheme (ESOS)			

Place:

Date:

(Signatures of the Shareholder)

Note: Please read carefully the instructions printed over leaf before completing this form

INSTRUCTIONS

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
2. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as at close of business hours on Friday, February 27, 2015.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. Voting period commences on and from Wednesday March 11, 2015, 10.00 A.M. and ends on Thursday April 09, 2015, 6.00 P.M.
5. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Company shall announce the results of the Postal Ballot at its Registered Office situated at Plot No 700, 8-2-293/82/A/700, Road No 36, Jubilee Hills, Hyderabad, Telangana -500033 at 5 P.M. on Monday April 13, 2015. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolutions contained in the Notice.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: The Compliance Officer, Mold-Tek Technologies Limited, Plot No 700, 8-2-293/82/A/700, Road No 36, Jubilee Hills, Hyderabad, Telangana -500033; email id : ir@moldtekindia.com

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per the specimen signatures registered with the Registrar and Share Transfer Agent/ Depository(ies). In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the Shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than closing of working hours i.e., 18.00 hours, on or before Thursday, April 09 2015. Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to ir@moldtekindia.com or write to Mold-Tek Technologies Limited, Plot No 700, 8-2-293/82/A/700, Road No 36, Jubilee Hills, Hyderabad, Telangana -500033. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the columns will render the Form invalid.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTION FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, March 11 2015 at 10.00 hours and ends on close of working hours i.e., 18.00 hours, Thursday, April 09 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. at close of business hours on Friday, February 27, 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 www.evotingindia.com.
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 MOLD-TEK TECHNOLOGIES LIMITED.
- (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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.