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**MOLD-TEK**  
*Technologies Limited*

New Technologies >>New Growth Avenues

ANNUAL REPORT  
**2016**



## Civil:

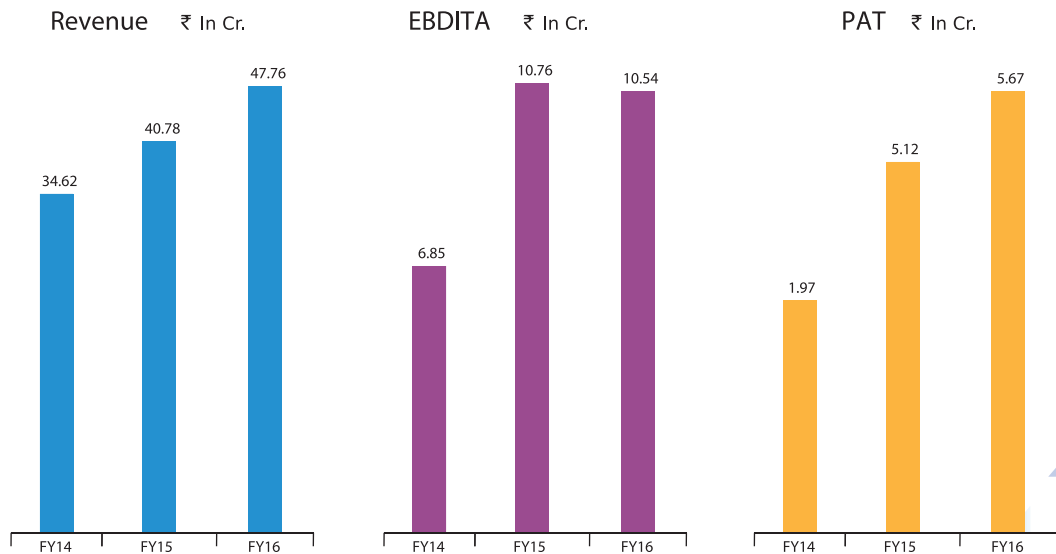
- New office in Vijayawada inaugurated
- Successful visit in NASCC 2016
- Strengthening front end US team by recruiting highly experienced technical resources

## Mechanical:

- Team size from 90 to 110
- Complete automotive assembly line projects – high end simulation study & concept design and detailing – making us end to end service provider
- Moving up the ladder- taking up tier 1 projects
- ROBCAD, Process Simulate & Process Designer – cutting edge software
- Construction drawing designs for major telecom companies in US & Canada
- Design & detailing of storage tanks, pressure vessels & heat exchangers

## IT:

- Salesforce partnership in Ireland and UK
- Expanding in US market
- Packaged solution for FMCG and telecom segments
- Focus on Business Analytics





## Corporate Information

### Board of Directors

- J. Lakshmana Rao**, Chairman & Managing Director
- J. Sudha Rani**, Whole Time Director
- A. Subramanyam**, Non -Executive Promoter Director
- P. Venkateswara Rao**, Non -Executive Promoter Director
- P. Shyam Sunder Rao**, Non-Executive Independent Director
- M. Srinivas**, Non-Executive Independent Director
- Dr. K. Venkata Appa Rao**, Non-Executive Independent Director
- Dr. Surya Prakash Gulla**, Non-Executive Independent Director
- C. Vasant Kumar Roy**, Non-Executive Independent Director

### Chief Financial Officer

Satya Kishore Nadikatla

### Company Secretary

Pooja Jain

### Statutory Auditors

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

### Secretarial Auditors

P.Vijaya Bhaskar & Associates  
Company Secretaries  
Off: H.No.6-3-596/90  
Naveen Nagar, Road No.1,  
Banjara Hills, Hyderabad – 500034

### Bankers

ICICI Bank Limited.  
Citi Bank N.A.

### Internal Auditors

GMK Associates  
Chartered Accountants  
607, Raghava Ratna Towers  
Chirag Ali Lane,  
Hyderabad – 500 001

### Legal Advisor

M. Radhakrishna Murthy, Advocate  
Vidya Nagar, Hyderabad.

### Registered Office

Plot # 700, Road No. 36,  
Jubilee Hills, Hyderabad – 500 033, Telangana  
Phone +91 40 4030 0300/01/02/03/04  
Fax: +91 40 4030 0328  
E-mail: ir@moldtekindia.com  
Website: www.moldtekgroup.com  
CIN: L25200TG1985PLC005631.

### Subsidiary Companies

#### Crossroads Detailing Inc.

6319, East US HWY 36,  
Suite # 4, Suite 306, Akron,  
Avon, IN 46123, USA.

#### RMM Global, Inc

2541, Riviera Drive  
Ohio 44333, USA

### Branches

#### Vijayawada Branch

#54-15-14/1, 4th Floor,  
Sai Prabha Complex,  
Srinagar Service  
Road, Bharathi Nagar,  
Vijayawada – 520008,  
Andhra Pradesh

#### Nasik Branch

Mangal Plaza, Unit 7,  
Near Kalika Mandir,  
Old Agra Road,  
Nashik – 422002  
Maharashtra

#### Germany

Heinrich Lanz Ring 41a  
68519 Viernheim,  
Germany

#### Ireland

Unit 10, B.A.S.E.  
Enterprise Centre  
Damastown Road,  
Mulhuddart  
Dublin 15  
Ireland

CIN : L25200TG1985PLC005631.

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

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## Notice

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on Monday, 19<sup>th</sup> September, 2016 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 31<sup>st</sup> March, 2016 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, 2016.
3. To appoint a Director in place of Ms. Sudha Rani Janumahanti, Director (DIN: 02348322) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the appointment of M/s. Praturi & Sriram, Chartered Accountants, Hyderabad (ICAI Firm Registration No. 002739S), as Auditors of the Company, by resolution passed at the 30<sup>th</sup> Annual General Meeting of the Company, to hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 33<sup>rd</sup>

Annual General Meeting and the Board of Directors be and are hereby authorised to fix their remuneration, in accordance with the recommendation of the Audit Committee, in consultation with the Auditors”.

### SPECIAL BUSINESS

#### 5. To Issue 10,00,000 Equity Shares to the eligible employees of the Company under “MTL Employees Stock Option Scheme-2016”

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” ), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”), Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder 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 10,00,000 Equity Shares of face value of Rs 2/- each, from time to time in one or more tranches for the benefit of employees as defined in the Regulations as may be amended from time to time, under a Scheme titled **"MTTL Employees Stock Option Scheme-2016"**, (hereinafter referred to as the **"MTTL ESOS -2016"**), 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 or Nomination and Remuneration Committee 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 -2016"** 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 -2016."**

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, stock-split, consolidation, sale of division of the Company and or any other re-structuring, 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 Employee."

**"RESOLVED FURTHER THAT** all the new equity shares to be issued and allotted as aforesaid shall rank pari- passu including dividend interest 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 -2016"** on the Stock Exchanges as per

the provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 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 ₹ 2/- 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.”

**6. To Issue Equity Shares to the eligible employees of the Company's subsidiary company(ies) under "MTL Employees Stock Option Scheme-2016"**

**“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” ), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”), Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder 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 10,00,000 Equity Shares of face value of Rs 2/- each, from time to time in one or more tranches, as mentioned in resolution no. 5 of this notice, for the benefit of employees as defined in the Regulations as may be amended from time to time, of any existing or future subsidiary companies of the company, under a Scheme titled “**MTL Employees Stock Option Scheme-2016**”,(hereinafter referred to as the “**MTL ESOS -2016**”), 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 or Nomination and Remuneration Committee be and is hereby authorized to make any modifications, change(s), variations(s), alteration(s) or revision(s) in the terms and conditions of “**MTL ESOS -2016**” 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 “**MTL ESOS -2016**”.

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, stock-split, consolidation, sale of division of the Company and or any other re-structuring, 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 Employee.”

**“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 “**MTL ESOS -2016**” on the Stock Exchanges as per the provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 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 ₹ 2/- 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.”

**7. To approve revision in remuneration payable to Mr. A. Durga Sundeeep, holding 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. A. Durga Sundeeep, Chief Manager, who is a relative of Mr A. Subramanyam, with such designation and remuneration as Board may decide from time to time, subject to monthly remuneration not exceeding ₹ 4,50,000 including all perquisites with effect from 1<sup>st</sup> October, 2016.”

**“RESOLVED FURTHER THAT** Mr. A. Durga Sundeeep 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.”

**8. To approve revision in remuneration payable to Mr. J. Rana Pratap, holding 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. J. Rana Pratap, Corporate Manager, who is a relative of Mr. J. Lakshmana Rao, Chairman & Managing Director and Ms. J. Sudha Rani, Whole time Director, with such designation and remuneration as board may from time to time decide subject to monthly remuneration not exceeding ₹ 4,50,000 including all perquisites with effect from 1<sup>st</sup> October, 2016.”

“**RESOLVED FURTHER THAT** Mr. J. Rana Pratap 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 **MOLD-TEK TECHNOLOGIES LIMITED**

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

Place: Hyderabad  
Date : 10<sup>th</sup> August, 2016

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ written notice is given to the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items 5 to 8 is annexed.
4. In terms Articles of Association of the Company, Ms. Sudha Rani Janumahanti, Director (DIN: 02348322), Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer herself 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 Ms. Sudha Rani Janumahanti, Director (DIN: 02348322) of the Company. She has furnished the requisite declarations for her re-appointment.
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 13<sup>th</sup> September, 2016 to 19<sup>th</sup> September, 2016 (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 12<sup>th</sup> September, 2016 (record date) and in respect of shares held in electronic form to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).
  8. Members are requested to notify change of address, if any, with pin code to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
  9. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Secretarial and Investor Relation Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
  10. Individual Shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be nominee provided the name of the guardian is given in the nomination form. Non- individuals including society, trust, body corporate, partnership firm, karta of Hindu undivided family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s XL Softech Systems Limited, 3, Sagar Society, Road No 2, Banjara hills, Hyderabad – 500 034, Telangana, the Registrar and Share Transfer Agent of the Company.
  11. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/ Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.
  12. Members are requested to note that as per



Section 205A of the Companies Act, 1956 dividend not encashed or claimed within seven years from the date of transfer to the Company's unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established under Section 205C of the said Act. Members who have not yet encashed the Dividend warrant(s) for the year 2008-2009 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie with the Company in respect of such amount. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 28 2015 (i.e. date of last Annual General Meeting) on the website of the Company ([www.moldtekgroup.com](http://www.moldtekgroup.com)) and also filed the same with the Ministry of Corporate Affairs.

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 32<sup>nd</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) 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 on **16<sup>th</sup> September, 2016 at 9.00 A.M and ends on 18<sup>th</sup> September, 2016 at 5:00 P.M.** During this period, Members holding shares either in physical form or demat form, as on **12<sup>th</sup> September, 2016**, 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., 12<sup>th</sup> September, 2016**, 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, 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 **16<sup>th</sup> September, 2016 at 9.00 A.M and ends on 18<sup>th</sup> September, 2016 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 **12<sup>th</sup> September, 2016**, 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 [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

**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 & 6:**

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 MTL Employees Stock Option Scheme-2016 at its meeting held on 10<sup>th</sup> August, 2016.

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

The salient features of the “MTL Employees Stock Option Scheme-2016” are as under



## 1. Brief Description of the “MTTL Employees Stock Option Scheme-2016”

The Company proposes to introduce the M TTL Employees Stock Option Scheme-2016 for the benefit of the existing permanent employees of the Company and its subsidiary company(ies), employees joining the Company or its subsidiary company(ies) in future, its directors, and such other persons / entities as may be prescribed by Securities and Exchange Board of India (“SEBI”) from time to time, and in accordance with the provisions of prevailing regulations including the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Nomination and Remuneration Committee (by whatever name called) of the Company shall act as a Compensation Committee for administration of the Scheme.

The Scheme shall be administered by the Nomination and Remuneration Committee. All questions of interpretation of the Scheme shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all persons having an interest in Scheme.

## 2. Total number of Options to be granted

- a) The Nomination and Remuneration Committee/Board shall grant up to 10,00,000 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 face value of ₹ 2/- each, of the Company subject to the fulfillment of vesting requirements.
- c) Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of

shares, split or consolidation of shares etc. of the Company.

## 3. Classes of employees entitled to participate in the M TTL Employees Stock Option Scheme-2016

The following employees shall be entitled to participate in the Scheme

- (i) a permanent employee of the company who has been working in India or outside India; or
- (ii) a director of the company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee as defined in clauses (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the company but does not include—
  - (a) an employee who is a promoter or a person belonging to the promoter group; or
  - (b) a director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company; or
  - (c) any other employee as may be defined by SEBI in this regard.

## 4. Requirements of Vesting and period of Vesting, maximum period within which the options shall be vested

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.

There shall be a minimum period of one year between the grant of options and vesting of options.

Vesting period shall commence on the expiry of one year from the Grant date and shall extend up to 8 years from the date of

Grant as per vesting schedule. The option may vest in tranches subject to the terms and conditions as may be stipulated by the Board/the Nomination and Remuneration Committee. The vesting dates in respect of the options granted under the Scheme shall be determined by the Nomination and Remuneration Committee/Board and may vary from an employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

#### **5. Exercise Price or pricing formula**

- a) Exercise price for the purpose of the grant of options shall be the price as reduced up to a maximum of 50% 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.
- b) The employee shares bear all tax liabilities in relation to grant of options.
- c) The exercise price may vary between grant of options to different set of employees of Mold-Tek Technologies Limited and its subsidiaries.

#### **6. Exercise Period and process of exercise**

Option can be exercised by submitting requisite application form to the Company within a period of 2 months for each tranche as per vesting schedule, from the date of vesting and paying the exercise price at the time of making of such application, in the manner prescribed by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee/Board shall decide the exercise period from time to time which can be extended upto 2 years from the vesting date(s).

#### **7. Appraisal process for determining the eligibility of the employees**

The Nomination and Remuneration Committee shall decide number of options to be granted to the eligible employees based on an appraisal process consisting, interalia, 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.

#### **8. Maximum number of options to be granted per employee**

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.

#### **9. Maximum quantum of benefits to be provided per employee under a scheme**

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of sale of shares.

#### **10. Scheme Implementation**

The Scheme shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the shareholders in due course as per applicable laws.

#### **11. Source of acquisition of shares under the Scheme:**

The Scheme contemplates fresh / new issue of shares by the Company.

#### **12. Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc:**





This is currently not contemplated under the present Scheme.

**12. Maximum percentage of secondary acquisition:**

This is not relevant under the present Scheme.

**14. Accounting and Disclosure Policies:**

The Company shall confirm to the Accounting Policies specified in Regulation 15 of the regulations applicable to the ESOS.

**15. Method of option valuation:**

The Company will adopt the intrinsic value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be determined by the Nomination and Remuneration Committee and as may be permitted under the Regulations.

**16. Declaration:**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share of the Company shall be disclosed in the Directors' report.

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.

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.

ESOP Regulations also require separate approval of members by way of special resolution to grant stock options to the employees of holding and/or subsidiary companies. Accordingly, a separate resolution under item no. 6 is proposed to extend the benefits of MTL Employees Stock Option Scheme-2016 to the employees of subsidiary company (ies) as may be decided by the Nomination and Remuneration Committee from time to time under Applicable Laws.

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.

A copy of the draft MTL ESOS 2016 will be available for inspection on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under MTL Employees Stock Option Scheme-2016.

The Board recommends passing of the resolution(s) as set out under Item No. 5 and 6 for approval of the members as special resolution(s).

**Item No. 7**

The members of the Company had passed special resolution, pursuant to erstwhile Section 314(1B) of the Companies Act 1956 at the 29<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2013, revising the remuneration payable to Mr. Durga Sundeep, to provide monthly remuneration not exceeding ₹ 2,45,000 including all perquisites.

Mr. A. Durga Sundeep has been looking after IT business development. He has completed his Engineering from REC Kurukshetra and P.G. in Business Management from Purdue University, USA. the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 10<sup>th</sup> August, 2016, approved remuneration of Mr. A.Durga Sundeep, subject to approval of the members pursuant to Section 188 of the Companies Act, 2013, the revision in remuneration payable to Mr. A. Durga Sundeep w.e.f. 1<sup>st</sup> October 2016.

Mr. Durga Sundeep is in the exclusive employment of the Company and will not hold a place of profit in any other Company.

The proposed remuneration of Mr. A. Durga Sundeep, who has been looking after IT business development for more than 9 years, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Mr. A. Durga Sundeep
Name of the director or Key Managerial personnel who is related	Mr. A. Subramanyam
Nature of relationship	Father
Nature, Material terms, Monetary value and particulars of the contract or arrangement	Mr. A. Durga Sundeep is holding the office or place of profit as – Chief Manager of the Company. His remuneration is proposed to be revised as per the terms set out in the resolution given at item number 7.
Any other information relevant or important for the Members to take a decision on the proposed resolution:	Not Applicable

Except Mr. A. Subramanyam and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item No. 7 for approval of the members as Ordinary resolution(s).

No member of the Company who is related party shall vote to approve the ordinary resolution.



### **Item No. 8**

The members of the Company had passed special resolution, pursuant to erstwhile Section 314(1B) of the Companies Act 1956 at the 29<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2013, revising the remuneration payable to Mr. J. Rana Pratap, to provide monthly remuneration not exceeding ₹ 2,45,000 including all perquisites.

Mr. J. Rana Pratap holds an MBA in Marketing & Operations from IIM Lucknow and a bachelor's degree in Industrial Engineering from IIT, Delhi. At Mold-Tek, he manages Strategic Initiatives & Business Development while identifying new areas of growth in Engineering and IT space. He has over 6 years of experience in identifying high potential growth areas & arriving at business solutions to real problems.

The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 10<sup>th</sup> August 2016 approved remuneration of Mr. J. Rana Pratap, subject to approval of the members pursuant to Section 188 of the Companies Act, 2013.

Mr. J. Rana Pratap is in the exclusive employment of the Company and will not hold a place of profit in any other Company.

The proposed remuneration of Mr. J. Rana Pratap, who has more than 6 years, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Mr. J. Rana Pratap
Name of the director or Key Managerial personnel who is related	Mr. J. Lakshmana Rao and Ms. J. Sudha Rani,
Nature of relationship	Mr. J. Lakshmana Rao, Chairman & Managing Director - Father Ms. J. Sudha Rani, Whole Time Director – Mother
Nature, Material terms, Monetary value and particulars of the contract or arrangement	Mr. J. Rana Pratap is holding the office or place of profit as Corporate Manager of the Company. His remuneration is proposed to be revised as per the terms set out in the resolution given at item number 8.
Any other information relevant or important for the Members to take a decision on the proposed resolution:	Not Applicable

Except Mr. J. Lakshmana Rao and Ms. J. Sudha Rani and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item No. 8 for approval of the members as Ordinary resolution(s).

No member of the Company who is related party shall vote to approve the ordinary resolution.

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



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

Place: Hyderabad  
Date: 10<sup>th</sup> August, 2016

## Annexure

### Additional Information on Directors seeking appointment/re-appointment 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>	Sudha Rani Janumahanti
<b>Date of Birth</b>	25 <sup>th</sup> August, 1964
<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 alongwith Remuneration sought to be paid</b>	Not applicable
<b>Remuneration last drawn</b>	₹ 57.60 Lakhs
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	J. Lakshmana Rao- Spouse A. Subramanyam – Brother-in-law
<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>	06 (Six)
<b>Names of other companies in which holds the directorship</b>	--
<b>Names of other companies in which holds the membership of Committees of the Board</b>	--
<b>No of Shares held in the Company as on 31<sup>st</sup> March 2016</b>	19,73,210



## BOARD'S REPORT

**Dear Members,**

Your Director's have pleasure in presenting the 32nd Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2016.

### FINANCIAL RESULTS

The Company's operating performance during the year ended 31st March, 2016 is summarized below.

