



## Notice

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on **Friday, 22<sup>nd</sup> of September, 2017 at 12.00 Noon. 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, 2017 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, 2017.
3. To appoint a Director in place of Mr. A Subramanyam, Director (DIN: 00654046) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. M. Anandam & Co., Chartered Accountants (Firm Registration No. 000125S), be and are hereby appointed as statutory auditors of the Company, in place of the retiring statutory auditors M/s. Praturi & Sriram, Chartered Accountants (Firm Registration No. 002739S), to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of the 38<sup>th</sup> Annual General Meeting, subject to

ratification of appointment by the members at every Annual General Meeting held after this Annual General Meeting, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

### SPECIAL BUSINESS

#### 5. **Increase in Remuneration of Ms J Sudharani, Whole Time Director**

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 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) and subject to the approval of Central Government, if required, the consent of the Company, be and is hereby accorded towards increase/revision of remuneration of Ms J Sudharani for the period from 01<sup>st</sup> April 2018 to 31<sup>st</sup> March 2020 in the scale of Rs.5,60,000- Rs 60,000- Rs 6,20,000 in the following manner ”

#### 1) **Salary :**

The Company shall pay to Ms J. Sudharani in consideration of the performance of her duties a salary of Rs.5,60,000/- per month, in the scale of Rs.5,60,000-Rs.60,000-Rs.6,20,000.

#### 2) **Perquisites & Allowances :**

In addition to the above salary, **Ms 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, **Ms 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.

- 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: **Ms. 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 **Ms. J Sudharani**

**4) Ms. 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 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."

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



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

Place: Hyderabad  
Date : 28<sup>th</sup> August, 2017



**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 is annexed.
4. In terms of Articles of Association of the Company, Mr. A Subramanyam, (DIN: 00654046), 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. A Subramanyam, Director (DIN: 00654046) of the Company. Mr. A Subramanyam, 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 16<sup>th</sup> September, 2017 to 22<sup>nd</sup> September, 2017 (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 15<sup>th</sup> September, 2017

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 2009-2010 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 19th September, 2016 (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 2008-09 to the IEPF.

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 33<sup>rd</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 arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice.

3. Mr. Ashish Gaggar, Practicing Company Secretary [Membership No. FCS 6687] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  4. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  5. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
  6. The e-voting period commences **19<sup>th</sup> September, 2017 at 9:00 a.m. and ends on 21<sup>st</sup> September, 2017 at 5:00 p.m.** During this period, Members holding shares either in physical form or demat form, as on **15<sup>th</sup> September, 2017**, 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., **15<sup>th</sup> September, 2017**, 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.
- The instructions for members for voting electronically are as under:**
- (i) The voting period begins on **19<sup>th</sup> September, 2017 at 9:00 a.m. and ends on 21<sup>st</sup> September, 2017 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 **15<sup>th</sup> September, 2017**, 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)
  - (iii) Click on Shareholders 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.
- 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.

- 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 where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MOLD-TEK TECHNOLOGIES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click "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 "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 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 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.

(xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com or you can also contact on below mentioned details:

**Contact details for queries relating to e-voting:**

Mr. Mehboob Lakhani, Assistant Manager  
 Address: 16th Floor, Phiroze Jeejeebhoy Towers,  
 Dalal Street, Fort, Mumbai – 400001.  
 Email ID: helpdesk.evoting@cdslindia.com  
 Phone number: 18002005533

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

**ITEM NO: 5 - Increase in remuneration of Ms. J Sudha Rani, Whole Time Director**

The members of the company by way of resolution passed through postal ballot on 13th April 2015 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 revised of remuneration for the period from 01st April 2015 to 31st March 2018. The Board of Directors and Nomination and Remuneration Committee at its meeting held on 28th August 2017, subject to the approval of Members at General meeting passed the resolution for increase/revision of remuneration for the period from 01st April 2018 to 31st March 2020. 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 of Part II of 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 Ms. 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 details of remuneration payable to Ms. J. Sudharani and the terms and conditions of her re-appointment are provided in the resolution.