₹ in Lakhs

Particulars	Standalone		Consolidated	
	Year ended 31st March		Year ended 31st March	
	2016	2015	2016	2015
Sales	4775.88	4077.96	5291.96	4699.04
Other Income	407.57	129.05	407.92	134.19
Total Income	5183.45	4207.01	5699.89	4833.23
Profit before Interest, Depreciation & Tax	1053.75	1075.85	1081.69	1102.91
Interest	94.36	77.33	94.36	77.33
Depreciation & Preliminary	198.60	240.47	213.10	250.17
Expenses written off				
Profit/(Loss) before Tax	760.79	758.05	774.23	775.41
Provision for tax	193.70	169.89	196.81	176.67
Profit/(Loss) after Tax	567.09	588.16	577.42	598.74
Profit/(Loss) brought forward from previous year	270.59	131.80	285.63	136.26
Fixed Asset Adjustment	-	(113.44)	-	(113.44)
Deferred tax reinstatement				-
Profit available for appropriation	837.68	606.52	863.05	621.56
Appropriation				
Extraordinary Items	-	(76.17)	-	(76.17)
Interim dividend	(159.33)	(94.18)	(159.33)	(94.18)
Transferred to General Reserve	(56.71)	(51.20)	(56.71)	(51.20)
Proposed dividend	(53.11)	(79.63)	(53.11)	(79.63)
Corporate dividend tax	(43.25)	(34.75)	(43.25)	(34.75)
Balance Carried forward	525.28	270.59	550.65	285.63

## OPERATIONS

On Standalone basis for the year 2015-16, revenues at ₹ 4775.88 Lakhs were higher by 17.11% over the previous year's revenues of ₹ 4077.96 Lakhs. Profit after tax has slightly decreased to ₹ 567.09 Lakhs from ₹ 588.16 Lakhs @ 3.58%. On Consolidated basis for the year 2015-16, revenues at ₹ 5291.96 Lakhs were higher by 12.62% over the previous year's revenues of ₹ 4699.04 Lakhs. Profit after tax slightly decreased to ₹ 577.42 Lakhs from ₹ 598.74 Lakhs @ 3.56%. The 4th Quarter performance dropped due to closure of an ODC setup for a German client as they were acquired by a US Company.

However, the company is expanding its operations with inauguration of our new branch at Vijaywada, Andhra Pradesh on 9th August, 2016, to further enhance its capacity in Structural Engineering Services. Initially it will start with 30 engineers' capacity and expected to grow in coming quarters.

The company has also got listed on National Stock Exchange of India Limited (NSE) vide letter dated 4th July, 2016 and trading effective from 7th July, 2016. The listing at NSE would provide another platform for investors to reach company.

## FUTURE OUTLOOK

Company is now finding increased demand for its Structural and Mechanical Engineering Services. Apart from traditional growth in Structural Engineering Services, we are finding considerable growth and expansion in MES which can be a torch bearer in coming years. Company is planning to merge its US Offices and set up office at ATLANTA, Georgia, for client co-ordination. Additional personnel are joining in US and Europe for remaining Business Development Activities. From middle of F.Y. 2016-2017, Company expects to perform well with these initiatives yielding positive results. New clients in IT Division are being added to recover from the dip in 4th Quarter of last year.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relate and the date of this Directors' Report.

## SUBSIDIARY

Your Company has two wholly owned subsidiaries viz, Crossroads Detailing Inc. USA and RMM Global Inc. USA.

The financial position of the said company is given in the notes to consolidated financial statements.

The audited accounts of the subsidiary company are placed on the Company's website and it is available for inspection at the registered office of the Company during working hours. The Company will make available a copy thereof to any member of the Company who may be interested in obtaining the same.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of subsidiary in Form AOC 1 is attached to the Accounts.

## CONSOLIDATED FINANCIAL STATEMENTS(CFS)

The Consolidated Financial Statements of your Company for the financial year 2015-16 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"). The consolidated financial statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries, as approved by the respective Board of Directors.

The Consolidated Financial Statements should therefore be read in conjunction with the directors' report, financial notes, cash flow statements and the individual auditor reports of the subsidiaries.

## DIVIDEND

Your Directors have recommended a final dividend of ₹ 0.20/- per equity share @10% of paid up equity share of face value of ₹ 2/- each, in addition to interim dividend of ₹ 0.60/- (30%) hitherto declared making a total of ₹ 0.80/- (40%) per equity share (previous year ₹ 3.50/- per equity share @ 35% of paid up equity share of ₹ 10/- each) for the financial year ended 31<sup>st</sup> March, 2016. The final dividend if approved, will be paid to those members whose names appear in Register of Members as on 12<sup>th</sup> September, 2016. In respect of



shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) limited as beneficial owners as on that date. This will entail an outflow of ₹. 255.69 Lakhs (Inclusive of dividend tax).

The dividend payout for the years under review has been formulated keeping in view your Company's need for capital for its growth plans and the intent to finance such plans through internal accruals to the optimum.

Equity shares that may be allotted on or before the Book Closure will rank pari passu with the existing shares and will be entitled to receive the dividend.

### **TRANSFER TO RESERVE**

The Directors propose to transfer a sum of ₹ 56.71 lakhs to General Reserve out of the profits earned by the Company.

### **SHARE CAPITAL AND CONSEQUENT CHANGES**

During the year, with a view to broad-base the investor base by encouraging the participation of the small investors and also to increase the liquidity of Equity Shares of the Company, the Company after obtaining members approval on 03<sup>rd</sup> February, 2016 has sub-divided the existing Equity Shares of the Company having a face value of ₹ 10/- (Rupees Ten only) each fully paid up, into 5 (Five) Equity Shares of ₹ 2/- (Rupees Two only) each fully paid up.

Consequent upon sub-division of Equity Shares of the Company, the Capital Clause of Memorandum of Association was amended with the approval of the members i.e. from Rs 13,00,00,000 (Rupees Thirteen Crores only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of ₹ 10/- (Rupees Ten only) each to 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs 2/- (Rupees Two Only) each.

### **PAID UP SHARE CAPITAL**

The paid up share capital of the company was ₹ 47,090,560 as on 31<sup>st</sup> March, 2015. The Board of Directors in the meeting held on 19<sup>th</sup> August, 2015, allotted 6,00,000 equity shares pursuant to conversion of warrant of ₹ 10/- each at a price of ₹ 31.20/- [comprising nominal value of face value of ₹ 10/- and premium of ₹ 21.20/- each].

The Board of Directors in the meeting held on 26<sup>th</sup> October, 2015, allotted 2,000 equity shares of face

value of Rs 10/- each at a price of ₹ 28/- [comprising nominal value of ₹ 10/- and premium of ₹ 18/- each] to its employees who have exercised the option vested on them under the Mold-Tek Technologies Employees Stock Option Scheme.

Post allotment the paid up share capital of the company has been increased to ₹ 5,31,10,650 divided into 53,11,065 equity share of face value of ₹ 10/- each.

The Company has sub-divided its face value of equity shares from ₹ 10/- each to ₹ 2/- each pursuant to the resolution passed by the members of the Company in the Extra-ordinary General Meeting held on 3<sup>rd</sup> February, 2016. The paid up capital of the company was ₹ 5,31,10,560/- divided into 2,65,55,280 of face value of ₹ 2/- each as on 31<sup>st</sup> March, 2016.

The Board of Directors in the meeting held on 20<sup>th</sup> April, 2016, (after the Balance Sheet Date i.e. 31<sup>st</sup> March, 2016) allotted 2,27,795 equity shares of face value of ₹ 2/- each at a price of ₹ 12.20/- [comprising face value of ₹ 2/- and premium of ₹ 10.20/- each] to its employees who have exercised the option vested on them under the Mold-Tek Technologies Employees Stock Option Scheme.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

### **DEPOSITS**

The Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

### **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

### **DETAILS OF DIRECTORS/KEY MANAGERIAL PERSONNEL**

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

Based on the confirmations received, none of the Directors are disqualified for being appointed/reappointed as directors in terms of Section 164 of the Companies Act 2013.

During the Financial Year 2015-16, Ms. Pooja Jain has been appointed as Company Secretary & Compliance officer w.e.f 15<sup>th</sup> April, 2015.

Mr. Durgaprasad Sigatapu, has resigned from the position of Chief Financial officer ("CFO") and Key Managerial Personnel of the company with effect from 25<sup>th</sup> July, 2015 and the same has been approved and taken on record by the board of directors at its meeting held on 03<sup>rd</sup> August, 2015.

Mr. Satya Kishore Nadikatla was appointed as Chief Financial Officer (CFO) and Key Managerial Personnel of the company at the meeting of the Board of Directors held on 26<sup>th</sup> October, 2015.

In accordance with the provisions of Section 152 of the Companies Act 2013, Ms. Sudha Rani Janumahanti, Director of the Company is liable to retire by rotation and is eligible for re-appointment.

Apart from above there has been no change in Directors and Key Managerial Personnel.

### **EMPLOYEE STOCK OPTION SCHEME**

The Company has in operation Mold-Tek Technologies Employees Stock Option Scheme 2009 and MTL Employees Stock Option Scheme -2015 Scheme for granting stock options to the employees of its company, in accordance with the Securities Exchange Board of India (Employee Stock Option Scheme and

Employee Stock Purchase Scheme) Guidelines, 1999 and Securities Exchange Board of India (Share Based employee benefits) Regulations, 2014.

There have been no Changes in the Scheme.

Disclosures of Scheme are enclosed as Annexure - A to this report.

The disclosure pursuant to Securities Exchange Board of India (Share Based employee benefits) Regulations, 2014 is available on website of the company at [www.moldtekgroup.com](http://www.moldtekgroup.com).

### **GOVERNANCE GUIDELINES**

The Company has adopted Governance Guidelines or code of conduct on Board, Independent Director, Key Managerial Personnel or Senior Managerial Personnel. The Governance Guidelines or code of conduct cover aspects related to role of the Board diversity, definition of independence and duties of independent Directors, Code of Conduct, Moral, ethics and principles to be followed.

### **NOMINATION, REMUNERATION AND PERFORMANCE EVALUATION POLICY**

The requisite details as required by Section 134(3), Section 178(3) & (4) of Companies Act 2013 and Regulation 34 of SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Report.

### **TRANSACTION WITH RELATED PARTIES**

The requisite details as required by Section 134 & 188 of Companies Act, 2013 and Regulation 23, 34(3) of SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Report. The details as per form AOC-2 are enclosed as Annexure G.

### **BOARD AND COMMITTEE MEETINGS**

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Section 173(1) of Companies Act, 2013 and Regulation 17(2) of SEBI (LODR) Regulations, 2015.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the





Internal, Statutory, Cost and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has constituted CSR Committee constituting 2 Executive Director, 2 Non Executive Promoter Directors and 1 independent Director, chaired by Mr. J. Lakshmana

Rao. The composition of the Corporate Social Responsibility Committee meets the requirements of section 135 of the Companies Act, 2013. The Board of Directors, based on the recommendations of the Committee, formulated a CSR Policy. The requisite details on CSR activities pursuant to Section 135 of the Act and as per Annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed as Annexure B to this Report.

#### **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action. In the Financial year 2015-16, the Company has not received any complaints which fall within the scope of this policy. The policy is available on website of the company at [www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance).

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The requisite details as required by Section 177 of Companies Act, 2013 and Regulation 22 & 34 (3) of SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Report.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

#### **AUDITORS**

- (1) Statutory Auditors:

M/s. Praturi & Sriram, Chartered Accountants are the statutory auditors of the Company and hold office till the conclusion of the 33<sup>rd</sup> Annual General Meeting (AGM). Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members are requested to consider the ratification of appointment of Auditors for the balance term. The notes to the accounts referred to in Auditors' Report are self-explanatory and do not call for any further comments. The Audit Report does not contain any qualification, reservation or adverse remark.

**(2) Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. P. Vijaya Bhaskar & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. The Secretarial Audit Report is annexed as Annexure C. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2016 do not contain any qualification, reservation, adverse remark or disclaimer.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed as Annexure D.

**PARTICULARS OF REMUNERATION**

The information required under Section 197 (12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure E.

The information required under Rule 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report.

**EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT.9 is annexed as Annexure F.

**MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE**

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under Regulation 34 (2) of SEBI (LODR) Regulations, 2015, forms part of the Annual Report.

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Listing Agreement and SEBI (LODR) Regulations, 2015 are complied with.

A separate report on Corporate Governance and a Management Discussion and Analysis Report is being presented as part of the Annual Report.

A declaration of Code of Conduct from Mr. J. Lakshmana Rao, Chairman and Managing Director forms part of the Corporate Governance Report.

**CEO/CFO CERTIFICATION**

Mr. J. Lakshmana Rao, Chairman and Managing Director and Mr. Satya Kishore Nadikatla, Chief Financial Officer of the Company have given a certificate to the Board as contemplated in Regulation 17(8) of SEBI (LODR) Regulations, 2015.

**RISK MANAGEMENT**

All assets of the Company and other potential risks have been adequately insured.

**EMPLOYEE RELATIONS**

The relationship with the workmen and staff remained cordial and harmonious during the year and the management received full co-operation from the employees.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation and gratitude for all the assistance and support received from Citibank and ICICI Bank Limited and officials of concerned government departments for their co-operation and continued support extended to the Company. They also thank the Members for the confidence they have reposed in the Company and its management.

For and on behalf of the Board of Directors



**(J.LAKSHMANA RAO)**

Chairman & Managing Director

(DIN:00649702)

Place:Hyderabad  
Date:10<sup>th</sup> August 2016



## Annexure A

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are uploaded on website of the company [www.moldtekgroup.com](http://www.moldtekgroup.com) - Investor - Corporate Governance.

### Details of Scheme are as follows:

Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI form part of the notes to the financial statements provided in this Annual Report.

#### Scheme 1- Mold-Tek Technologies Employees Stock Options Scheme 2009

#### Scheme 2- MTTL – Employees Stock Options Scheme – 2015

### Details of the Scheme

S.No.	Description	Year ended 31 <sup>st</sup> March, 2016	Year ended 31 <sup>st</sup> March, 2016
		Scheme 1	Scheme 2
1.	Date of shareholders' approval	30 <sup>th</sup> September 2009	13 <sup>th</sup> April, 2015
2.	Total number of options approved under ESOS	2,00,000 (Post-split 10,00,000)	3,00,000 (Post-Split-15,00,000)
3.	Vesting requirements	Commences at the expiry of one year/ 2 Years from the date of grant.	Commences at the expiry of one year/ 2 Years from the date of grant.
4.	Exercise price or pricing formula	Exercise price for the purpose of the grant of options shall be the price as reduced by 60% of the closing market price of the equity shares of the company available on the Bombay Stock Exchange on the date immediately preceding the Grant Date, subject to minimum of the face value of Equity Share.	Exercise price for the purpose of the grant of options 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 the date immediately preceding the Grant Date, subject to minimum of the face value of Equity Share. 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 at the closing market price.
5.	Maximum term of options granted	6 years	5 years
6.	Source of shares (primary, secondary or combination)	Primary	Primary
7.	Variation in terms of options	Nil	Nil
8.	Method used to account for ESOS	Intrinsic	Intrinsic

## Details of ESOS during the financial year

S. No.	Description	Year ended 31st March, 2016	Year ended 31st March, 2016
		Scheme -1	Scheme - 2
1.	Number of options outstanding at the beginning of the year (Out of Scheme - 1 - 2,00,000 shares - Scheme - 2 - 3,00,000 Shares)	1,15,925 (Post-split-5,79,625)	3,00,000 (Post-split - 15,00,000)
2.	Number of options granted during the year	Nil	2,00,000 (Post-split - 10,00,000)
3.	Number of options forfeited/lapsed during the year*	Nil	Nil
4.	Number of options vested during the year	Nil	Nil
5.	Number of options exercised during the year	2,000 (Post-Split - 10,000)	Nil
6.	Number of shares arising as a result of exercise of options	2,000 (Post-Split - 10,000)	Nil
7.	Amount realized by exercise of options (₹)	56,000	Nil
8.	Loan repaid by the Trust during the year from exercise price received	Not applicable	Not applicable
9.	Number of options outstanding at the end of the year (out of total number of options approved under ESOS)	1,13,925* (Post-split - 5,69,625)	2,00,000 (Post-split - 10,00,000)
10.	Number of options exercisable at the end of the year (out of total number of options approved under ESOS)	1,13,925* (Post-split - 5,69,625)	2,00,000 (Post-split - 10,00,000)
11.	Weighted-average exercise	₹ 61/- (Post-split - ₹ 12.20)	₹ 73/- (Post-split-₹ 14.6)
12.	Weighted-average fair values [Scheme-1 - Weighted average price as on 28 <sup>th</sup> February, 2015 (Grant date: 2 <sup>nd</sup> March, 2015)]  [Scheme-2 - Weighted average price as on 31 <sup>st</sup> July, 2015 (Grant date: 3 <sup>rd</sup> August, 2015)]	₹ 149.78 (Post-Split - ₹ 30.12)	₹ 178.97 (Post-Split - ₹ 35.79)
13.	Employee wise details of options granted to		
	a. Key managerial personnel	Nil	Nil



	b. Any other employee who receive a grant of options in any one year of option amounting to 5% or more of option granted during the year	Nil	Nil
	c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of grant	Nil	Nil

Notes:

1. 1,13,925 Shares were granted on 2<sup>nd</sup> March, 2015.
2. 2,00,000 Shares were granted on 3<sup>rd</sup> August, 2015.
3. The equity shares of face value of ₹ 10/- each were sub-divided into equity shares of ₹ 2/- each as on record date 18<sup>th</sup> February, 2016.

## Annexure B

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

S.No.	Particulars	Disclosures
1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	Mold-Tek has aimed at serving towards needs for the community and is social responsible corporate to give back to the society sustainable care and development. The policy include all the programmes as per schedule VII of Companies Act, 2013. Mold-Tek takes keen responsibility to develop education and rural areas. The Company has framed a CSR policy, to regulate CSR activities. The policy is available on the website of the Company: <a href="http://www.moldtekgroup.com-Investor-Corporate-Governance">www.moldtekgroup.com-Investor-Corporate Governance</a>
2.	The composition of the CSR Committee	J. Lakshmana Rao, Chairman A. Subramanyam, Member P. Venkateswara Rao, Member J.Sudha Rani, Member P. Shyam Sunder Rao, Member
3.	Average net profit of the Company for last three financial years	₹ 427.81 Lakhs
4.	Prescribed CSR expenditure (two per cent of the amount as in item 3 above)	₹ 8.56 Lakhs
5.	Details of CSR spent for the financial year: a. Total amount to be spent for the financial year b. Amount unspent, if any c. Manner in which the amount spent during the financial year	The Company has created a provision of Rs 8.56 lakhs for CSR the financial year 2015-16. The Company is yet to spend the amount of CSR.
6.	Reasons for not spending the amount	The company has initiated a project for development of education and ₹ 20,000/- advance was paid in the financial year 2015-16. The Company is looking forward for the activities as listed out in Schedule VII of Companies Act, 2013, to spend the amount of CSR. The provision for the same has been created the financial year 2015-16. The amount will be spent in the near future.
7.	Responsibility Statement	The implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company. Although, the Company has not spent any amount in the last financial year 2015-16, provision for the same is created. The Company has also initiated project for development of education in Government School.

For and on behalf of the Board of Directors

  
**(J.LAKSHMANA RAO)**

 Chairman of the Committee  
 Chairman & Managing Director  
 (DIN:00649702)



## Annexure C SECRETARIAL AUDIT REPORT

To  
The Members  
**Mold-Tek Technologies Limited**  
Plot No. 700, Door No. 8-2-293/82/A/700,  
Road No. 36, Jubilee Hills,  
Hyderabad – 500 033  
Telangana

My report of even date is to be read along with this letter

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practises and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**P VijayaBhaskar**  
P. VijayaBhaskar & Associates  
Practising Company Secretary  
FCS – 6321, CP – 12233

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Mold-Tek Technologies Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mold-Tek Technologies Limited (here in after called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Mold-Tek Technologies Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Mold-Tek Technologies Limited for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- |       |  |  |
|-------|--|--|
| (i)   | The Companies Act, 2013 (the Act) and the rules made thereunder;   | (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;   |
| (ii)  | The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;  | (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; |
| (iii) | The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;   | (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;   |
| (iv)  | Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; | (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;   |
| (v)   | The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-  | (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *   |
| (a)   | The Securities and Exchange Board of India   | (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the  |





- Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;\* and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;\*

\* Not Applicable to the company for the period under review.

- (vi) The industry specific Acts, labour and other applicable laws as provided by the management of the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange, National Stock Exchange of India Limited and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance with Section 173 of the Companies Act, 2013, Listing Agreement and all other applicable laws and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the Board of Directors duly recorded and signed by the Chairman, the decisions were unanimous and no dissenting views were

required to be recorded.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the company has

- i. Appointed Company Secretary and Compliance officer Ms. Pooja Jain with effect from 15<sup>th</sup> April, 2015.
- ii. Approved grant of 2,00,000 equity shares under 'MTTL-ESOS-2015' on 3<sup>rd</sup> August, 2015.
- iii. Allotted 6,00,000 equity shares pursuant to conversion of warrants on preferential basis to promoter's Group, Non-promoter's Group and others [face value of ₹ 10/- each issued at ₹ 31.20/- each (₹ 21.20/- as premium)] on 19<sup>th</sup> August, 2015.
- iv. Approved allotment of 2000 stock options [face value of ₹ 10/- each issued at ₹ 28/- each (₹ 18/- as premium)] to the eligible employees of the Company under 'Mold-Tek Technologies Stock Option Scheme – 2009' on 26<sup>th</sup> October, 2015.
- v. Appointed Chief Financial Officer (CFO) Mr. Satya Kishore Nadikatla in place of Mr. Sigatapu Durga Prasad with effect from 26<sup>th</sup> October, 2015.
- vi. Convened an Extra-ordinary General Meeting on 3<sup>rd</sup> February, 2016 for sub-division of equity shares of the Company face value of ₹ 10/- (Rupees Ten Only) into 5 (Five) equity shares of ₹ 2/- (Rupees Two Only) each fully paid-up as on the record date i.e. 18<sup>th</sup> February, 2016.

**P VijayaBhaskar**

P. VijayaBhaskar & Associates  
Practising Company Secretary  
FCS – 6321, CP – 12233

Place: Hyderabad  
Date: 15<sup>th</sup> July, 2016

## Annexure D

**[Pursuant to Section 134 (3) (m) of The Companies Act, 2013 read with Rule 8 (3) of The Companies (Accounts) Rules, 2014]**

### (A) Conservation of energy-

Your Company continues to be conscious of the environmental impact of our business and continues to improve on its fuel efficiency through various initiatives in this area.

Energy conservation is a very important part of energy planning and its management. This not only saves energy resources for future but also avoids wasteful utilization of energy. Energy conservation initiatives provide solution to the energy crisis, environmental degradation and pollution.

In the short run, the only solution to the growing energy deficit is to facilitate good energy saving measures through conservation of power, fuel and water. As industries are the major gutters/ consumers of these resources, the onus should lie on the industrial sector to limit & minimize its demand for energy. The need of the hour is to conserve and preserve the energy resources for future of the mankind.

### Steps taken for conservation of energy

- a. Replaced the conventional and HPSV/HPMP lamps with the LED lamps;
- b. Monitoring and analysis of energy consumption on periodic basis.
- c. Regular monitoring and benchmarking of energy intensive equipment.

### (B) Technology absorption-

Specific Areas in which R&D was carried out by the Company	Nil
Benefits derived as a result of the above	Nil
Future plan of Action	Company is in the process of taking appropriate measures in this regard
Expenditure on R&D	Nil

### (C) Foreign exchange earnings and Outgo-

₹. in lakhs

	2015-16	2014-15
FOB value of exports		
- KPO Division	4634.37	3988.02
Foreign Exchange Earnings	4456.75	3406.58
Foreign Exchange Outgo	193.96	163.90

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.



## Annexure E

Disclosure under Section 197(12) and Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a. Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Name of the Director	Remuneration (in ₹)	Median remuneration (in ₹)	Ratio to median remuneration
Executive Directors			
J. Lakshmana Rao	56,13,019	3,94,993	14.21 : 1
J. Sudha Rani	57,60,000	3,94,993	14.58: 1
Non-Executive Directors			
A.Subramanyam	0	3,94,993	NA
P. Venkateswara Rao	0	3,94,993	NA
P. Shyam Sunder Rao	0	3,94,993	NA
M.Srinivas	0	3,94,993	NA
Dr.K.V.Appa Rao	0	3,94,993	NA
Dr. Surya Prakash Gulla	0	3,94,993	NA
Vasant Kumar Roy	0	3,94,993	NA

- b. Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year

Name	Designation	Increase %
J. Lakshmana Rao	Chairman & Managing Director	-14.36%
J. Sudha Rani	Whole- Time Director	14.29%
A. Subramanyam	Non-Executive Promoter Director	Nil
P. Venkateswara Rao	Non-Executive Promoter Director	Nil
P. Shyam Sunder Rao	Independent Director	Nil
M.Srinivas	Independent Director	Nil
Dr.K.V.Appa Rao	Independent Director	Nil
Dr. Surya Prakash Gulla	Independent Director	Nil
Vasant Kumar Roy	Independent Director	Nil
S. Durga Prasad	Chief Financial Officer	18.68%
N. Satya Kishore	Chief Financial Officer	Nil
Pooja Jain	Company Secretary	Nil

- c. Percentage increase in the median remuneration of employees in the financial year: 22.72%

- d. Number of permanent employees on the rolls of the Company as on 31st March 2016:575**
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The aggregate remuneration of employees excluding managerial personnel grew by **26.78%** over the previous financial year. The aggregate remuneration for KMPs grew by **0.63%** over the previous financial year. This was based on the recommendation of the Nomination and Remuneration Committee to revise the remuneration as per industry benchmarks. There was no exceptional circumstance or increase for managerial personnel in the last financial year.

- f. Key parameters for any variable component of remuneration availed by the directors:**

Please refer to the remuneration policy given in the Corporate Governance report.

- g. Affirmation that the remuneration is as per the remuneration policy of the Company:**

Yes, the remuneration is as per the remuneration policy of the Company.

**Disclosure under Rule 5(2) and 5(3) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**Employees employed throughout the year and were in receipt of remuneration of not less than ₹ 102 lakhs per annum:**

None of the employee of the company draws remuneration of more than ₹ 102 Lakhs per annum.



**Details of the names of the top ten employees in terms of remuneration drawn as on 31st March 2016**

S. No	Employee Name	Designation	Qualification	Age	DOJ (DD.MM.YR)	Remuneration (in ₹)	Experience (Years)	Particulars of Last Employment
1.	J.Sudha Rani*	Whole-Time Director	B.Sc	51	1.10.2008	5,760,000	11	--
2.	J. Lakshmana Rao	Chairman & Managing Director	Bachelor's degree in civil engineering & Post graduate diploma in Management from the Indian Institute of Management, Bangalore	57	04.07.1985	5,613,019	33	Founder of Mold-Tek Group Chairman & Managing Director of Mold-Tek Technologies Limited & Mold-Tek Packaging Limited.
3.	G.Pradeep	Vice President	B.E	36	01.01.2010	2,917,863	15	H&R Detailing
4.	J Rana Pratap	Corporate Manager	B.Tech (IIT Delhi) & MBA (IIM-Lucknow)	29	08.04.2013	2,700,000	6	--
5.	Jagdish TVSSB	Practice Head	PGDITM	45	15.05.2014	2,458,330	14	Bodh Tree Consulting
6.	A Durga Sundeep	Chief Manager	B.Tech from REC Kurukshetra & M.B.A. (Purdue) (USA)	32	08.04.2013	2,300,004	9	Satyam Computers
7.	Gajanan D Deshmukh	General Manager	B.E	35	08.06.2015	2,083,330	16	Prothious Engineering Services
8.	Pagudoji Srinivas	Assistant General Manager	B.E	37	05.05.2014	1,838,333	13	Structures 18 Infra Tech
9.	N.Madhu	Assistant General Manager	M.Tech	38	17.02.2012	1,813,265	13	STRUCTURES 18 INFRA TECH PRIVATE LIMITED
10.	Biswajit Dash	Deputy General Manager	B.Arch	36	03.02.2010	1,750,782	13	Cistrion Infotek

As per Central Government approval, J.Lakshmana Rao, Chairman & Managing Director is drawing salary from two companies - M/s. Mold-Tek Technologies Limited & M/s. Mold-Tek Packaging Limited aggregating to ₹.1,08,33,019.

\* Ms. J. Sudha Rani is drawing remuneration in excess of Mr. J. Lakshmana Rao, Chairman & Managing Director.

**Annexure - F**  
**EXTRACT OF ANNUAL RETURN**  
**MGT-9**

as on the financial year ended on 31/03/2016  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L25200TG1985PLC005631
Registration Date	04/07/1985
Name of the Company	Mold-Tek Technologies Limited
Category / Sub-Category of the Company	Company Limited by shares and non-government
Address of the Registered office and contact details	Plot No.700, Door No.8-2-293/82/A/700, Road No.36, Jubilee Hills, Hyderabad, Telangana-500033.
Whether listed company : Yes/No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	XL Softech Systems Ltd., 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034. Phone : 040 23545913/14/15 Fax: 040 23553214 email: <a href="mailto:xlfield@gmail.com">xlfield@gmail.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Structural Engineering & Detailing	99831176	73.87
2	Mechanical Engineering Services	99831176	12.71
3	Information Technology Services	99831419	13.42
	<b>Total :</b>		<b>100.00%</b>

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

S.No	Name and Address of the company	Country	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Section Applicable
1.	Crossroads Detailing, Inc. 6319, East US HWY 36, Suite # 4, Avon, IN 46123, USA	USA	-	Subsidiary	100	Section 2(87)
2.	RMM Global, Inc. 2541 Riviera Drive Suite 306, Akron, OHIO 44333, US	USA	-	Subsidiary	100	Section 2(87)



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of Change during the Year		
	Demat	Physical	Total	% of Total Shares	Demat	Physical		Total	% of Total Shares
<b>(A) Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	19,03,301	0	19,03,301	40.42	1,10,28,215	0	1,10,28,215	41.53	1.11
(b) Central Govt	0	0	0	0	0	0	0	0	
(c) State Govt (s)	0	0	0	0	0	0	0	0	
(d) Bodies Corp.	4,23,433	0	4,23,433	8.99	21,17,165	0	21,17,165	7.97	-1.02
(e) Banks / FI	0	0	0	0	0	0	0	0	
(f) Any Other....	0	0	0	0	0	0	0	0	
<b>Sub-Total (A) (1)</b>	<b>23,26,734</b>	<b>0</b>	<b>23,26,734</b>	<b>49.41</b>	<b>1,31,45,380</b>	<b>0</b>	<b>1,31,45,380</b>	<b>49.50</b>	<b>0.09</b>
<b>(2) Foreign</b>									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other - Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter</b>	<b>23,26,734</b>	<b>0</b>	<b>23,26,734</b>	<b>49.41</b>	<b>1,31,45,380</b>	<b>0</b>	<b>1,31,45,380</b>	<b>49.50</b>	<b>0.09</b>
<b>(A) = (A) (1) + (A) (2)</b>									

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(B) Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks/FI	0	0	0	0	0	0	0	0	0
(c) Central Govt./State Govt.	0	0	0	0	0	0	0	0	0
(d) Venture Capital funds	0	0	0	0	0	0	0	0	0
(e) Insurance Companies	0	0	0	0	0	0	0	0	0
(f) FIIs	94,243	0	94,243	2.00	6,02,307	0	6,02,307	2.27	0.27
(g) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(h) Others (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1)</b>	<b>94,243</b>	<b>0</b>	<b>94,243</b>	<b>2.00</b>	<b>6,02,307</b>	<b>0</b>	<b>6,02,307</b>	<b>2.27</b>	<b>0.27</b>
<b>(2) Non- Institutions</b>									
(a) Bodies Corp	3,15,867	0	3,15,867	6.71	22,11,802	0	22,11,802	8.26	1.55
(b) individuals									
i. Individual shareholders holding nominal share capital up toRs. 1 lakh	8,46,487	76,118	9,22,605	19.59	33,66,206	3,44,850	37,11,056	13.86	-5.73
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9,77,909	0	9,77,909	20.77	67,44,530	0	67,44,530	25.18	4.41





(c) Others (Specify)										
NRI	64,174	0	64,174	1.36	1,32,161	0	1,32,161	0.50	-0.86	
Clearing members	7,524	0	7,524	0.16	8,044	0	8,044	0.03	-0.13	
Sub-Total (B)(2)	22,11,961	76,118	2288079	48.59	1,24,62,743	3,44,850	1,28,07,593	47.82	-0.77	
Total Shareholding of Public = (B) (1) + (B) (2)	23,06,204	76,118	23,82,322	50.59	1,30,65,050	3,44,850	1,34,09,900	50.50	-0.09	
C. Shares held by custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	46,32,938	76,118	47,09,056	100	2,62,10,430	3,44,850	2,65,55,280	100.00	0	

**(ii) Shareholding of Promoters:**

S. No	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change of During the Year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mold-Tek Packaging Limited	423,433	8.99	0.00	21,17,165	7.97	0.00	-1.02
2	JanumahantiSudha Rani	3,94,642	8.38	0.00	19,73,210	7.43	0.00	-0.95
3	A Subramanyam	263,018	5.59	0.00	17,65,090	6.65	0.00	1.06
4	NavyaMythri	2,46,548	5.24	1.60	11,82,740	4.45	1.41	-0.79
5	A SeshuKumari	1,68,167	3.57	0.00	6,12,035	2.30	0.00	-1.27
6	JanumahantiRanaPratap	1,39,386	2.96	0.00	6,96,930	2.62	0.00	-0.34
7	A DurgaSundeeep	1,19,478	2.54	0.00	5,97,445	2.25	0.00	-0.29
8	N Padmavathi	1,05,785	2.25	0.00	5,27,000	1.98	0.00	-0.27
9	Adhivishnu Lakshmi Mythri	80,882	1.72	0.00	4,04,410	1.52	0.00	-0.20
10	J Sarada	66,106	1.40	0.00	5,14,325	1.94	0.00	0.54
11	N V Prasad	55,699	1.18	0.00	2,78,495	1.05	0.00	-0.13

12	J Bhujanga Rao	50,363	1.07	0.00	1,55,605	0.59	0.00	-0.48
13	PattabhiVenkateshwara Rao	45,646	0.97	0.00	2,28,230	0.86	0.00	-0.11
14	SathyaSravyaJanumahanti	65,439	1.39	0.00	3,27,195	1.23	0.00	-0.16
15	J Lakshmana Rao	43,571	0.93	0.00	12,71,660	4.79	0.00	3.86
16	J Mytraeyi	19,007	0.40	0.00	1,18,450	0.45	0.00	0.05
17	SatyavatiGolukonda	15,953	0.34	0.00	79,765	0.30	0.00	-0.04
18	SwethaMythriJanumahanti	9,025	0.19	0.00	41,040	0.15	0.00	-0.04
19	Prasanna Kumar Golkonda	5,389	0.11	0.00	1,27,020	0.48	0.00	0.37
20	J Pratap Kumar	4,683	0.10	0.00	--	--	--	--
21	Pattabhi'Sai Lakshmi	4,282	0.09	0.00	1,26,410	0.48	0.00	0.39
22	P Appa Rao	232	0.00	0.00	1,160	0.00	0.00	0.00
	<b>Total</b>	<b>23,26,734</b>	<b>49.41</b>	<b>1.60</b>	<b>1,31,45,380</b>	<b>49.50</b>	<b>1.41</b>	<b>0.09</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

S.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Mold-Tek Packaging Limited</b>				
2	At the Beginning of the Year ( of face value of Rs 10/- each)	4,23,433	8.99	4,23,433	8.99
3	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-	-	4,23,433	7.97
4	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	4,23,433	7.97	-	-
5	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	21,17,165	7.97	-	-
6	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	21,17,165	7.97
7	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>21,17,165</b>	<b>7.97</b>	<b>21,17,165</b>	<b>7.97</b>



<b>2.</b>	<b>Janumahanti Sudha Rani</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	3,94,642	8.38	3,94,642	8.38	
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	--	-	3,94,642	7.43	
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	3,94,642	7.43	-	-	
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	19,73,210	7.43	-	-	
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	19,73,210	7.43	
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>19,73,210</b>	<b>7.43</b>	<b>19,73,210</b>	<b>7.43</b>	
<b>3.</b>	<b>A Subramanyam</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	263018	5.59	263018	5.59	
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)					
	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	90,000	1.70	3,53,018	6.65	
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	3,53,018	6.65	-	-	
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	17,65,090	6.65	-	-	
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	17,65,090	6.65	
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>17,65,090</b>	<b>6.65</b>	<b>17,65,090</b>	<b>6.65</b>	
<b>4.</b>	<b>Janumahanti Navya Mythri</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	2,46,548	5.24	2,46,548	5.24	
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)					
	02 May 2015 to 08 May 2015 (Off Market Sale)	-10,000	-0.21	2,36,548	5.02	
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	2,36,548	4.45	-	-	
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	11,82,740	4.45	-	-	
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	11,82,740	4.45	
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>11,82,740</b>	<b>4.45</b>	<b>11,82,740</b>	<b>4.45</b>	

<b>5.</b>	<b>A Seshu Kumari</b>							
	At the Beginning of the Year ( of face value of Rs 10/- each)		1,68,167	3.57		1,68,167		3.57
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)							
<b>a)</b>	02 May 2015 to 08 May 2015 (Off Market Sale)		-50,000	-1.06		1,18,167		2.51
<b>b)</b>	09 Jan 2016 to 15 Jan 2016 (Market Purchase)		1,000	0.02		1,19,167		2.24
<b>c)</b>	23 Jan 2016 to 29 Jan 2016 (Market Purchase)		2,600	0.05		1,21,767		2.29
<b>d)</b>	06 Feb 2016 to 12 Feb 2016 (Market Purchase)		640	0.01		1,22,407		2.30
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016		1,22,407	2.30		-		-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016		6,12,035	2.30		-		-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)		-	-		6,12,035		2.30
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>		6,12,035	2.30		6,12,035		2.30
<b>6.</b>	<b>Janumahanti Rana Pratap</b>							
	At the Beginning of the Year ( of face value of Rs 10/- each)		1,39,386	2.96		1,39,386		2.96
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)					1,39,386		2.62
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016		1,39,386	2.62		-		-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016		6,96,930	2.62		-		-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)		-	-		6,96,930		2.62
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>		6,96,930	2.62		6,96,930		2.62
<b>7.</b>	<b>Adivishnu Durga Sundeep</b>							
	At the Beginning of the Year ( of face value of Rs 10/- each)		1,19,478	2.54		1,19,478		2.54
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)							
	06 Feb 2016 to 12 Feb 2016 (Market Purchase)		11	0.00		1,19,489		2.25
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016		1,19,489	2.25		-		-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016		5,97,445	2.25		-		-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)		-	-		5,97,445		2.25



	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>5,97,445</b>	<b>2.25</b>	<b>5,97,445</b>	<b>2.25</b>
<b>8.</b>	<b>Adivishnu Lakshmi Mythri</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	80,882	1.72	80,882	1.72
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-	80,882	1.52
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	80,882	1.52	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	4,04,410	1.52	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	4,04,410	1.52
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>4,04,410</b>	<b>1.52</b>	<b>4,04,410</b>	<b>1.52</b>
<b>9.</b>	<b>N Padmavathi</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	1,05,785	2.25	1,05,785	2.25
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)				
a)	04 April 2015 to 10 April 2015 (Market Sale)	-635	-0.01	1,05,150	2.23
b)	09 Jan 2016 to 15 Jan 2016 (Market Purchase)	100	0.00	1,05,250	1.98
c)	16 Jan 2016 to 22 Jan 2016 (Market Purchase)	150	0.00	1,05,400	1.98
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	1,05,400	1.98	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	5,27,000	1.98	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	5,27,000	1.98
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>5,27,000</b>	<b>1.98</b>	<b>5,27,000</b>	<b>1.98</b>
<b>10.</b>	<b>J Bhujanga Rao</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	50,363	1.07	50,363	1.07
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)				
a)	18 April 2015 to 24 April 2015 (Market Sale)	-1,800	-0.04	48,563	1.03
b)	25 April 2015 to 01 May 2015 (Market Sale)	-100	0.00	48,463	1.03
c)	02 May 2015 to 08 May 2015 (Market Sale)	-19,342	-0.41	29,121	0.62
d)	22 August 2015 to 28 August 2015 (Market Purchase)	30	0.00	29,151	0.55

e)	29 August 2015 to 04 September 2015 (Market Purchase)	1,970	0.04	31,121	0.59
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	31,121	0.59	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	1,55,605	0.59	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	1,55,605	0.59
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>1,55,605</b>	<b>0.59</b>	<b>1,55,605</b>	<b>0.59</b>
<b>11.</b>	<b>Pattabhi Venkateswara Rao</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	45,646	0.97	45,646	0.97
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-	-	45,646	0.86
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	45,646	0.86	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,28,230	0.86	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	2,28,230	0.86
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,28,230</b>	<b>0.86</b>	<b>2,28,230</b>	<b>0.86</b>
<b>12.</b>	<b>Sathya Sravya Janumahanti</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	65,439	1.39	65,439	1.39
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-	-	65,439	1.23
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	65,439	1.23	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	3,27,195	1.23	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	3,27,195	1.23
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>3,27,195</b>	<b>1.23</b>	<b>3,27,195</b>	<b>1.23</b>
<b>13.</b>	<b>J Sarada</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	66,106	1.40	66,106	1.40
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-500	0.01	65,606	1.39
a)	01 April 2015 to 03 <sup>rd</sup> April 2015 (Market Sale)	-1,990	-0.04	63,616	1.35
b)	04 April 2015 to 10 April 2015 (Market Sale)	-761	-0.02	62,855	1.33
c)	18 April 2015 to 24 April 2015 (Market Sale)				



d)	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	40,000	0.75	1,02,855	1.94
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	1,02,855	1.94	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	5,14,275	1.94	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	-	-
	20 Feb 2016 to 26 Feb 2016 (Market Purchase)	50	0.00	5,14,325	1.94
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>5,14,325</b>	<b>1.94</b>	<b>5,14,325</b>	<b>1.94</b>
<b>14.</b>	<b>N V Prasad</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	55,699	1.18	55,699	1.18
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-	55,699	1.05
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	55,699	1.05	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,78,495	1.05	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	2,78,495	1.05
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,78,495</b>	<b>1.05</b>	<b>2,78,495</b>	<b>1.05</b>
<b>15.</b>	<b>Lakshmana Rao Janumahanti</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	43,571	0.93	43,571	0.93
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)				
a)	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	2,00,000	3.77	2,43,571	4.59
b)	19 September 2015 to 25 September 2015 ( Market Purchase)	1,929	0.04	2,45,500	4.62
c)	03 October 2015 to 09 October 2015 ( Market Purchase)	355	0.01	2,45,855	4.63
d)	10 October 2015 to 16 October 2015 ( Market Purchase)	5	0.00	2,45,860	4.63
e)	31 October 2015 to 06 November 2015 ( Market Purchase)	1,943	0.04	2,47,803	4.67
f)	14 November 2015 to 20 November 2015 ( Market Purchase)	1,614	0.03	2,49,417	4.70
g)	28 November 2015 to 04 December 2015 ( Market Purchase)	107	0.00	2,49,524	4.70
h)	12 December 2015 to 18 December 2015 ( Market Purchase)	1,746	0.03	2,51,270	4.73
i)	09 January 2016 to 15 January 2016 (Market Purchase)	600	0.01	2,51,870	4.74

j)	16 January 2016 to 22 January 2016 (Market Purchase)	1,811	0.03	2,53,681	4.78
k)	23 January 2016 to 29 January 2016 (Market Purchase)	541	0.01	2,54,222	4.79
l)	06 February 2016 to 12 February 2016 (Market Purchase)	110	0.00	2,54,332	4.79
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	2,54,332	4.79	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	1,271,660	4.79	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	1,271,660	4.79
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>1,271,660</b>	<b>4.79</b>	<b>1,271,660</b>	<b>4.79</b>
<b>16.</b>	<b>J Mytraeyji</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	19,007	0.40	19,007	0.40
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-	19,007	0.36
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	19,007	0.36	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	95,035	0.36	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	-	-
	11 March 2016 to 18 March 2016 (Transmission of Shares)	23,415	0.09	1,18,450	0.45
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>1,18,450</b>	<b>0.45</b>	<b>1,18,450</b>	<b>0.45</b>
<b>17.</b>	<b>Swetha Mythri Janumahanti</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	9,025	0.19	9,025	0.19
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)				
a)	02 May 2015 to 08 May 2015 (Market Purchase)	68	0.00	9,093	0.19
b)	09 May 2015 to 15 May 2015 (Market Purchase)	1	0.00	9,094	0.19
c)	27 June 2015 to 03 July 2015 (Market Sale)	-993	-0.02	8,101	0.17
d)	30 January 2016 to 05 February 2016 (Market Purchase)	107	0.00	8,208	0.15
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	8,208	0.15	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	41,040	0.15	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	41,040	0.15
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>41,040</b>	<b>0.15</b>	<b>41,040</b>	<b>0.15</b>