**Additional Information on appointment or re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration in the Annual General Meeting (under sub regulation 3 of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard -2**

<b>Name of the Director</b>	Sudharani Janumahanti
<b>Date of Birth</b>	25 <sup>th</sup> July, 1965
<b>Age</b>	52 Years
<b>Qualification</b>	B.Sc.
<b>Date of first Appointment on the Board</b>	01 <sup>st</sup> October 2008
<b>Terms &amp; Conditions of Re-appointment along with Remuneration sought to be paid</b>	As stated out in the resolution No. 5.
<b>Remuneration last drawn</b>	₹ 64,53,422 for the financial year ended 31st March 2017
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	J. Lakshmana Rao- Spouse A. Subramanyam - Brother
<b>Expertise in Specific Functional Area</b>	She is an Executive Promoter Director. She is conversant with all aspects of the management and the affairs of the company.
<b>Number of Meetings of the Board attended during the year</b>	Seven
<b>Names of other companies in which she holds the directorship</b>	--
<b>Names of other companies in which she holds the membership of Committees of the Board</b>	--
<b>No of Shares held in the Company as on 31<sup>st</sup> March 2017</b>	20,00,823

The General Information as required pursuant to clause (B) of 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. 5 for the approval of members. Except Ms. J Sudharani, Mr. J Lakshmana Rao and Mr. 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. 5 of the accompanying Notice.

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

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

Place: Hyderabad  
Date: 28<sup>th</sup> August, 2017

## Annexure

**Additional Information on appointment or re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration in the Annual General Meeting (under sub regulation 3 of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard -2**

<b>Name of the Director</b>	A Subramanyam
<b>Date of Birth</b>	8 <sup>th</sup> July, 1954
<b>Age</b>	63 Years
<b>Qualification</b>	Bachelor's degree in Mechanical Engineering
<b>Date of first Appointment on the Board</b>	4 <sup>th</sup> July, 1985
<b>Terms &amp; Conditions of Re-appointment along with Remuneration sought to be paid</b>	Not Applicable.
<b>Remuneration last drawn</b>	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	J Lakshmana Rao – Brother in Law J Sudha Rani- Sister
<b>Expertise in Specific Functional Area</b>	Experience in production, planning & control of manufacturing activities. His expertise is in overseeing CNC Programming.
<b>Number of Meetings of the Board attended during the year</b>	Five
<b>Names of other companies in which he holds the directorship</b>	Mold-Tek Packaging Limited
<b>Names of other companies in which he holds the membership of Committees of the Board</b>	Mold-Tek Packaging Limited
<b>No of Shares held in the Company as on 31st March 2017</b>	17,65,090

### Brief Profile

A Subramanyam, is Director of the Company. He has obtained his bachelor's degree from Regional Engineering College, Suratkal in 1978. He worked in Nizam Sugars Ltd. & ACC Ltd for a period of three years in maintenance and workshop functions. He then joined a commercial tool room as its Works Manager and was responsible for manufacturing many precision tools including moulds. He completed short term course in mould design and manufacturing from (CIPET) Chennai. In 1986, he joined J Lakshmana Rao in promoting Mold-tek.



## ANNEXURE REFERRED TO IN THE EXPLANATORY STATEMENT FOR ITEM NO. 5

Statement containing the information 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. 5

### I. GENERAL INFORMATION

- Nature of Industry:** Civil and Mechanical Engineering design services and Information Technologies services
- Year of commencement of commercial production:** 1985
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- Financial performance:**

₹ in(000)

Particulars	Year ended 31st March 2017	Year ended 31st March 2016	Year ended 31st March 2015
Turnover	5589.85	4775.88	4077.96
Net Profit before interest, Depreciation & Tax	880.06	1053.75	1075.85
Net Profit as per Profit and Loss Account	428.11	567.09	588.16
Amount of dividend (₹)	0.60	0.80	3.50
Rate of dividend declared	30%	40%	35%

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.