<b>18.</b>	<b>Golukonda Satyavati</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	15,953	0.34	15,953	0.34	0.34
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-	15,953	-	0.30
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	15,953	0.30	-	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	79,765	0.30	-	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	79,765	-	0.30
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>79,765</b>	<b>0.30</b>	<b>79,765</b>	<b>0.30</b>	<b>0.30</b>
<b>19.</b>	<b>J Pratap Kumar</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	4,683	0.10	4,683	0.10	0.10
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-	4,683	-	0.09
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	4,683	0.09	-	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	23,415	0.09	-	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	-	-	-
	11 March 2016 to 18 March 2016 (Transmission of Shares)	-23,415	-0.09	0	0	0.00
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>20.</b>	<b>Pattabhi Sai Lakshmi</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	4,282	0.09	4,282	0.09	0.09
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-	-	-	-
	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	21,000	0.40	25,282	0.40	0.48
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	25,282	0.48	-	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	1,26,410	0.48	-	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	1,26,410	-	0.48
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>1,26,410</b>	<b>0.48</b>	<b>1,26,410</b>	<b>0.48</b>	<b>0.48</b>

<b>21.</b>	<b>Prasanna Kumar Golkonda</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	5,389	0.11	5,389		0.11
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)					
a)	18 April 2015 to 24 April 2015 (Market Sale)	-85	0.00	5,304		0.11
b)	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	20,000	0.38	25,304		0.48
c)	05 December 2015 to 11 December 2015 ( Market Purchase)	28	0.00	25,332		0.48
d)	12 December 2015 to 18 December 2015 ( Market Purchase)	72	0.0	25,404		0.48
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	25,404	0.48	-		-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	1,27,020	0.48	-		-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	1,27,020		0.48
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>1,27,020</b>	<b>0.48</b>	<b>1,27,020</b>		<b>0.48</b>
<b>22.</b>	<b>P Apparao</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	232	0.00	232		0.00
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-	-	232		0.00
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	232	0.00	-		-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	1,160	0.00	-		-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	1,160		0.00
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>1,160</b>	<b>0.00</b>	<b>1,160</b>		<b>0.00</b>



*(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

S.No	Name of the Shareholder	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	<b>VIMAL SAGAR JAIN</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	40,700	0.86			40,700	0.86
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-			40,700	0.77
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	40,700	0.77			-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,03,500	0.77			-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-			2,03,500	0.77
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,03,500</b>	<b>0.77</b>			<b>2,03,500</b>	<b>0.77</b>
2	<b>BANG SECURITIES PVT.LTD.</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	1,38,510	2.94			1,38,510	2.94
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	9,415	0.18			1,47,925	2.79
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	1,47,925	2.79			-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	7,39,625	2.79			-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-			7,39,625	2.79
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>7,39,625</b>	<b>2.79</b>			<b>7,39,625</b>	<b>2.79</b>

3	<b>PASSAGE TO INDIA MASTER FUND LIMITED</b>								
	At the Beginning of the Year ( of face value of Rs 10/- each)	94,243	2.00	94,243	2.00	94,243	2.00		
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	34,700	0.65	1,28,943	0.65	1,28,943	2.43		
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	1,28,943	2.43		2.43				
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	6,44,715	2.43		2.43				
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-31,500	-0.12	6,13,215	-0.12	6,13,215	2.31		
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>6,13,215</b>	<b>2.31</b>	<b>6,13,215</b>	<b>2.31</b>	<b>6,13,215</b>	<b>2.31</b>		
4	<b>SANDEEP TANDON ( L Folio No. 10000227)</b>								
	At the Beginning of the Year ( of face value of Rs 10/- each)	78,650	1.67	78,650	1.67	78,650	1.67		
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-	-	78,650	-	78,650	1.48		
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	78,650	1.48		1.48				
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	3,93,250	1.48		1.48				
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	3,93,250	-	3,93,250	1.48		
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>3,93,250</b>	<b>1.48</b>	<b>3,93,250</b>	<b>1.48</b>	<b>3,93,250</b>	<b>1.48</b>		
5	<b>G ARAVINDA</b>								
	At the Beginning of the Year ( of face value of Rs 10/- each)	75,471	1.60	75,471	1.60	75,471	1.60		
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	700	0.01	76,171	0.01	76,171	1.43		
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	76,171	1.43		1.43				
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	3,80,855	1.43		1.43				
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	3,80,855	-	3,80,855	1.43		



	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>3,80,855</b>	<b>1.43</b>	<b>3,80,855</b>	<b>1.43</b>
6	<b>GOLCONDA KIRAN KUMAR</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	70,264	1.49	70,264	1.49
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	600	0.01	70,864	1.33
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	70,864	1.33	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	3,54,320	1.33	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	3,54,320	1.33
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>3,54,320</b>	<b>1.33</b>	<b>3,54,320</b>	<b>1.33</b>
7	<b>SUNKARAPALI HIMABINDU**</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	64,606	1.37	64,606	1.37
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-19,991	-0.38	44,615	0.84
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	44,615	0.84	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,23,075	0.84	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	2,23,075	0.84
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,23,075</b>	<b>0.84</b>	<b>2,23,075</b>	<b>0.84</b>
8	<b>T VIMALA</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	51,000	1.08	51,000	1.08
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-169	0.00	50,831	0.96

	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	50,831	0.96	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,54,155	0.96	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	2,54,155	0.96
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,54,155</b>	<b>0.96</b>	<b>2,54,155</b>	<b>0.96</b>
9	<b>MOLD TEK TECHNOLOGIES LIMITED-UNCLAIMED**</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	45,535	0.97	45,535	0.97
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	-258	0.00	45,277	0.85
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	45,277	0.85	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,26,385	0.85	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-1,940	-0.01	2,24,445	0.85
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,24,445</b>	<b>0.85</b>	<b>2,24,445</b>	<b>0.85</b>
10	<b>Venkata Appa Rao Kotagiri</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	51,435	1.09	51,435	1.09
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)				
	04 April 2016 to 11 April 2016 ( Market Purchase)	1,349	0.03	52,784	1.12
	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	30,000	0.56	82,784	1.56
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	82,784	1.56	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	4,13,920	1.56	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--	--	4,13,920	1.56



	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>4,13,920</b>	<b>1.56</b>	<b>4,13,920</b>	<b>1.56</b>
11	<b>MANASA YEDDULA ***</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	21,714	0.46	21,714	0.46
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	19,000	0.36	40,714	0.77
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	40,714	0.77		
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,03,570	0.77		
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	0		2,03,570	0.77
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,03,570</b>	<b>0.77</b>	<b>2,03,570</b>	<b>0.77</b>
12	<b>SANDEEP TANDON (L Folio No. 10002294)*</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	0	0.00	0	0.00
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	46,045	0.87	46,045	0.87
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	46,045	0.87		
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,30,225	0.87		
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	0		2,30,225	0.87
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,30,225</b>	<b>0.87</b>	<b>2,30,225</b>	<b>0.87</b>
13	<b>AKG FINVEST LTD*</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	8,700	0.18	8,700	0.18
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	51,999	0.98	60,699	1.14
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	60,699	1.14		
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	3,03,495	1.14		
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	1,505	0.01	3,05,000	1.15

	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>3,05,000</b>	<b>1.15</b>	<b>3,05,000</b>	<b>1.15</b>
14	<b>UNO METALS LTD*</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)		0.00		0.00
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	33,127	0.62	33,127	0.62
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	33,127	0.62	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	1,65,635	0.62	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	99,818	0.38	2,65,453	1.00
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,65,453</b>	<b>1.00</b>	<b>2,65,453</b>	<b>1.00</b>
15	<b>ARCHANA SANDEEP TANDON**</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	30,358	0.64	30,358	0.64
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	11,642	0.22	42,000	0.79
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	42,000	0.79	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,10,000	0.79	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--	--	2,10,000	0.79
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,10,000</b>	<b>0.79</b>	<b>2,10,000</b>	<b>0.79</b>

Note: The above information is based on the weekly beneficiary position received from Registrar Transfer & Agent

\* Not in the list of Top 10 shareholders as on 01/04/2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2016

\*\* Ceased to be in the list of Top 10 shareholders as on 31/03/2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2015

\*\*\*Not in the list of Top 10 shareholders as on 01/04/2015 and 31/03/2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders during the financial year.





**(v) Shareholding of Directors and Key Managerial Personnel:**

S.No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>A.</b>	<b>DIRECTORS :</b>				
<b>1.</b>	<b>Lakshmana Rao Janumahanti (Managing Director)</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	43,571	0.93	43,571	0.93
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)				
a)	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	2,00,000	3.77	2,43,571	4.59
b)	19 September 2015 to 25 September 2015 ( Market Purchase)	1,929	0.04	2,45,500	4.62
c)	3 October 2015 to 09 October 2015 ( Market Purchase)	355	0.01	2,45,855	4.63
d)	10 October 2015 to 16 October 2015 ( Market Purchase)	5	0.00	2,45,860	4.63
e)	31 October 2015 to 06 November 2015 ( Market Purchase)	1,943	0.04	2,47,803	4.67
f)	14 November 2015 to 20 November 2015 ( Market Purchase)	1,614	0.03	2,49,417	4.70
g)	28 November 2015 to 04 December 2015 ( Market Purchase)	107	0.00	2,49,524	4.70
h)	12 December 2015 to 18 December 2015 ( Market Purchase)	1,746	0.03	2,51,270	4.73
i)	09 January 2016 to 15 January 2016 (Market Purchase)	600	0.01	2,51,870	4.74
j)	16 January 2016 to 22 January 2016 (Market Purchase)	1,811	0.03	2,53,681	4.78
k)	23 January 2016 to 29 January 2016 (Market Purchase)	541	0.01	2,54,222	4.79
l)	06 February 2016 to 12 February 2016 (Market Purchase)	110	0.00	2,54,332	4.79
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	2,54,332	4.79		
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	1,271,660	4.79		
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	0		1,271,660	4.79
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>1,271,660</b>	<b>4.79</b>	<b>1,271,660</b>	<b>4.79</b>

<b>2.</b>	<b>Janmahanti Sudha Rani (Whole Time Director)</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	3,94,642	8.38	3,94,642	8.38	3,94,642	8.38
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-	-	-	-	3,94,642	7.43
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	3,94,642	7.43	-	-	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	19,73,210	7.43	-	-	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	19,73,210	-	19,73,210	7.43
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>19,73,210</b>	<b>7.43</b>	<b>19,73,210</b>	<b>7.43</b>	<b>19,73,210</b>	<b>7.43</b>
<b>3.</b>	<b>A Subramanyam (Director)</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	263018	5.59	263018	5.59	263018	5.59
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-	-	-	-	-	-
	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	90,000	1.70	-	-	3,53,018	6.65
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	3,53,018	6.65	-	-	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	17,65,090	6.65	-	-	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	17,65,090	-	17,65,090	6.65
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>17,65,090</b>	<b>6.65</b>	<b>17,65,090</b>	<b>6.65</b>	<b>17,65,090</b>	<b>6.65</b>
<b>4.</b>	<b>Pattabhi Venkateswara Rao (Director)</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	45,646	0.97	45,646	0.97	45,646	0.97
	Increase /Decrease during the period) (01st April 2015 to 18th Feb 2016)	-	-	-	-	45,646	0.86
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	45,646	0.86	-	-	-	-
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,28,230	0.86	-	-	-	-
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	-	-	2,28,230	-	2,28,230	0.86
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,28,230</b>	<b>0.86</b>	<b>2,28,230</b>	<b>0.86</b>	<b>2,28,230</b>	<b>0.86</b>



<b>5.</b>	<b>Srinivas Madireddi (Director)</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	49,518	1.05	49,518	1.05	49,518	1.05
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	--	--	49,518	0.93	49,518	0.93
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	49,518	0.93	--	--	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,47,590	0.93	--	--	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--	--	2,47,590	0.93	2,47,590	0.93
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,47,590</b>	<b>0.93</b>	<b>2,47,590</b>	<b>0.93</b>	<b>2,47,590</b>	<b>0.93</b>
<b>6.</b>	<b>Venkata Appa Rao Kotagiri (Director)</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	51,435	1.09	51,435	1.09	51,435	1.09
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)						
	04 April 2016 to 11 April 2016 ( Market Purchase)	1,349	0.03	52,784	1.12	52,784	1.12
	Conversion of Warrants into equity shares on preferential issue basis - 19/08/2015	30,000	0.56	82,784	1.56	82,784	1.56
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	82,784	1.56	--	--	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	4,13,920	1.56	--	--	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--	--	4,13,920	1.56	4,13,920	1.56
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>4,13,920</b>	<b>1.56</b>	<b>4,13,920</b>	<b>1.56</b>	<b>4,13,920</b>	<b>1.56</b>
<b>7.</b>	<b>Shyamsunder Rao Pillarisetty (Director)</b>						
	At the Beginning of the Year ( of face value of Rs 10/- each)	480	0.01	480	0.01	480	0.01
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	--	--	480	0.01	480	0.01
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	480	0.01	--	--	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	2,400	0.01	--	--	--	--

	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	0			2,400	0.01
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>2,400</b>			<b>2,400</b>	<b>0.01</b>
<b>8.</b>	<b>Suryaprakash Gulla (Director)</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	980			980	0.02
	Increase/Decrease during the period (01st April 2015 to 18th Feb 2016)	--			980	0.02
	No of Shares of Rs. 10/- each held as on record date i.e 18/02/2016	980			--	--
	No of Shares of Rs. 2/- each held as on record date i.e 18/02/2016	4900			--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--			4900	0.02
	<b>At the End of the Year (of face value of Rs. 2/- each)</b>	<b>4900</b>			<b>4900</b>	<b>0.02</b>
<b>9.</b>	<b>Vasant kumar Roy Chintamani</b>					
	At the Beginning of the Year (of face value of Rs 10/- each)	--			--	--
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	--			--	--
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	--			--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	--			--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--			--	--
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>--</b>			<b>--</b>	<b>--</b>
<b>10.</b>	<b>Durgaprasad Sigatapu (Chief Financial Officer) (ceased to be CFO w.e.f 25-07-2015)</b>					
	At the Beginning of the Year ( of face value of Rs 10/- each)	990			990	0.02
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	--			--	--
	Conversion of warrants into equity shares on preferential issue basis-19/08/2015	10,000			10,990	0.20



	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	10,990	0.20	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	54,950	0.20	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--	--	54,950	0.20
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>54,950</b>	<b>0.20</b>	<b>54,950</b>	<b>0.20</b>
<b>11.</b>	<b>Satya Kishore Nadikatta(Chief Financial Officer)</b>				
	<b>Appointed as CFO on 26-10-2015</b>				
	At the Beginning of the Year ( of face value of Rs 10/- each)	--	--	--	--
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	--	--	--	--
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	--	--	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	--	--	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--	--	--	--
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>12.</b>	<b>Pooja Jain (Company Secretary)</b>				
	<b>Appointed as CS on 15-04-2015</b>				
	At the Beginning of the Year i.e. on 15-04-2015 ( of face value of Rs 10/- each)	--	--	--	--
	Increase /Decrease during the period (01st April 2015 to 18th Feb 2016)	--	--	--	--
	No of Shares of Rs 10/- each held as on record date i.e 18/02/2016	--	--	--	--
	No of Shares of Rs 2/- each held as on record date i.e 18/02/2016	--	--	--	--
	Increase /Decrease during the period (19th Feb 2016 to 31st March 2016)	--	--	--	--
	<b>At the End of the Year ( of face value of Rs 2/- each)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

Note: During the year, the Company at its extraordinary general meeting held on 03rd February 2016 approved Sub-division of Equity Share of the Company having a face value of Rs. 10/- (Rupees ten only) each fully paid up, into 5 (five) Equity Shares of Rs.2/- (Rupees two only) each, fully paid. The Board of Directors of the Company at its meeting held on 4th February, 2016, fixed 18th February 2016 as record date for the purpose of sub-division

**V. Indebtedness of the Company including interest outstanding/accrued but not due for payment** ( in ₹ )

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	66927072		1262018	68189090
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	66927072		1262018	68189090
<b>Change in Indebtedness during the financial year</b>				
i) Addition	76,778,534	-	56,382	76,834,916
ii) Reduction	(60,582,872)	-	(810,000)	(61,392,872)
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	83,122,733	-	508,400	83,631,133
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	83,122,733	-	508,400	83,631,133



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**  
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(In ₹)

S.No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Lakshmana Rao Janumahanti (Managing Director)	Janumahanti Sudha Rani (Whole Time Director)	A. Subramanyam (Promoter Director)	P. VenkateswaraRao (Promoter Director)	
1	Gross salary					
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31,80,000	48,00,000	--	--	79,80,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	24,33,019	9,60,000	--	--	33,93,019
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--	--
2	Stock Option	--	--	--	--	--
3	Sweat Equity	--	--	--	--	--
4	Commission - as % of profit - others, specify...	--	--	--	--	--
5	Others, please specify	--	--	--	--	--
<b>Total (A)</b>		<b>56,13,019</b>	<b>57,60,000</b>	<b>--</b>	<b>--</b>	<b>1,13,73,019</b>
<b>Ceiling as per the Act</b>		The remuneration is as per the resolution passed in the postal ballot dated 13 <sup>th</sup> April, 2015 for Ms. J. Sudha Rani and as per central government approval for Mr. J. Lakshmana Rao.				

**B. Remuneration to other Directors:**

(In ₹)

S.No	Particulars of Remuneration	Name of Directors				Total Amount
		A. Subramanyam	P. Venkateswara Rao	Vasant kumar Roy Chintamaneni	Srinivas Madireddi	
1.	<b>Independent Directors</b>					
	▪ Fee for attending board / committee meetings	--	--	10000	40000	--
	▪ Commission	--	--	--	--	--
	▪ Others, please specify	--	--	--	--	--
	<b>Total (1)</b>	--	--	--	--	--
2.	<b>Other Non-Executive Directors</b>					
	▪ Fee for attending board / committee meetings	--	--	--	--	--
	▪ Commission	--	--	--	--	--
	▪ Others, please specify	--	--	--	--	--
	<b>Total (2)</b>	--	--	--	--	--
	<b>Total (B) = (1)+(2)</b>	--	--	--	--	--
	<b>Total Managerial Remuneration</b>	--	--	--	--	--
	<b>Overall Ceiling as per the Act</b>	Not Applicable				--

(In ₹)

S.No	Particulars of Remuneration	Name of Directors			Total Amount
		Venkata Appa Rao Kotagiri	Shyamsunder Rao Pillarisetty	Suryaprakash Gulla	
1.	<b>Independent Directors</b>				
	▪ Fee for attending board / committee meetings	50000	130000	50000	280000
	▪ Commission	--	--	--	--





	Others, please specify	--	--	--
	<b>Total (1)</b>			--
<b>2.</b>	<b>Other Non-Executive Directors</b>			
	Fee for attending board / committee meetings	--	--	--
	Commission	--	--	--
	Others, please specify	--	--	--
	<b>Total (2)</b>			--
	<b>Total (B) = (1)+(2)</b>	2,80,000		
	<b>Total Remuneration</b>	1,16,53,019		
	<b>Overall Ceiling as per the Act</b>	The remuneration is as per the resolution passed in the postal ballot dated 13 <sup>th</sup> April, 2015 for Ms. J. Sudha Rani and as per central government approval for Mr. J. Lakshmana Rao.		

**C. Remuneration to key managerial personnel other than MD/MANAGER/WTD:**

S.No	Particulars of Remuneration	CEO	(1) Durgaprasad Sigatapu (Chief Financial Officer)	(2) Satya Kishore N (Chief Financial Officer)	(3) Pooja Jain (Company Secretary)	Total
1						
(a)	Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961		316662	683775	172500	1172937
(b)	Value of perquisites u/s 17(2) Income - tax Act, 1961		—	—	—	—
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961		—	—	—	—
2	Stock Option		—	—	—	—
3	Sweat Equity		—	—	—	—
4	Commission - as % of profit - others, specify...		—	—	—	—
5	Others, please specify		—	—	—	—
<b>Total</b>			316662	683775	172500	1172937

- Note:**
- 1) Mr.Durga Prasad Sigatapu has resigned from the office of CFO w.e.f 25th July, 2015.
  - 2) Mr. N.Satya Kishore was appointed as CFO w.e.f 26th October, 2015.
  - 3) Ms.Pooja Jain was appointed as Company Secretary w.e.f 15th April, 2015.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty			None		
Punishment			None		
Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment			None		
Compounding			None		



## Annexure - G

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

The Form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangements or transactions entered during the year ended 31 March 2016, which were not at arm's length basis.
2. Details of material contracts or arrangement or transactions at arm's length basis: The details of material contracts or arrangements at arm's length basis for the year ended 31 March 2016 are as follows:

SL. No.	Particulars	Details
a)	Name of the related party	Crossroads Detailing, Inc., USA
b)	Nature of relationship	Subsidiary
c)	Nature of contracts/arrangements/transactions	Sale of Services
d)	Duration of the contracts arrangements/ transactions	The transactions are ongoing and existing prior to commencement of the Companies Act, 2013
e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Services rendered for the year 2015-16 amounting to ₹ 1042.11 Lakhs
f)	Date(s) of approval by the Board, if any:	The transactions are entered in the ordinary course of business and are at arm's length price basis. These are reported and approved by the Board and Audit Committee on 17th May, 2016.
g)	Amount paid as advances, if any:	NA

SL. No.	Particulars	Details
a)	Name of the related party	RMM Global Inc., USA
b)	Nature of relationship	Subsidiary
c)	Nature of contracts/arrangements/transactions	Sale of Services
d)	Duration of the contracts arrangements/ transactions	The transactions are ongoing and existing prior to commencement of the Companies Act, 2013
e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Services rendered for the year 2015-16 amounting to ₹ 2184.63 Lakhs
f)	Date(s) of approval by the Board, if any:	The transactions are entered in the ordinary course of business and are at arm's length price basis. These are reported and approved by the Board and Audit Committee on 17th May, 2016.
g)	Amount paid as advances, if any:	NA

For M/s. Mold-Tek Technologies Limited

J. Lakshmana Rao  
(Chairman & Managing Director)  
(DIN:00649702)

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### GLOBAL KPO INDUSTRY

Technavio's market research analysts predict the global KPO market to grow at a CAGR of around 23% from 2015 to 2019. In line with global perspectives on outsourcing business activities across the globe, companies are looking for more analytical and specialist expertise, and hence KPOs are seen to be increasingly fitting such requirement of companies that are eager to outsource to third party service providers.

The majority of demand for KPO services offshoring is created from regions like the Americas and Europe. However the APAC region leads the market from the delivery perspective. In 2015-16, India held a massive presence in this sector with over 60% of the market share.

### IT INDUSTRY OVERVIEW

Software Industry body, National Association of Software and Services Companies (NAASSCOM) expects the country's Information Technology (IT) Industry to grow at 12-14% during the financial year 2016-17. Exports are estimated at USD 108 billion with 10.3% annual growth. IT services are also expected to grow at the same rate.

The Domestic Technology market is projected to grow at over 3%, to reach USD 35 billion (excluding e-commerce) in financial year 2016-17.

According to NASSCOM, India's IT-BPM (Information Technology - Business Process Management) Industry is projected to grow 8.5% from USD 132 billion to USD 143 billion (excl. e-commerce), an addition of USD 11 billion in financial year 2016-17. The aggregate growth rate has been affected due to the dollars strengthening against the rupee, bringing down domestic market growth to about 3.2%.

Share in total service exports is estimated at 45% and the Industry's contribution, relative to India's GDP is more than 9.3%. Overall, the Industry is estimated to employ nearly 3.7 million people, an addition of approximately 200,000 people.

Over the last 25 years, India's IT-BPM Industry, has succeeded in creating a worldwide presence – onshore, offshore, nearshore – for its customers. Presently in over 78 countries, through 840 offshore development centres, this Industry boosts

more than 75% of Fortune 500 enterprises, as its customers. The Industry landscape consists of over 16,000 firms, ranging from multibillion dollar firms to startups, that are emerging as the hotbed for Innovation and disruptive services.

India currently has over 6 million graduates. Its IT-BPM employee base for financial year 2016-17, is estimated at 3.7 million people. With this IT-BPM will become the largest private sector Employer of the Nation.

India is also emerging as the world's fastest growing 'digital hub': Digitally skilled (cloud, mobile, analytics) employees number over 250,000, growing at 50%.

Between 2015 to 2020, it was estimated that, SMAC spending by the enterprise and government sectors together is USD 37 billion. The software and services component of SMAC will grow the fastest. Demand for SMAC Technologies is pushing the need to modernise legacy systems and cloud solutions. BPM exports, at 9% y-o-y growth, are being driven by BPAAS, mobility and advanced analytics.

By 2020, India's IT-BPM sector total revenue is projected to reach USD 200-225 billion and between USD 350-400 billion by 2025. Digital technologies will continue to define the sector and revenue from these is likely to have a 23% share by 2020 and more than 38% by 2025. Indian service providers face a significant opportunity as digital technologies continue to be embedded in an ever widening range of products and services.

### Government Initiative

Cloud computing is one of the thrust areas in the national IT and ITeS policy.

In order to benefit from cloud, the Department of Electronics and IT (DEIT) has taken an ambitious project known as 'GI Cloud'. The 'GI Cloud' is the Indian government's initiative to enable the government (both Centre and States) to leverage cloud computing for effective delivery of E-Services.

In the 12<sup>th</sup> Five Year Plan (2012-17), the Department of Information Technology proposes to strengthen and extend the existing core infrastructure projects to provide more horizontal connectivity, build



redundancy connectivity, undertake energy audits of State Data Centers (SDCs) etc. The core infrastructure including fibre optic based connectivity will be leveraged and additional 150,000 Common Service Centres (CSCs) will be setup to create the right Governance and service delivery ecosystem at the Panchayats.

## Opportunities & Threats

### Opportunity

While Structural Engineering services continue to be our main strength recent developments in MES opportunities, are really encouraging. Apart from full-fledged BIW fixture engineering your Company is rapidly diversifying into other areas like, bus body design, Industrial equipment design and drafting services. In Automobile, Company is also planning to enter into interior and exterior product designing. Company is planning to add 2 more Business Development Managers in USA & Europe, to deal with growing clients and lines of operations. Company has been identified as a reliable software partners in Ireland and expect to return back to growth in our IT Division-SMAC services, from middle of this Financial Year 2016-2017.

### Threats

Following are some of the major risks any business faces

**Financial Risks** - includes foreign currency rate fluctuations, liquidity and leverage.

**Legal and Statutory Risks** -includes contractual liabilities & statutory compliances.

**Competition Risks** - New competitors may enter the markets in which your company operates.

### Product wise performance

The company's Structural engineering, detailing and mechanical engineering services on standalone basis are segmented below:

**Sales ₹ In Lakhs**

Type of business	2015-16	2014-15
Structural Engineering & Detailing	3527.55	3434.63
Mechanical Engineering Services	607.24	547.17
Information Technology Services	641.09	96.16
<b>Total</b>	<b>4775.88</b>	<b>4077.96</b>

## Outlook

Company's consolidated revenue has grown by 22.35% in 1st quarter of financial year 2016-17 compared to 4th quarter of financial year 2015-16. Sales growth will accelerate with revenues adding up for the IT division from the 2nd quarter and Company expects to achieve improved growth in the rest of the year. With revenues being added from new vertical of IT, Company's future looks bright. Company's traditional PEB services are also finding growing demand which will augur well to grow in next few quarters.

## Risks and Concerns

The risk management process is continuously improved and adapted to the changing global scenario. Company is always cautious and preventive about strategic, operational and financial risks across various levels which are applicable to any business. Company does not foresee any serious areas of concern. Company's are services mainly based on human resources. Company is aggressively taking care of employee satisfaction and facilities to mitigate any risk. The company is obtaining adequate insurance coverage for its assets.

## Internal control systems and their adequacy

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies.

The Company has a well-defined delegation of power with authority limits for approving revenues as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down. The internal audit process is designed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations.

### Discussion on financial performance with respect to operational performance

The details of financial performance of the company are in the Balance sheet, Profit and Loss Account and other financial statements attached to the Annual Report. Highlights for the year 2015-16 on standalone and consolidated basis are as under:

₹ In Lakhs

Particulars	Standalone	Consolidated
Service Sales	4775.88	5291.96
Profit before interest, depreciation & Tax	1053.75	1081.70
Profit After Tax	567.09	577.42
EBIDTA	1053.75	1081.70
EPS	2.23	2.27

### Operational Performance

Due to the drop in 4th Quarter performance, the overall profitability remained stable. However with all three sectors showing improved traction better performance is expected in financial year 2016-2017.

### Human Resources

The HRD department has been suitably enlarged to handle increasing number of skilled manpower in the KPO Division. The company continues to benchmark and build its HR practices to help attract, retain and develop requisite talent to support its growth. HR's ability to support business strategy with its human capital strategy is an important determinant to the company's future business performance. The company has put in place systematic recruitment process. The principle feature of the company's HR strength is its multipronged talent acquisition and retention strategy.

Employee/ employer relations were cordial throughout the year. Measures for safety of the employees, training and development continued to receive top priorities. HR at Mold-Tek plays a key strategic role to support the organization and its various ecosystems in achieving various goals and targets set by deploying best practices and measures.

### Cautionary Statement

Certain statements in the Management Discussion and Analysis describing the company's views about the Industry, expectations/ predictions, objectives etc., may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statement. Company's operations may inter-alia affect with the supply and demand situations, input prices and their availability, changes in Government regulations, tax laws and other factors such as industrial relations and economic developments etc.



## Report on Corporate Governance

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE BOARD OF DIRECTORS

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the organization. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long-term stakeholder value. This is demonstrated in shareholder returns, governance processes and an entrepreneurial performance focused work environment. Additionally, our customers have benefited from high quality products delivered on time at high competitive prices.

Mold-Tek Technologies Limited therefore believes that Corporate Governance is not an end in itself but is a catalyst in the process of maximization of shareholder value. Therefore, shareholder value as an objective is woven into all aspects of Corporate Governance - the underlying philosophy, development of roles, creation of structures and continuous compliance with standard practices. For Mold-Tek Technologies Limited, however, good corporate governance has been a cornerstone of the entire management process, the emphasis being on professional management with a decision making model based on decentralization, empowerment and meritocracy.

#### Composition

The Company's Board comprises of nine Directors including

Two Executive Promoter Directors (Including One Women Director)

Two Non-Executive Promoter Directors

Five Independent Directors

The Composition of the Board is in conformity with Regulation 17 of SEBI (LODR) Regulations, 2015.

None of the Directors is a member of more than 10 committees or chairman of more than 5 committees across all the companies in which they are directors.

#### Board Meetings

The Board of Directors met 9 (Nine) times during the financial year 2015-16 i.e. 15th April 2015, 19th May 2015, 03rd August 2015, 19th August 2015, 31st August 2015, 26th October 2015, 04th January, 2016, 04th February 2016 and 10th March 2016. The maximum gap between any two meetings was less than 120 days as stipulated under Section 173 of Companies Act, 2013 and Regulation 17(2) of SEBI (LODR) Regulations, 2015.

**Board Meetings/AGM – Attendance & Directorships/Committee Memberships**

Name of the Director	Category	Number of Board Meetings attended during the year 2015-16	Whether attended last AGM on 28 <sup>th</sup> September, 2015	No of Directorships in other Companies (Including Private Limited Companies)		No of committee positions in other public companies*	
				Chairman	Member	Chairman	Member
J. Lakshmana Rao (Managing Director)	Executive Promoter Director	09	No	1	--	--	--
J. Sudha Rani (Whole Time Director)	Executive Promoter Director	06	No	--	--	--	--
A. Subramanyam	Non- Executive Promoter Director	09	Yes	--	1	--	--
P. Venkateswara Rao	Non - Executive Promoter Director	07	Yes	--	1	--	--
M. Srinivas	Non-Executive Independent Director	07	Yes	--	--	--	--
P Shyam Sunder Rao	Non-Executive Independent Director	07	No	--	3	2	2
K.V. Appa Rao	Non-Executive Independent Director	06	Yes	--	2	--	--
Dr Surya Prakash Gulla	Non-Executive Independent Director	05	No	--	--	--	--
C. Vasant Kumar Roy	Non-Executive Independent Director	01	No	--	2	--	--

Note: In accordance with Regulation 26 of SEBI (LODR) Regulations, 2015, membership/ chairmanship of only audit committee, shareholders/ investors relationship committee of all companies has been considered.

**Relationship of Directors inter-se**

Mr. J. Lakshmana Rao is Spouse of J. Sudha Rani and brother-in-law of Mr. A. Subramanyam.

Ms. J. Sudha Rani is spouse of Mr. J. Lakshmana Rao and sister-in-law of Mr. A. Subramanyam.

Mr. A. Subramanyam is a brother in law of Mr. J. Lakshmana Rao and brother-in-law of Ms. J. Sudha Rani.

**Familiarisation Programme for Independent Directors**

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company should conduct Familiarization Programs for Independent Directors about their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various initiatives. The details of programmes are available on website of company at [www.moldtekgroup.com](http://www.moldtekgroup.com)- Investor-Corporate Governance.





## BOARD COMMITTEES

2015 read with Section 177 of the Companies Act, 2013.

### Audit Committee

#### Overall Purpose/Objectives

The purpose of the Audit Committee is to assist the Board of Directors (“Board”) in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of internal accountants / internal auditors and overseeing the Company’s accounting and financial reporting process and the audit of the Company’s financial statements.

#### Composition & Meeting

The Audit Committee comprises of five Non-Executive Independent Directors and is chaired by Mr. P. Shyam Sunder Rao. The composition of the Audit Committee meets the requirements of section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015

Five meetings of the Audit Committee were held during the financial year 2015-16. The dates on which the said meetings were held are as follows: 19<sup>th</sup> May 2015, 03<sup>rd</sup> August 2015, 31<sup>st</sup> August 2015, 26<sup>th</sup> October 2015 and 04<sup>th</sup> February 2016.

#### Powers and Terms of reference

The powers and terms of reference of the Audit Committee are as mentioned under Regulation 18 and Part C of Schedule II SEBI (LODR) Regulations,

The composition of Audit Committee and particulars of meeting attended by the members of the Audit Committee during the year are given below.

Name & Category	Whether Chairman/ Member	No of Meetings attended during the year 2015-2016
P. Shyam Sunder Rao, Independent Non-Executive Director	Chairman	4
M. Srinivas, Independent Non-Executive Director*	Member	5
Dr. K.V. Appa Rao, Independent Non-Executive Director	Member	5
Dr. Surya Prakash Gulla, Independent Non-Executive Director	Member	3
C. Vasant Kumar Roy, Independent Non-Executive Director	Member	1

\* M. Srinivas was appointed as Chairman for Audit Committee in the meeting dated 31<sup>st</sup> August, 2015 in absence of Mr. P. Shyam Sunder Rao.

## II Nomination & Remuneration Committee

### Terms of Reference

The powers and terms of reference of the Nomination and Remuneration Committee are as mentioned in Regulation 19 and part D of Schedule II of SEBI (LODR) Regulations, 2015, read with Section 178 of the Companies Act, 2013, Nomination, Remuneration and Performance Evaluation Policy and as entrusted

by Board of Directors from time to time.

The terms of reference to the Nomination and Remuneration Committee also includes:

- Recommend employees stock option scheme
- Administer the employee stock option schemes.

### Composition & Meeting

The Nomination & Remuneration Committee comprises of 5 Non-Executive Independent Directors and chaired by Mr. P Shyam Sunder Rao. The composition of the Nomination & Remuneration Committee meets the requirements of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015

Four meeting of the Nomination & Remuneration Committee were held during the financial year 2015-2016. The date on which the said meetings were held are as follows: 15<sup>th</sup> April, 2015, 03<sup>rd</sup> August, 2015, 31<sup>st</sup> August, 2015 & 26<sup>th</sup> October, 2015.

The composition of Nomination & Remuneration Committee and particulars of meeting attended by the members of the Committee are given below.

Name & Category	Whether Chairman/Member	No of Meetings attended during the year 2015-2016
P. Shyam Sunder Rao, Independent Non-Executive Director	Chairman	3
M. Srinivas, Independent Non-Executive Director*	Member	3
Dr. K. V. Appa Rao, Independent Non-Executive Director	Member	3
Dr. Surya Prakash Gulla, Independent Non Executive Director	Member	2
C. Vasant Kumar Roy, Independent Non Executive Director	Member	0

\* M. Srinivas was appointed as Chairman for Nomination & Remuneration Committee in the meeting dated 31<sup>st</sup> August, 2015 in absence of Mr.P.Shyam Sunder Rao.

### Nomination, Remuneration and Board Evaluation Policy

The Company has formulated a Nomination, Remuneration and Board Evaluation Policy as per the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015 which, inter- alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and such persons who may be appointed as senior management personnel of the Company and lays down the criteria for determining the remuneration of the Directors, key managerial personnel (KMP) and other employees.

Nomination, Remuneration and Board Evaluation Policy provides for the following attributes for Appointment and removal of Director, KMP and senior management.

### **Appointment criteria and qualification:**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director in terms of diversity policy of the Board and recommend to the board his / her appointment.
- For the appointment of KMP (other than managing/whole-time director) or senior management, a person should possess adequate qualification, expertise and experience for the position he/she is considered for the appointment. Further, for administrative convenience, as regards the appointment of KMP (other than managing/whole time director) or senior management, the managing director is authorized to identify and appoint a suitable person for such position. However, if the need be, the managing director may consult



the committee/board for further directions/guidance.

**Term:**

- The term of the directors including managing / whole time director / independent director shall be governed as per the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (LODR) Regulations, 2015, as amended from time to time; whereas, the term of the KMP (other than the managing / whole time director) and senior management shall be governed by the prevailing HR policies of the company.

**Evaluation:**

- The Committee shall carry out evaluation of performance of every Director.
- The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of directors on the board shall be subject to the outcome of the yearly evaluation process.

**Removal:**

- Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable act, rules and regulations there under and / or for any disciplinary reasons and subject to such applicable acts, rules and regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a director, KMP or senior management.

**Remuneration of Managing / Whole-time Director, KMP and Senior Management:**

- The remuneration / compensation / commission, etc., as the case may be, to the managing / whole time director will be determined by the Committee and recommended to the Board for

approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and central government, wherever required and shall be in accordance with the provisions of the Act and Rules made thereunder. Further, the managing director of the Company is authorized to decide the remuneration of KMP (other than Managing / Whole Time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company.