- Exports performance and net foreign exchange earnings for the year ended 31st March, 2017** is ₹. 5, 41,149,480.
- Foreign investments or collaborations, if any:** The Company on 31st March 2017 has one 100% wholly owned foreign subsidiary company in U.S.A i.e Mold-Tek Technologies Inc.

### II INFORMATION ABOUT THE APPOINTEES

- Background Details:**  
**J. Sudharani**, aged 52 years, Whole Time Director of the Company is a Graduate in Science. She has 12 years of IT Administration experience and has been associated with the Company's Administration of KPO functions.
- Past Remuneration:**  
₹ 57,36,795/- for the period 01st April 2016 to 31st March 2017
- Recognition or awards:** Nil
- Job Profile and his/her suitability**  
J Sudharani looks after entire Administrative and Finance functions.
- 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 :**

The profits dipped mainly due to considerable bad debts of the past are written off and due to loss of major client in IT division. The fluctuation of foreign currency has also resulted in inadequate profits.

In addition increasing cost of employees also resulted in reduced profitability.

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

The Company will be committed to generate high returns to shareholders. Mechanical Engineering Services(MES) has started working on different domains of Mechanical Engineering, MES also acquired new clients and expanded the business horizons in Automotive (Body In White) industry segment, which will generate good revenues in the coming Financial Year. Adequate collections mechanisms are set up to ensure timely collection of dues.

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

The Company is expected to grow by 20 percent in terms of profitability compared to last Financial Year, with Civil & Mechanical Engineering divisions adding to revenues and recovering signs in IT division.



**MOLD-TEK**  
*Technologies Limited*

CIN:L25200TG1985PLC005631

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

Tel: + 91-40-40300300 | Fax: + 91 40 4030 0328

Website: www.moldtekgroup.com | Email: ir@moldtekindia.com

**ATTENDANCE SLIP**

(To be presented at the entrance)

**33<sup>rd</sup> ANNUAL GENERAL MEETING**

Folio No/ DP ID & Client ID :

Name and address :  
of the Member (s)

I/We here by record my/our presence at the 33rd Annual General Meeting of the Company at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road.No.36, Jubilee Hills, Hyderabad – 500033, Telangana at 12.00 Noon on Friday, 22nd September, 2017.

\_\_\_\_\_

\_\_\_\_\_

Name of the Attended Member/Proxy

Signature of the Attended Member/Proxy

\_\_\_\_\_

**Note:**

1. Only Member/proxy can attend the meeting.
2. Member/Proxy should bring his/her copy of annual report for reference at the Meeting.
3. Members who have multiple folios with different joint holders may use copies of this Attendance Slip.





# MOLD-TEK

*Technologies Limited*



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## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name and address of the Member(s) \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Folio No/ DP ID & Client ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of Mold-Tek Technologies Limited, hereby appoint

1. Name \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her :

2. Name \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her :

3. Name \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road.No.36, Jubilee Hills, Hyderabad – 500033, Telangana at 12.00 Noon on Friday, 22nd September, 2017 and at any adjournment thereof in respect of such resolutions as indicated below:



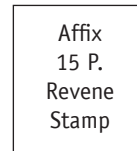
**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2017 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, 2017.
3. To appoint a Director in place of Mr. A Subramanyam, Director (DIN: 00654046) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Anandam & Co. Chartered accountants (Firm Reg. No. 000125S) as Statutory Auditors of the company.

**Special Business**

5. To approve revision in remuneration payable to Ms. Sudha Rani Janumahanti, Whole time Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017



\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**NOTES**

1. This form of proxy in order to be effective should be duly completed and deposited at the Regd Office: Plot No.700,8-2-293/82/A/700, Road No 36, Jubilee Hills, Hyderabad-500033, Telangana not less than 48 hours before the commencement of the Meeting.
2. Members who have multiple folios with different joint holders may use copies of this proxy.
3. The holder may vote either "for" or "against" each resolution.