**Remuneration to Non-executive / Independent Director:**

- The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder for the time being in force or as may be decided by the committee / board / shareholders.
- An Independent Director shall not be entitled to any stock option of the company unless otherwise permitted in terms of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended from time to time.

**Details of the Evaluation Process**

In terms of the Nomination, Remuneration and Board Evaluation Policy and the applicable provisions of the Companies Act, 2013 & SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee laid down the criteria for evaluation/assessment of the Directors (including the Independent Directors) of the Company and the Board as a whole. The Committee also carried out the evaluation of the performance of each Director of the Company.

The Board conducted formal annual evaluation of its own performance, its Committees and the individual directors (without the presence of

the director being evaluated). Basis the said evaluation, the Nomination and Remuneration Committee has evaluated the Directors and Senior Management Personnel and made recommendations for the appointment/re-appointment/increase in remuneration of the Directors and Senior Management.

#### **Criteria for evaluation of Board (Including Independent Directors) and its Committees.**

The evaluation of the Board (including independent directors) and its committee were based on knowledge to perform the role, attendance, time and level of participation, performance of duties, adequate discharge of responsibilities, level of oversight, understanding of the Company professional conduct, independence, structure and composition, frequency and duration of meetings, its process and procedures, effectiveness of Board/Committees, its financial reporting process, including internal controls, review of compliance under various regulations etc

#### **Meetings of Independent Directors**

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 4th February, 2016, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 of SEBI

(LODR) Regulations, 2015. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **Internal committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Composition of the Internal Committee is as under:

1. J. Sudha Rani - Whole Time Director
2. Pooja Jain - Company Secretary
3. Rajeev CH. - Asst. General Manager - HR
4. N.Aruna – Assistant Manager - HR

There was no meeting held in the financial year as no complaints were received from any employee.



**Details of the remuneration of Executive Directors and Non-Executive Directors for the year ended 31<sup>st</sup> March, 2016 are as follows:**

**(Amount ₹ in Lakhs.)**

Name	Salary	Perquisites & Other benefits	Performance Bonus/ Commi-ssion	Earned Leave & Gratuity	Others	Sitting Fees	Total
J. Lakshmana Rao	31,80,000	24,33,019	--	--	--	--	56,13,019
J. Sudha Rani	48,00,000	9,60,000	--	--	--	--	57,60,000
A. Subramanyam	--	--	--	--	--	--	--
P. Venkateswara Rao	--	--	--	--	--	--	--
M. Srinivas	--	--	--	--	--	40,000	40,000
P. Shyam Sunder Rao	--	--	--	--	--	1,30,000	1,30,000
K.V. Appa Rao	--	--	--	--	--	50,000	50,000
Dr. Surya Prakash Gulla	--	--	--	--	--	50,000	50,000
C. Vasant Kumar Roy	--	--	--	--	--	10,000	10,000

Shareholding of the Directors of the Company as on 31<sup>st</sup> March 2016

Name	No of Shares	% of Share Capital
J. Lakshmana Rao	12,71,660	4.79
A. Subramanyam	17,65,090	6.65
P. Venkateswara Rao	2,28,230	0.86
J. Sudha Rani	19,73,210	7.43
M Srinivas	2,47,590	0.93
P Shyam Sunder Rao	2,400	0.01
K.V. Appa Rao	4,13,920	1.56
Dr. Surya Prakash Gulla	4,900	0.02
C. Vasant Kumar Roy	--	--

Non-Executive Directors did not hold any fully convertible warrants as on 31st March, 2016.

### Stakeholder's Relationship Committee

The Composition of the Stakeholder's Relationship Committee as on 31<sup>st</sup> March, 2016 was as under:

Name & Category	Designation	Category
P. Shyam Sunder Rao,	Chairman	Non-Executive Independent Director
M. Srinivas,	Member	Non-Executive Independent Director
Dr. K. V. Appa Rao,	Member	Non-Executive Independent Director
Dr. Surya Prakash Gulla,	Member	Non-Executive Independent Director
C. Vasant Kumar Roy,	Member	Non-Executive Independent Director

Ms. Pooja Jain was appointed as the Secretary to the Committee on 15<sup>th</sup> April, 2015. She is also Company Secretary & Compliance Officer of the company.

The Stakeholder's Grievance Committee oversees the redressal of complaints of Investors such as transfer or credit of shares to demat accounts, non-receipt of dividend/ annual reports, etc. It also take note of share transfer and issue of share certificates. During the financial year 2015-16, four meetings were held.

During the financial year 2015-2016, 12 complaints were received, 11 complaints were resolved and 1 complaint was pending as on 31<sup>st</sup> March 2016.

### Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of two Executive Directors, two Non-Executive Promoter Directors and one independent Director, chaired by J. Lakshmana Rao. The composition of the Corporate Social Responsibility Committee meets the requirements of Section 135 of the Companies Act, 2013.

### Disclosures

#### Details of Annual/Extraordinary General Meetings:

Location and time of General meetings held in past 3 years.

Year	Location	Date	Time
2012-13 (AGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033.	20 <sup>th</sup> September 2013	11:00 a.m.
2013-14 (EGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033.	12 <sup>th</sup> February 2014	11:00 a.m.
2013-14 (AGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033.	30 <sup>th</sup> September 2014	12:00 Noon
2014-15 (AGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033.	28 <sup>th</sup> September 2015	12:00 Noon
2015-16 (EGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033.	3 <sup>rd</sup> February, 2016	12:00 Noon

The Company passed special resolutions as per the agenda given in the notice calling the general meetings. No resolution was passed by way of postal ballot at the last AGM. No resolution is proposed to be passed by way of postal ballot in the ensuing Annual General Meeting.

#### Means of communication

As per Regulation 46 of SEBI (LODR) Regulations, 2015, the Company is maintaining a functional website – [www.moldtekgroup.com](http://www.moldtekgroup.com) containing

the information about the Company viz. details of business, financial information, shareholding pattern, annual reports, Company's policies, results and contact information of the designated officials of the Company for handling investor grievances. The website is updated from time to time.

- Quarterly/half-yearly/annual financial results are generally published in any of the following newspapers: Business Standard, Financial Express, Andhra Prabha, Nava Telangana & Mana Telangana. The results are also posted on the



Company's website [www.moldtekgroup.com](http://www.moldtekgroup.com) and on the website of stock exchanges [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com).

- The annual report of the Company is available on the Company's website in a user-friendly and downloadable form.
- The Company has designated an E-mail ID exclusively for investor servicing i.e. [ir@moldtekindia.com](mailto:ir@moldtekindia.com). Investors may raise any queries, complaints or provide suggestions through the said e-mail id.

### Official News Releases

The Company's official news releases and media releases are made available to the shareholders by way of displaying on the web site of the Company at [www.moldtekgroup.com](http://www.moldtekgroup.com). All the information about the Company is promptly sent through email and also posted to the Stock Exchange where the shares of the Company are listed and are released to press, where ever required, for information of public at large.

### Presentation made to Institutional Investor / Analysts

Detailed presentation made to Institutional Investors and financial analysis's is available on the Company's website [www.moldtekgroup.com](http://www.moldtekgroup.com).

### General Shareholder Information

32 <sup>nd</sup> Annual General Meeting	
Date and Time	19 <sup>th</sup> September, 2016 at 12:00 noon.
Venue	Best Western Jubilee Ridge, Plot.No.38 & 39, Kavuri hills, Road.No.36, Jubilee hills, Hyderabad – 500033

### Financial Calendar (2016-2017)

The Financial year of the company is 1st April to 31st March. For the year ending 31st March, 2017 Quarterly Un-audited / Annual Audited results shall be announced as follows:

Financial reporting for	Proposed Date
Unaudited Results for the Quarter ending : 30th June, 2016	On or before 14th August 2016
30th September, 2016	On or before 14th November, 2016
31st December, 2016	On or before 14th February 2017
Audited Results for the year ended : 31st March, 2017	On or before 30th May 2017

Book Closure date	13 <sup>th</sup> September, 2016 to 19 <sup>th</sup> September, 2016 (both days inclusive)
Dividend Payment Date	The final dividend shall be paid within 30 days of declaration at AGM
Registered Office	Plot No.700, Door No.8-2-293/82/A/700, Road No.36, Jubilee Hills, Hyderabad – 500 034, Telangana
Name and Address of the Stock Exchanges on which Equity Shares are listed	The Bombay Stock Exchange, Mumbai (BSE), Phiroze Jeejebhoy Towers, Dala Street, Fort Mumbai-400001  The National Stock Exchange of (India) Limited, Mumbai (NSE) Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai-400051
Listing Fees	Listing fee has been paid to BSE Limited & The National Stock Exchange of (India) Limited for the financial year 2016-17.

Stock Code	BSE : 526263; NSE: MOLDTECH
ISIN	INE835B01035
CIN Number	L25200TG1985PLC005631

**Market Price Data :**

The monthly high and low quotations and volume of shares traded on BSE.

MONTH	HIGH	LOW	NO.OF SHARES TRADED
April 2015	280.00	190.10	3,14,753
May 2015	259.90	205.00	1,43,532
June 2015	224.40	175.10	1,02,156
July 2015	230.00	166.00	1,46,021
August 2015	244.50	176.00	2,69,147
September 2015	221.00	175.00	75,459
October 2015	306.60	198.20	2,86,870
November 2015	319.80	256.10	1,57,190
December 2015	478.00	296.00	2,09,274
January 2016	595.00	407.30	1,70,064
February 2016	616.75	80.75*	1,78,632
March 2016	94.95*	74.90*	2,88,885

\* Kindly note that the face value of equity shares of ₹ 10/- each was sub-divided into face value of ₹ 2/- each as on record date 18<sup>th</sup> February, 2016.

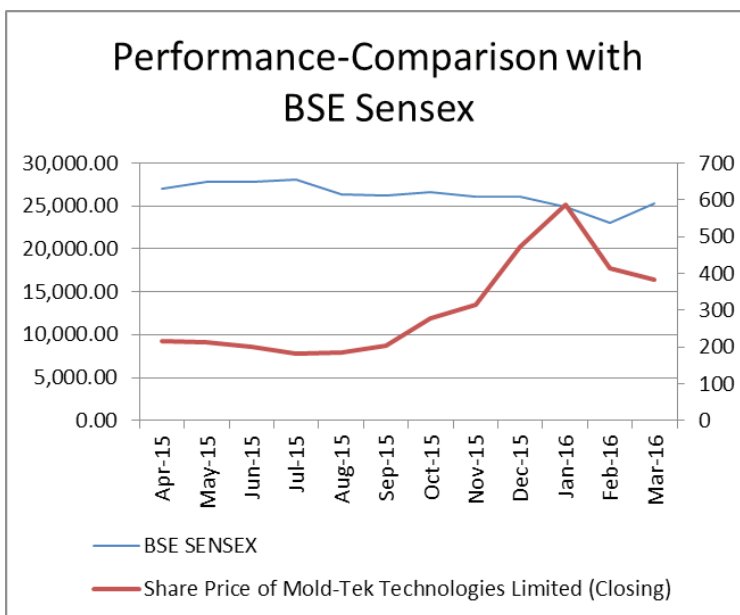
**Performance in comparison to with BSE Sensex:**

MONTH	BSE SENSEX (Closing)	Share Price of Mold-Tek Technologies Limited (Closing)
April 2015	27,011.31	216.00
May 2015	27,828.44	211.60
June 2015	27,780.83	199.20
July 2015	28,114.56	180.30
August 2015	26,283.09	183.90





September 2015	26,154.83	202.10
October 2015	26,656.83	278.20
November 2015	26,145.67	315.90
December 2015	26,117.54	471.90
January 2016	24,870.69	587.40
February 2016	23,002.00	82.50
March 2016	25,341.86	76.30



\* Kindly note that the face value of equity shares of ₹ 10/- each was sub-divided into five equity shares of ₹ 2/- each as on record date 18<sup>th</sup> February, 2016. The pre-split value of closing price for the month of February & March are proportionately adjusted in the graph.

**Investors' Correspondence / Registrar & Share Transfer Agent**

M/s XL Softech Systems Limited  
 3, Sagar Society, Road No 2,  
 Hyderabad – 500 034,  
 Tel: 91 40 2354 5913/14/15  
 Fax: 91 40 2355 3214  
 Email: xlfield@gmail.com.

**Share Transfer System:**

Share transfers are registered and returned within a period of 15 days from the date of receipt, if the document is in order in all respects.

**Shareholding pattern as on 31<sup>st</sup> March, 2016**

Category	No of Shares held	Percentage of Shareholding
Promoters	1,31,45,380	49.50
Banks, Financial Institutions, Insurance Companies , Foreign Institutional Investors	6,02,307	2.27
Private Bodies Corporate	22,11,802	8.32
Indian Public	1,04,55,586	39.38
NRI/OCB's	1,32,161	0.50
Clearing Members	8,044	0.03
<b>Total</b>	<b>2,65,55,280</b>	<b>100.00</b>

**Distribution of shareholders as on 31<sup>st</sup> March, 2016**

Slab of Shareholding of Nominal Value of Rs.	No.of Shareholders	% to Total Holding	Amount in Rs.	% to Total
Upto - 5000	4023	77.28	1329440	2.50
5001 - 10000	490	9.41	733122	1.38
10001 - 20000	238	4.57	686230	1.29
20001 - 30000	122	2.34	607434	1.14
30001 - 40000	33	0.63	232940	0.44
40001 - 50000	59	1.13	564270	1.06
50001 - 100000	95	1.82	1405390	2.65
100001 and above	146	2.80	47551734	89.53
<b>TOTAL</b>	<b>5206</b>	<b>100</b>	<b>53110560</b>	<b>100</b>

**Dematerialization of Shares**

As on 31<sup>st</sup> March, 2016, 2,62,10,430 Equity Shares of Rs. 2/- each aggregating to 98.70% are being held with NSDL & CSDL in demat form of the paid up capital & the rest 3,44,850 aggregating to 1.30% are in physical form.

**ADR/GDR holding is Nil**

The contact details and locations of plants are provided in the initial pages of Annual Report.

**Additional Disclosures**

- a. Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the company at large.**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act,



2013 ('the Act'), Listing Agreement and the SEBI (LODR) Regulations, 2015.

There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval and regulation 23 of SEBI (LODR) Regulations, 2015.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature and value of the transactions.

The Company has adopted a Related Party Transactions Policy. The policy is available on website of the company at

[www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance)

Details of the transactions with Related Parties are provided in the accompanying financial statements.

**b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

No non-compliance by the Company was observed during the last three years nor any penalties, strictures imposed on the Company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets.

**c. Whistle blower policy/vigil mechanism**

The Company has adopted the whistle blower policy and established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct. It also provides adequate safeguards against the victimization of employees who avail of the mechanism,

and allows direct access to the Chairperson of the audit committee in exceptional cases. We further affirm that no employee has been denied access to the audit committee during the year. The policy is available on website of the company at [http://moldtekgengineering.com/pdf/VIGIL\\_MECHANISM-%20MTTL.pdf](http://moldtekgengineering.com/pdf/VIGIL_MECHANISM-%20MTTL.pdf)

**d. Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause.**

The Company has complied with all the mandatory requirements and has adopted the following non mandatory requirement of Regulation 27(1) of SEBI (LODR) Regulations, 2015.

**e. Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

**f. Subsidiaries**

The Company has two wholly owned subsidiaries viz, Crossroads Detailing Inc., Farmersburg, Indiana, USA and RMM Global Inc., Indiana. The financial statements of subsidiaries are placed in Audit committee meetings and Board meetings as per Regulation 33 of SEBI (LODR) Regulations, 2015.

The Board of Directors has adopted the policy and procedures with regard to determination of Material Subsidiaries. This policy deals with determination of Material Subsidiaries of Mold-Tek Technologies Ltd in terms of Regulation 16 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (as amended from time to time) which states that the Company shall formulate a policy for determination of the Material Subsidiary and the policy is intended to ensure the governance framework of material subsidiary companies. The policy is available website of our company at

[www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance)

**g. Website Disclosures**

The company is maintaining a functional website [www.moldtekgroup.com](http://www.moldtekgroup.com). All the information as specified under Regulation 46 of SEBI (LODR) Regulations, 2015 are uploaded on daily basis under Investor column of the website. For more information, kindly visit [www.moldtekgroup.com](http://www.moldtekgroup.com) – Mold-Tek Technologies Limited – Investors.

**h. Management Discussion and Analysis**

A separate report on Management Discussion and Analysis is attached as part of the Annual Report.

**i. Equity Shares in the Suspense Account**

In terms Regulation 39 (4) of SEBI (LODR) Regulations, 2015, the Company reports the following details in respect of equity shares lying in the suspense accounts which were issued in demat form and physical form, respectively:

Particulars	Demat		Physical	
	Number of Shareholders	Number of equity shares	Number of Shareholders	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2015	388	Pre-Split- 45,535 Post-split – 2,27,675	---	----
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	12	Pre-split- 646 Post- split 3230	---	----
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	---	----	---	----
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2016	376	2,24,445*	---	----

\* Kindly note that the face value of equity shares of Rs.10/- each was sub-divided into face value Rs.2/- each as on record date 18<sup>th</sup> February, 2016.

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.



## **Additional Disclosures**

### **a. Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Company Secretary-in-Practice carries out a reconciliation of share capital audit, to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”) and the total issued and listed capital with the Stock Exchanges. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories). The audit report is being submitted on quarterly basis to the Stock Exchanges.

### **b. Familiarization programme**

In accordance with the requirements of SEBI (LODR) Regulations, 2015, and the provisions of Companies Act, 2013, the Company familiarizes the Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, its business operations and model etc. through various programmes. The programme is available on the website of the Company at

[www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance)

### **c. Policy on Disclosure of Material Events and Information**

During the year under review, the Company has adopted the Policy on Disclosure of Material Events and Information, in accordance with the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine the events and information which are material in nature and are required to be disclosed to the Stock Exchanges. The said policy is available on the website of the Company at [www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance)

### **d. Code of conduct for prohibition of insider trading**

During the financial year 2014-15, the capital market regulator Securities and Exchange Board of India (SEBI) notified SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15th January, 2015. Pursuant to the provisions of the said regulations, the Board of Directors approved and adopted ‘Code of Conduct for Prohibition of Insider Trading’ which, inter alia, lays down the process of dealing in securities of the Company, along with the reporting and disclosure requirements by the employees and the connected persons and the same shall replace the existing code and become effective from 15th May, 2015. It provides for pre-clearance of trades above certain thresholds and trading restrictions on the designated employees and connected persons when in possession of unpublished price sensitive information and/or at the time of trading window closure.

In terms of the said regulations, the Company has also formulated ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’, with an objective to have a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. The code is available on the website of the Company at [www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance)

### **e. Policy on Preservation of Documents and Records ,**

During the year under review, your Company has adopted in accordance with the Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy ensures that the Company complies with the applicable document retention laws, preservation of various statutory documents and also lays down minimum retention period for the documents and records in respect of which no retention period has been specified by any law/ rule/ regulation. The Policy also provides for the authority under which the disposal /destruction of

documents and records after their minimum retention period can be carried out. The code is available on the website of the Company at [www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance)

**f. Code of conduct for the board of directors & senior management personnel**

The Company has its Code of Conduct for the Board of Directors & Senior Management Personnel of the Company, as per the provisions of Regulation 17(5) of SEBI (LODR) Regulations, 2015. The code is available on the website of the Company at [www.moldtekgroup.com-Investors-Corporate Governance](http://www.moldtekgroup.com-Investors-Corporate-Governance)

The Board of Directors and members of the senior management personnel have provided

their affirmation to the compliance with this code. The declaration regarding compliance by the Board of Directors and the senior management personnel with the said code of conduct, duly signed by the Chairman & Managing Director forms part of this Annual Report.

**g. CEO/CFO certification**

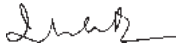
The Chairman & Managing Director and Chief Financial Officer of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of SEBI (LODR) Regulations, 2015 which forms part of Annual Report.

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**DECLARATION UNDER CODE OF CONDUCT**

As provided under Regulation 17(5) and 26(3) of SEBI (LODR) Regulations, 2015, the Board Members and the senior management personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2016.

Date: 17th May, 2016  
Place: Hyderabad

  
J. Lakshmana Rao  
(Chairman & Managing Director)



**CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**  
**COMPLIANCE CERTIFICATE**

The Board of Directors  
Mold –Tek Technologies Limited

Dear Sirs

We hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Place:** Hyderabad  
**Date:** 17<sup>th</sup> May, 2016

  
**Satya Kishore Nadikatla**  
**Chief Financial Officer**

  
**J Lakshmana Rao**  
**Chairman & Managing Director**

Ashish Kumar Gaggar  
Company Secretary in Practice

# Flat No.201, II<sup>nd</sup> Floor, Lake View Towers, Safari Nagar,  
Near Hitech City, Kothaguda, Kondapur, Hyderabad – 500084 M: 98492 23007É040-64557764,  
email: ashishgaggar.pcs@gmail.com

## Certificate on Corporate Governance

To,  
The Members,  
**Mold-Tek Technologies Limited**

I have examined the compliance of conditions of Corporate Governance by Mold-Tek Technologies Limited ('the Company'), for the year ended 31 March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchange for the period 01 April 2015 to 30 November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Regulations') for the period 01 December 2015 to 31 March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and the SEBI Regulations, as applicable.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.



**Ashish Kumar Gaggar**  
**Company Secretary in Practice**

FCS: 6687

CP No.: 7321

Place: Hyderabad  
Date: 10 August, 2016





## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MOLD-TEK TECHNOLOGIES LIMITED

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **MOLD-TEK TECHNOLOGIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at

31st March, 2016, and its profit and its cash flows for the year ended on that date.

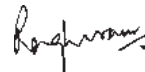
**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor’s Report) Order, 2016 (‘the Order’) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness

of such controls, refer to our separate Report in Annexure ‘B’.

- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 34 to the financial statements.
  - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts- Refer Note 31 to the Financial Statements.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education sand Protection fund by the Company.

**For Praturi & Sriram**  
Chartered Accountants  
Firm Reg. No. 002739S



Sri Raghuram Praturi  
Partner  
Membership No. 221770

Place: Hyderabad  
Date: 17/05/2016



## Annexure A to the Independent Auditors' Report

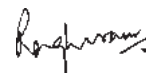
The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) a. The Company maintains a soft copy record of its depreciable assets, reflecting a year wise classification of assets of such category. The record does not include quantitative details and the situation/ location of its depreciable assets are not recorded.
- b. We are informed that no physical verification of fixed assets has been carried out by the management during the year ended 31st March, 2016.
- c. The title deeds of Immovable properties are held in the name of the company.
- (ii) The company has no inventories or stocks inviting comment on inventories. Work-in process being a portion of unbilled service works at the Balance Sheet date is as certified by management and is suitably accounted.
- (iii) The Company has not granted/ taken any loans, secured or unsecured to/ from the companies, firms of other parties covered in the register maintained under Section 189 of the Companies Act, 2013, except in respect of current account transactions with its associate/ group company, M/s Mold-tek Packaging Limited.
  - (a) The terms and conditions of the grant of such loans are not pre judicial to the Company's interest.
  - (b) In respect of the debit balances and advances in the nature of loans, including amounts due on current accounts, no stipulations have been made as to repayments, and management expresses confidence in recovering and/or adjustment of the amounts due.
  - (c) There are no amounts overdue for more than 90 days.
- iv) In respect of loans, investments, guarantees and securities issued by the company are in compliance with the provisions of section 185 and 186 of the Companies act.
- v) In our opinion and explanations given to us, the company has not invited or accepted any deposits from the public attracting the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. No order has been passed by the Company Law Board regarding compliance of above said provisions.
- vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 for any of the services rendered by the Company.
- vii)
  - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
  - b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes (Issues under regular assessment are not reported).

Name of the statute	Nature of dues	Amount (in Rs)	Period to which the amount relates	Forum where dispute is pending
<b>Income Tax</b> Section 201(1)	TDS on payment made to purchase of software permanent use licenses	7,16,713	AY 2007-08	ITAT
Section 201(1)	TDS on payment made to purchase of software permanent use licenses	17,08,981	AY 2008-09	ITAT
Section 201(1)	TDS on payment made to purchase of software permanent use licenses	8,27,076	AY 2009-10	ITAT
Section 201(1)	TDS on payment made to purchase of software permanent use licenses	4,30,661	AY 2010-11	ITAT

- (viii) In our opinion and according to the information and explanations given to us, there are no defaults in repayment of loans or borrowings to a Financial Institution/Banks / Government/ Debenture holders on the date of Balance Sheet.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of Initial Public offer or further public offer (Including debt instruments) and the term loans availed have generally been applied for the purpose for which they were raised.
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us, the Company paid the managerial Remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion the Company is not a Nidhi Company; accordingly Paragraph 3 (xii) of Companies (Auditors Report) Order 2016 is not applicable to the Company.
- (xiii) According to the information and explanations given to us, all the transactions with the related parties are in compliance with section 177 and section 188 of companies act, and have been disclosed in the Financial Statements as required by the applicable accounting standards
- (xiv) According to the information and explanations given to us, the company during the year has made allotment of 600000 equity shares of Rs. 10 Paid up against conversion of warrants issued on preferential basis at Rs. 31.20 including premium of Rs. 21.20 per share during financial year 13-14.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve bank of India Act, 1934.

For Praturi & Sriram  
Chartered Accountants  
Firm Reg. No. 002739S



Sri Raghuram Praturi  
Partner  
Membership No. 221770

Place: Hyderabad  
Date : 17<sup>th</sup> May, 2016



## **Annexure - B**

### **Annexure to the Independent Auditor's report of even date on the Standalone Financial Statements of Mold-Tek Technologies Limited**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Mold-Tek Technologies Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended as on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note"), issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, to the extent applicable to an audit of internal financial controls and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note"), both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to

the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Praturi & Sriram  
Chartered Accountants  
Firm Reg. No. 002739S



Sri Raghuram Praturi  
Partner  
Membership No. 221770  
Place : Hyderabad  
Date : 17<sup>th</sup> May 2016



**MOLD-TEK TECHNOLOGIES LIMITED**  
**STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2016**

₹ 000

	Notes	As at 31 <sup>st</sup> March	
		2016	2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	3	5,31,11	4,70,91
(b) Money received against share warrants		-	46,80
(c) Reserves & Surplus	4	23,73,94	18,85,93
<b>2. SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		-	-
<b>3. NON-CURRENT LIABILITIES</b>			
(a) Long-Term Borrowings	5	1,44,70	28,14
(b) Other Long-Term Liabilities	6	5,08	12,62
(c) Long-Term Provisions	7	1,11,89	1,08,27
(d) Deferred Tax Liabilities (Net)	8	1,09,26	59,83
<b>4. CURRENT LIABILITIES</b>			
(a) Short-Term borrowings	9	6,28,08	6,32,17
(b) Trade Payables	10	81,79	1,13,15
(c) Other Current Liabilities	11	3,01,49	2,46,90
(d) Short-Term Provisions	12	1,67,00	2,47,41
<b>TOTAL</b>		<b>44,54,34</b>	<b>38,52,13</b>
<b>II. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Fixed Assets			
(i) Tangible Assets	13	17,36,22	16,70,40
(ii) Intangible Assets	13	1,26,29	1,00,03
(iii) Capital Work-in-Progress	13	75,29	-
(iv) Leasehold Building	13	14,49	17,99
(b) Non -Current Investments	14	24,59	24,59
(c) Long-Term Loans & Advances	15	87,84	68,87
(d) Other Non-Current Assets	16	5,56	8,30
<b>2. CURRENT ASSETS</b>			
(a) Current Investments		-	-
(b) Inventories	17	2,91,78	1,86,21
(c) Trade Receivables	18	16,59,06	15,51,68
(d) Cash and Cash Equivalents	19	39,31	21,13
(e) Short-term Loans & Advances	20	3,47,76	1,59,52
(f) Other Current Assets	21	46,15	43,41
<b>TOTAL</b>		<b>44,54,34</b>	<b>38,52,13</b>

The accompanying notes 1 to 36 are an integral part of the financial statements.

Per our report of even date

**Praturi & Sriram**

Chartered Accountants

Firm Registration No. 002739S

**SRI RAGHURAM PRATURU**

Partner

Membership No. 221770

Hyderabad. 17th May 2016

for and on behalf of the Board of Directors

**J. LAKSHMANA RAO**

Chairman & Managing Director

DIN: 00649702

**A.SUBRAMANYAM**

Director

DIN: 00654046

**J. SUDHA RANI**

Whole Time Director

DIN: 02348322

**SATYA KISHORE N**

Chief Financial Officer

**POOJA JAIN**


Company Secretary

Mem No.: A38224

**MOLD-TEK TECHNOLOGIES LIMITED****STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2016** ₹ 000

	Notes	Year Ended 31 <sup>st</sup> March	
		2016	2015
<b>INCOME</b>			
Domestic sales	22	1,41,52	89,94
Export sales		46,34,37	39,88,02
Other income	23	4,07,57	1,29,05
WIP Increase/(Decrease)	24	1,05,56	64,26
<b>TOTAL</b>		<b>52,89,02</b>	<b>42,71,27</b>
<b>EXPENDITURE</b>			
Employees remuneration & benefits	25	32,17,11	24,48,54
Selling & distribution expenses	26	29,63	13,11
Other expenses	27	7,87,90	6,07,23
Interest & financial charges	29	94,36	77,33
Provision for bad debts & back charges		2,00,63	1,26,54
Preliminary & deferred expenses written off	30	-	3,07
Depreciation	13	1,98,60	2,37,40
<b>TOTAL</b>		<b>45,28,23</b>	<b>35,13,22</b>
<b>Profit Before Prior Period Adjustments &amp; Tax</b>		<b>7,60,79</b>	<b>7,58,05</b>
Provision for current tax		1,44,27	2,36,23
Provision for deferred tax		49,43	(66,34)
<b>Profit After Tax</b>		<b>5,67,09</b>	<b>5,88,16</b>
Extraordinary Items & Prior Period Adjustments		-	76,17
<b>Profit After Extraordinary Items</b>		<b>5,67,09</b>	<b>5,11,99</b>
<b>Profit Transferred to Balance Sheet</b>		<b>5,67,09</b>	<b>5,11,99</b>
Earning Per Share of ₹ 2 Face Value			
- Basic (₹)		2.23	2.17
- Diluted (₹)		2.02	1.93


Per our report of even date  
**Praturi & Sriram**  
Chartered Accountants  
Firm Registration No. 002739S



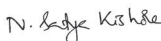
**SRI RAGHURAM PRATUR**  
Partner  
Membership No. 221770  
Hyderabad. 17<sup>th</sup> May 2016

for and on behalf of the Board of Directors

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

  
**A.SUBRAMANYAM**  
Director  
DIN: 00654046

  
**J. SUDHA RANI**  
Whole Time Director  
DIN: 02348322

  
**SATYA KISHORE N**  
Chief Financial Officer

  
**POOJA JAIN**  
Company Secretary  
Mem No.: A38224





**MOLD-TEK TECHNOLOGIES LIMITED**  
**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2016**


₹ 000

	Year Ended 31 <sup>st</sup> March			
	2016		2015	
<b>A. CASH FLOW FROM OPERATIONS</b>				
Net Profit as per P&L Account		7,60,79		6,81,88
Adjustment for:				
Depreciation	1,98,60		2,37,40	
Employee Share Option Expense	49,05		-	
Profit on Sale of Asset	(1,74,94)		-	
Foreign Exchange Gain on Translation	(1,08,90)		(29,29)	
Gain on Forward Contracts	(92,86)		(60,62)	
Preliminary Expenses & Deferred Expenses	-		3,07	
Interest Paid	94,36	(34,69)	77,32	2,27,88
<b>Operating Profit before Working Capital Changes</b>		7,26,10		9,09,76
Adj for Decrease / (Increase) in Operating Assets:				
Trade Receivables	1,52		(4,52,88)	
Work In Process	(1,05,56)		(64,27)	
Long Term Loans & Advances	(18,97)		(5,08)	
Other Current Assets	(2,74)		(32,62)	
Advances/Receivables	(3,32,51)		(2,83,86)	
Adj for Increase/(Decrease) in Operating Liabilities:				
Short Term Borrowings	(4,09)		(53,26)	
Trade Payables & Other Current Liabilities	87,48		51,74	
Long Term Provision	3,61		90,06	
Other Long Term Liabilities	(7,53)	(3,78,79)	(11,74)	(6,55,39)
		3,47,31		2,54,37
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>				
Purchase of Fixed Assets	(3,25,80)		(2,02,38)	
Sale of Fixed Assets	2,13,55		3,98	
Receipts From Forward Contract	92,86		60,61	
Other Non Current Assets	2,74		(1,73)	
Capital work in progress & pending capitalisation	(75,29)		-	
		(91,94)		(1,39,52)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Share Capital	60,20		2,08	
Share Application Money	(46,80)		-	
Share Premium	1,28,40		12,45	
Employee Stock Option Scheme	(84)		(13,62)	
Additions/ Repayment of Secured Loans	1,16,56		8,76	
Dividends of PY paid in the Current Year (Incl Tax)	(2,08,57)		(43,88)	
Dividends paid for Current Year(Incl Tax)	(1,91,78)		-	
Interest Paid	(94,36)		(77,33)	
		(2,37,19)		(1,11,54)
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>		18,18		3,31
<b>D. Opening Balance of Cash &amp; Cash Equivalents</b>		21,13		17,82
<b>E. Closing Balance of Cash &amp; Cash Equivalents</b>		39,31		21,13

Per our report of even date


**Praturi & Sriram**

Chartered Accountants  
 Firm Registration No. 002739S

  
**SRI RAGHURAM PRATURTI**  
 Partner  
 Membership No. 221770  
 Hyderabad, 17<sup>th</sup> May 2016

for and on behalf of the Board of Directors

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

  
**SATYA KISHORE N**  
 Chief Financial Officer

  
**J. SUDHA RANI**  
 Whole Time Director  
 DIN: 02348322

  
**A.SUBRAMANYAM**  
 Director  
 DIN: 00654046  
  
**POOJA JAIN**  
 Company Secretary  
 Mem No.: A38224

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

#### 1. SIGNIFICANT ACCOUNTING POLICIES

##### A. Method of Accounting

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

- a. The company generally recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- b. The preparation of financial statements requires the management of the company to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.
- a. The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent

liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

##### B. Tangible Assets and Intangible Assets:

- a. Tangible Assets are stated at original cost including taxes, freight and other incidental expenses related to acquisition/installation and after adjustment of CENVAT benefits less accumulated depreciation and impairment in accordance with Accounting Standards 10 and 26 issued by ICAI. Interest/financing costs on borrowed funds attributable to assets are treated in accordance with Accounting Standard 16 issued by ICAI.
- b. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.
- c. Expenditure not specifically identified to any asset and incurred in respect of Fixed Assets not commissioned is carried forward as expenditure pending allocation and forms part of Capital work in progress.



- d. Lease Hold improvement are stated at original cost including taxes, freight and other incidental expenses related to acquisition/ installation and after adjustment of CENVAT benefits less accumulated depreciation as per management in accordance with Lease hold period.

### **C. Depreciation**

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. As prescribed under Part C of Schedule II of the Companies Act 2013.

Residual values of assets depreciated on straight line basis to the extent of assets not in use, and/or discarded having outlived their utility are charged off during the year.

### **D. Impairment of Assets**

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **E. Investments**

Investments are carried in accounts at cost of acquisition or declined value. Decline in value of the investments are considered in accordance with Accounting Standard 13. Decline in carrying value of investment considered to be permanent in nature, is provided for/adjusted in accordance with the said standard. Decline in value of investment charged to Statement of Profit and Loss in earlier accounting periods is reversed if the change of value is permanent in nature.

### **F. Inventory**

The company recognizes the cost of work in progress based on the extent of completion of works commenced and unbilled as on the date of financial statements, as value of work in progress.

### **G. Interest and Financial Charges**

- a. Documentation, Commitment and Service Charges are spread over the tenure of the finance facility.
- b. Interest on Hire Purchase finance is charged to Statement of Profit and Loss on diminishing balance method as per the guidance note of The Institute of Chartered Accountants of India (ICAI).

### **H. Loans under Deferred Credit / Hire Purchase**

The hypothecation rights of assets financed by hire purchase vest with the financing companies and on expiry of agreements will be transferred in favor of the Company. The cash price of assets thus financed is capitalized and the principal amount along with future interest is reflected in unsecured loans. The corresponding amount of future interest is reflected as deferred interest under Loans & Advances.

### **I. Revenue Recognition**

The Company presents revenues net of

indirect taxes in its statement of profit and loss. Income from services is recognized when the same are fully rendered and billable. The company adopts the percentage of completion basis for certain customers, and for certain customers on monthly fixed billing basis.

Work-in-process on incomplete service assignments and works are estimated based on extent of completion as at the end of the year.

## **J. Employee Benefits**

### **a. Gratuity & Provident fund**

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, 'Employee Benefits'. The Company's overall expected long-term rate-of-return on assets has been determined based on consideration of available market information, current provisions of Indian law specifying the instruments in which investments can be made, and historical returns. The discount rate is based on the Government securities yield. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss in the period in which they arise.

### **b. Liability for Leave Encashment**

The employee of the company are entitled to leave encashment which are both accumulating and non-accumulating in nature in accordance with the policy of the company. The expected cost of accumulating leave encashment is determined by actuarial valuation using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement net off absences during the period, that has accumulated at the Balance sheet date.

### **c. Employee share based payments**

The company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (share based employee benefits) Regulations, 2014 and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India using the intrinsic value method.

## **K. Foreign Currency Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Exchange gains or losses on conclusion of transaction within the accounting year relating to fixed assets are capitalized while in respect of others, the impact is recognized in the Statement of Profit and Loss. Outstanding monetary transactions denominated in foreign currencies at the year end are restated at year end rates.

## **L. Foreign Exchange Derivatives and Hedging Transactions**

Company uses foreign exchange forward to hedge its risk associated with foreign currency fluctuation. In respect of derivative and hedging transactions gains/Losses arising on settlement or on cancellation are recognized in Statement of Profit and Loss account on settlement.



#### **M. Taxes on Income**

Provision for current tax is made in accordance with the provisions of the Income-tax Act, 1961. Deferred tax provisioning on account of timing difference between taxable & accounting income, is made in accordance with Accounting Standard 22 issued by the Institute of Chartered Accountants of India. Deferred tax asset over and above the liability accounted in earlier periods is neither disclosed nor recognized in the books.

#### **N. Miscellaneous Expenditure**

Preliminary expenses are amortized over a period of 5 years.

#### **O. Leases**

Assets taken on lease where the Company acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lesser of the present value of the cumulative minimum lease rentals along with other incidental expenses during the lease term or the asset's fair value. The rental obligations, net of interest charges, are reflected in loans and advances. Leases that do not transfer

substantially all of the risks and rewards of ownership are classified as operating leases and recorded as expenses as and when payments are made over the lease term.

#### **P. Earnings per Share**

The Basic earnings per share ("BEPS") is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The diluted Earnings per share ("DEPS") is calculated after adjusting the weighted average number of Equity shares to give effect to the potential equity shares on the fully convertible warrants outstanding.

#### **Q. Contingent Liabilities & Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

#### ***NOTES TO THE BALANCE SHEET & STATEMENT OF PROFIT AND LOSS***

2. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. However the previous year financials are true and fair and are free from material misstatements. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**3. SHARE CAPITAL**

₹ 000

	As at 31st March 2016	As at 31st March 2015
a. Authorised: 6,50,00,000 equity shares of ₹2 each (March 31,2015: 1,30,00,000 equity shares of ₹10 each)	13,00,00	13,00,00
	<b>13,00,00</b>	<b>13,00,00</b>
b. Issued, Subscribed and Paid up 2,65,55,280 equity shares of ₹2 each (March 31, 2015: 47,09,056 equity shares of ₹10 each)	5,31,11	4,70,91
	<b>5,31,11</b>	<b>4,70,91</b>

- 3.1 As per the Scheme of Arrangement approved by the Honorable High court of Andhra Pradesh vide its order dated 25<sup>th</sup> July, 2008, entire share capital of the company was restructured into 30,90,024 equity share of ₹10 each consequent to the demerger of the plastics division of the company into a separate company, viz., Mold-Tek Plastics Limited (Since renamed as, Mold-Tek Packaging Limited).
- 3.2 5,00,000 equity shares of ₹10 each issued at a premium of ₹38 per share on 24<sup>th</sup> April, 2006 by way of preferential offer.
- 3.3 5,24,957 equity shares of ₹10 each issued at a premium of ₹65 per share on 8<sup>th</sup> April, 2010 by way of preferential offer.
- 3.4 37,125 equity shares of ₹10 each issued at a premium of ₹60.00 per share on 29<sup>th</sup> April, 2011 by way of Employee Stock Option Scheme.
- 3.5 5,10,000 equity shares of ₹10 each issued at a premium of ₹70 per share on 29<sup>th</sup> June, 2011 by way of preferential offer.
- 3.6 26,200 equity shares of ₹10 each issued at a premium of ₹60.00 per share on 29<sup>th</sup> May, 2012 by way of Employee Stock Option Scheme.
- 3.7 10,900 equity shares of ₹10 each issued at a premium of ₹60.00 per share on 17<sup>th</sup> April, 2014 by way of Employee Stock Option Scheme.
- 3.8 9,850 equity shares of ₹10 each issued at a premium of ₹60.00 per share on 2<sup>nd</sup> March 2015 by way of Employee Stock Option Scheme.
- 3.9 6,00,000 equity shares of ₹10 each issued at a premium of ₹21.20 per share on 19<sup>th</sup> August 2015 by way of preferential offer
- 3.10 2000 equity shares of ₹10 each issued at a premium of ₹18.00 per share on 26<sup>th</sup> October, 2015 by way of Employee Stock Option Scheme.
- 3.11 Pursuant to the Shareholders approval dated 3 Feb 2016, Company's Equity shares of ₹ 10/- each were split into five Equity shares of ₹ 2/- each fully paid up, resulting in increase in no of shares from 53,11,056 equity shares of ₹ 10/- each to 2,65,55,280 equity shares of ₹ 2/- each.



The reconciliation of the number of shares outstanding is set out below

Particulars	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year*	2,35,45,280	4,70,90,560	2,34,41,530	4,68,83,060
Add: Shares Issued on exercise of Employee Stock Option Scheme	10000	20,000	1,03,750	2,07,500
Shares Issued on exercise of warrants by preferential offer	30,00,000	60,00,000	-	-
Shares outstanding at the end of the year	2,65,55,280	5,31,10,560	2,35,45,280	4,70,90,560

\* based on the Split up of shares of ₹ 10 each to ₹ 2 each

#### Details of share holders holding more than 5 percent\*\*

Name of Shareholder	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	No. of Shares *	% Held	No. of Shares*	% Held
Mold-Tek packaging Limited	21,17,165	7.97	21,17,165	8.99
Janumahanti Sudha Rani	19,73,210	7.43	19,73,210	8.38
A Subramanyam	17,65,090	6.65	13,15,090	5.59
Navya Mythri			12,32,740	5.24
<b>TOTAL</b>	<b>58,55,465</b>	<b>22.05</b>	<b>66,38,205</b>	<b>28.20</b>

\* based on the Split up of shares of ₹ 10 each to ₹ 2 each

\*\* The % of holding falling below disclosure limit is not included.

#### MTL Employee Stock Option Scheme

1,50,000 Options have been granted to employees on 21<sup>st</sup> April 2010 under the Employees Stock Option scheme, in accordance with the guidelines issued by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, at the rate of ₹28/- per option.

1,13,925 Options have been granted to employees on 2<sup>nd</sup> March 2015 under the Employees Stock Option scheme, in accordance with the guidelines issued by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, at the rate of ₹61/- per option.

2,00,000 Options have been granted to employees on 3<sup>rd</sup> August 2015 under the Employees Stock Option scheme, in accordance with the guidelines issued by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, at the rate of ₹73/- per option.

The above Options of ₹10 face value are converted to ₹2 face value each Pursuant to the Shareholders approval dated 3 Feb 2016, Company's Equity shares of ₹10/- each were split into Equity shares of ₹ 2/- each fully paid up.

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Options Outstanding, beginning of the year*	5,81,625	1,91,500
Add: Granted	10,00,000	5,69,625
Less: Exercised	10,000	103,750
Less: Forfeited	2,000	75,750
Options Outstanding, end of the year	15,69,625	5,81,625

\* based on the Split up of shares of ₹ 10 each to ₹ 2 each

The Discount value (₹17.94) of Option on 5,69,625 Options is accounted as deferred Employee Compensation which is either amortised on a straight line basis over the vesting period or on the basis of option exercised whichever is earlier.

The Discount value (₹21.46) of Option on 10,00,000 options is accounted as deferred Employee Compensation which is either amortised on a straight line basis over the vesting period or on the basis of option exercised whichever is earlier.

#### 4. RESERVES & SURPLUS

₹ 000

Particulars	As at 31 <sup>st</sup> March			
	2016		2015	
<b>1. Securities Premium</b>				
Opening Balance	11,18,75		11,06,30	
Add: During the Year	1,28,40	12,47,15	12,45	11,18,75
<b>2. General Reserve</b>				
Opening Balance	1,78,58		1,27,37	
Add: Transfer from Profit for the year	56,70		51,20	
Add: Transfer from ESOP outstanding	17	2,35,45	-	1,78,57
<b>3. Capital Reserve</b>				
Opening Balance	3,17,01		3,17,01	
Add: Transfer from Profit for the year	-	3,17,01	-	3,17,01
<b>4. Share Options Outstanding Account</b>				
Opening Balance	1,01		14,62	
Add: Current Year Transfer	3,16,79		-	
Less: Exercised	84		-	





Less: Deferred Employee Compensation Expenses	2,67,74		-	
Less: Forfeited	17	49,05	13,61	1,01
<b>5. Surplus</b>				
Opening Balance	2,70,58		1,31,80	
Less: Fixed Asset Adjustment			(1,13,44)	
Less: Deferred Tax Liability	-		-	
Add: Profit/(Loss) for the year	5,67,09	8,37,67	5,11,99	5,30,35
<b>Less: Appropriations</b>				
a. Interim dividend	1,59,33		94,18	
b. Proposed final dividend	53,11		79,64	
c. Tax on Dividend	43,24		34,75	
d. General Reserve	56,71	3,12,39	51,20	2,59,77
<b>TOTAL</b>		<b>23,73,94</b>		<b>18,85,93</b>

During the year Board of Directors at their meeting held on 10<sup>th</sup> March 2016 has declared an interim dividend of ₹ 0.6 per equity share and the Board of Directors at their Meeting held on May 17, 2016 has recommended a final dividend of ₹ 0.20 per equity share.

## 5. LONG TERM BORROWINGS

₹ 000

Particulars	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	Non- Current	Other Current	Non- Current	Other Current
(i) Secured Loans				
- Term loan from Banks	1,25,00	50,00	-	-
- Hire Purchases Finance	19,70	8,44	28,14	8,96
<b>TOTAL</b>	<b>1,44,70</b>	<b>58,44</b>	<b>28,14</b>	<b>8,96</b>

**Notes:**

**Long Term loan and working capital facilities from the ICICI Bank is secured by hypothecation by way of first charge on the following Assets of the company:**

- a) Exclusive first charge by way of hypothecation of the borrower's entire current assets which inter-alia include, work in process, and such other movable including book debts, outstanding monies, receivables both present and future of such form satisfactory to the bank.
- b) Exclusive first charge on the movable fixed assets of the company.
- c) First charge by way of equitable mortgage of land measuring 988 sq. yards & building thereon in Municipal No. 8-2-293/82/A/700 and 967 sq. yards & buildings thereon in Municipal No. 8-2-293/82/A/700/1, in Survey No. 403/1(old), 120(New) of Shaikpet Village and 102/1 of Hakeempet Village, Road No. 36, Jubilee Hills, Hyderabad belonging to the Company expect 6000 sft at 3<sup>rd</sup> Floor" of the above, undivided share of 416 sq. yards and building of 10,348.88 sq. feet are sold by the company to M/s Mold-Tek Packaging Limited under NOC from M/s. ICICI Bank Limited.
- d) Personal guarantees of Directors namely J. Lakshmana Rao, A. Subrahmanyam, J. Mytrei and P. Venkateswara Rao

The Company is availing four vehicle loans from various financial institutions. While for one Vehicle loans repayment schedule is over 36 monthly installments, another Vehicle loans repayment schedule is over 84 monthly installments, the balance two vehicle loans are repayable in 60 monthly installments. The Company has availed Term Loan of Rs. 2 Cr from ICICI Bank Limited payable in 16 Quarterly Instalments of Rs. 12.50 Lakhs each Quarter. As of 31<sup>st</sup> March 2016, two Installments were repaid by the Company.

**6. OTHER LONG TERM LIABILITIES**

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Rent Deposits	-	8,10
Deposits Collected from Employees	5,08	4,52
<b>TOTAL</b>	<b>5,08</b>	<b>12,62</b>

The Company collected security deposits from Employees and same is to be repaid to employees as per service agreement norms.

**7. LONG TERM PROVISIONS**

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Gratuity (unfunded)	1,00,85	1,05,59
Others	11,04	2,68
<b>TOTAL</b>	<b>1,11,89</b>	<b>1,08,27</b>



- a. During the year company has made a provision of ₹ 55.64 Lakhs towards current cost of Gratuity and after considering settlements to the tune of ₹ 10.27 Lakhs made during the year, a closing provision of ₹150.96 lakhs based on Actuarial Valuation is maintained.
- b. During the year the Company has made a provision of ₹ 8.55 Lakhs towards Corporate Social Responsibility & after considered the eligible spent of ₹ 0.20 lakhs during the year, resulting in balance provision at ₹11.04 Lakhs at the balance sheet date.
- c. The company has entered into a scheme with Life Insurance Corporation of India to administer Gratuity fund and will be contributing the balance monies to the fund.

## 8. Deferred Tax

Deferred Tax liability at the beginning of the year was ₹ 59.83 Lakhs along with the current year Deferred Tax Liability ₹ 49.43 Lakhs, stands at ₹ 109.26 Lakhs.

## 9. SHORT TERM BORROWINGS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
<b>a. Secured Loans</b>		
- Cash Credit	6,28,08	6,32,17
<b>Total</b>	<b>6,28,08</b>	<b>6,32,17</b>

The Company during the year under review has the following facility from Banks:

₹ 000

Bank	Nature of Borrowing (Fund/ Non-Fund)	Limits as on 31 <sup>st</sup> March		Balance as on 31 <sup>st</sup> March	
		2016	2015	2016	2015
ICICI	Fund Based Limit	4,00,00	6,50,00	35,29	2,74,41
ICICI	Non- fund Based Limit	5,00,00	5,00,00	22,00	4,76,70
CITI	Fund Based Limit	7,50,00	7,50,00	5,92,79	3,50,00
<b>Total</b>		<b>19,00,00</b>	<b>19,00,00</b>	<b>6,50,08</b>	<b>11,01,11</b>

(See note for hypothecation clause referred in Note 5).

## 10. TRADE PAYABLES

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Creditors for Expenses	68,13	77,45
Creditors for Capital Items	13,66	35,70
<b>TOTAL</b>	<b>81,79</b>	<b>1,13,15</b>

Creditor's balances are subject to confirmations and reconciliation.

**11. OTHER CURRENT LIABILITIES**

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Current maturities of long term debt		
Term loans	50,00	-
Hire purchase loans	8,44	8,96
Duties & Taxes	2,66	49
Unpaid Dividend	13,52	12,32
Outstanding Expenses Payable	2,06,63	2,12,33
Moldtek Packaging Limited	-	2,00
TDS Payable	20,24	10,80
<b>TOTAL</b>	<b>3,01,49</b>	<b>2,46,90</b>

**12. SHORT TERM PROVISIONS**

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Provision for Employee Benefits	1,03,09	38,84
Provision for proposed dividend & tax thereon	63,91	2,08,57
<b>TOTAL</b>	<b>1,67,00</b>	<b>2,47,41</b>

Total liability for leave encashment based on actuarial valuation as at the end of the year ₹52.95 lakhs has been provided for.



### 13. Fixed Assets

₹ 000

FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2015	Additions during the Period	Deletions during the Period	As on 31.03.2016	As on 01.04.2015	For the Period	Deletions during the Period	As on 31.03.2016	As on 31.03.2016	As on 31.03.2015
<b>A. Tangible Assets</b>										
Land	7,09,14	-	7,30	7,01,84	-	-	-	-	7,01,84	7,09,14
Building	6,29,11	1,35,73	39,50	7,25,34	1,30,00	21,58	9,28	1,42,30	5,83,04	4,99,11
Electrical Installations	2,19,90	2,07	913	2,12,84	1,12,52	24,02	8,67	1,27,87	84,98	1,07,38
Office Equipments	1,98,72	19,71	-	2,18,43	1,53,39	11,10	-	1,64,49	53,94	45,33
Computers	4,03,94	88,43	-	4,92,37	2,99,33	55,08	-	3,54,41	1,37,96	1,04,62
Furniture & fixtures	2,64,42	12,12	9,56	2,66,98	1,13,00	33,48	8,92	1,37,56	1,29,42	1,51,42
Vehicles	66,97	-	-	66,97	13,57	8,36	-	21,93	45,04	53,40
<b>Total</b>	24,92,20	2,58,06	65,49	26,84,78	8,21,81	1,53,62	26,87	9,48,56	17,36,22	16,70,40
<b>B. Intangible Assets</b>										
Software	7,79,55	67,74	-	8,47,29	6,79,52	41,48	-	7,20,99	1,26,29	1,00,03
<b>Total</b>	7,79,55	67,74	-	8,47,29	6,79,52	41,48	-	7,20,99	1,26,29	1,00,03
<b>C. Leasehold Improvement</b>										
Lease hold - Electrical	13,46	-	-	13,46	31	2,56	-	2,87	10,59	13,15
Lease hold - Furniture & Fixtures	4,95	-	-	4,95	11	94	-	105	3,90	4,84
<b>Total</b>	18,41	-	-	18,41	42	350	-	3,92	14,49	17,99
<b>Grand Total</b>	32,90,16	3,25,80	65,49	3,55,048	15,01,75	1,98,60	26,87	16,73,47	18,77,00	17,88,42
Previous Year	33,45,97	2,02,38	6,96	3,54,140	14,05,48	2,37,40	333	17,52,98	17,88,42	19,40,85
<b>D. Capital Work in Progress Prod Dev</b>	75,29									

The structure raised on the 4<sup>th</sup> floor of the existing facility is yet to be regularized by the concerned authorities.

During the year the company has sold to Mold Tek Packaging Limited a portion of fully furnished Ground floor building accommodation of 1677.38 Sq ft along with proportionate undivided share of land based on the Valuation report dated 9<sup>th</sup> March 2016 and sale agreement dated 21<sup>st</sup> Mar 2016. Other formalities have been completed before the balance sheet is approved by the board.

During the year the employee cost relating to the persons who worked on product development projects, which are pending completion as at year end are transferred to Capital Work in Progress as part of the product development costs. Once these products are developed fully, the company is confident of earning revenues through these products in the immediate future (financial year 2017-18) failing which the same will be charged off in the year in which the product becomes redundant.

In the opinion of the management there are no assets of the company carried in the financial statements whose value in use stands diminished vis-à-vis their carrying cost, and hence no provision or charge off is considered necessary.

#### 14. INVESTMENTS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Long Term Investments (unquoted) (Lower of cost / impaired value)		
Cross Road Detailing Inc (impaired Value)	16,43	16,43
RMM Global Inc (at cost)	8,16	8,16
<b>TOTAL</b>	<b>24,59</b>	<b>24,59</b>

The investment pertains to the investment in the company's wholly owned subsidiaries. Cross Roads Detailing Inc and RMM Global Inc situated in the USA. The investments have been tested for impairment during the previous year and are disclosed at lower of impaired value or cost. A nominal increase or decrease in the value of the investment as on the balance sheet is not considered as permanent in nature and hence carried at previous year values.

#### 15. LONG TERM LOANS AND ADVANCES

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Deposits to Government Bodies	41,59	24,30
Capital Advances	30,00	30,00
Other Deposits	16,25	14,57
<b>TOTAL</b>	<b>87,84</b>	<b>68,87</b>



Of above ₹30 Lakhs against capital advances pertains to an advance given for land procurement for which the allotment of land is pending, failing which, the management expresses confidence in recovering the same.

#### 16. OTHER NON – CURRENT ASSETS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Preliminary Expenses	-	-
Deferred Interest	5,56	8,30
<b>TOTAL</b>	<b>5,56</b>	<b>8,30</b>

#### 17. INVENTORY AND WORK IN PROGRESS

Pertains to cost of contracted partial work completion values as at March 31, 2016 amounting to ₹ 2.92 Crores (March 31, 2015: ₹ 1.86 Crores) which are as certified by the management.

#### 18. TRADE RECEIVABLES

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
<b>Over Six Months</b>		
Considered Good	3,58,10	2,17,84
Considered Doubtful	39,27	39,27
<b>Others</b>		
Considered Good	13,00,96	13,33,84
<b>Provision for Doubtful Debts</b>	(39,27)	(39,27)
<b>TOTAL</b>	<b>16,59,06</b>	<b>15,51,68</b>

- Trade receivables are subject to confirmations and reconciliations.
- Total receivables include ₹1585.24 Lakhs realizable in foreign currency of which ₹1384.05 Lakhs are receivable from company's wholly owned subsidiaries.
- Receivables include balances of ₹181.53lakhs in foreign currency, which are beyond 9 Months which and represented by management as being confident of recovering.
- Of the total receivables outstanding for more than 6 months ₹397.37 Lakhs, ₹312.19 Lakhs are realizable in foreign currency which includes ₹295.87 Lakhs receivable from wholly owned Subsidiaries.
- In addition to the existing provision of ₹39.27 lakhs which is against domestic sales, during the year, debts realizable in foreign currency to the tune of ₹198.51 Lakhs (including receivables from subsidiaries ₹42.99 Lakhs) and ₹2.11 Lakhs receivable from domestic customers have been written off.

**19. CASH AND CASH EQUIVALENTS**

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Cash in hand	6	81
Bank Current & Dividend Accounts	39,25	20,32
<b>TOTAL</b>	<b>39,31</b>	<b>21,13</b>

Bank balances include unpaid dividend of ₹12.18 lakhs pertaining to other share holders for earlier years.

**20. SHORT TERM LOANS AND ADVANCES**

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Advance Tax & TDS Receivable	2,51,21	53,19
Prepaid Expenses	39,45	35,10
Staff Advances	21,41	59,06
Advance to Suppliers & Advances	29,06	12,17
Mold Tek Packaging Limited	6,63	-
<b>TOTAL</b>	<b>3,47,76</b>	<b>1,59,52</b>

**21. OTHER CURRENT ASSETS**

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Gratuity Fund	15,55	15,55
Leave Encashment Fund	13,24	13,24
Others (Investment Trust)*	17,36	14,62
<b>TOTAL</b>	<b>46,15</b>	<b>43,41</b>

\*Other Current assets includes 1,87,600 Shares of Mold-Tek Technologies Limited which has been acquired at a cost of ₹14.62 lakhs vested in the company in accordance with the scheme of arrangement approved by the order of Hon'ble High Court of Andhra Pradesh dated 25<sup>th</sup> July 2008. The above number includes dividend earned on the shares over the period to the tune of ₹ 2.73 Lakhs.





## 22. INCOME

₹ 000

Particulars	Year Ended	
	2016	2015
Domestic Sales	1,41,52	89,94
Export Sales	46,34,37	39,88,02
<b>TOTAL</b>	<b>47,75,89</b>	<b>40,77,96</b>

## 23. OTHER INCOME

₹ 000

Particulars	Year Ended	
	2016	2015
Foreign Exchange Gain	1,08,91	29,29
Profit on Sale of Fixed Assets	1,74,94	-
Misc Income	5,47	5,41
Profit / (Loss) on Forward Contracts	92,86	60,61
Rent Received	25,39	33,74
<b>TOTAL</b>	<b>4,07,57</b>	<b>1,29,05</b>

Foreign Exchange Gain mostly pertains to the fluctuation in the currency rates between billing and realization covered under forwards while the profit on forward contracts also includes profit pertaining to the premature cancellation of forward contracts.

## 24. CHANGES IN WORK-IN-PROCESS

₹ 000

Particulars	Year ended	
	2016	2015
<b>(i) Work in Process</b>		
Opening Stocks	(1,86,21)	(1,21,95)
Closing Stocks	2,91,77	1,86,21
<b>TOTAL</b>	<b>1,05,56</b>	<b>64,26</b>

Closing stock of work in progress includes cost of contracted partial work completion values as at March 31, 2016 amounting to ₹ 2.92 Crores (March 31, 2015: ₹ 1.86 Crores) primarily comprising value at cost in relation to efforts on contract on the basis of extent of completion.

**25. EMPLOYEE REMUNERATION & BENEFITS**

₹ 000

Particulars	Year Ended	
	2016	2015
Salaries, Wages, Allowances & Bonus	26,60,90	20,05,13
Contribution to Provident Fund & ESIC	1,31,06	96,54
Welfare Expenses	1,70,57	1,59,18
Gratuity	55,64	42,93
Leave Encashment	33,36	32,76
Directors Remuneration & Perquisites	1,16,53	1,16,90
Employee Compensation Expenses (ESOS)	49,05	(4,90)
<b>TOTAL</b>	<b>32,17,11</b>	<b>24,48,54</b>

- a. Employee compensation expenses of Rs. 49.05 lakhs charged during the year is pertaining to the proportionate amount of the total deferred employee compensation expenses to be amortised over the vesting period of 5 years.

**26. SELLING & DISTRIBUTION EXPENSES**

₹ 000

Particulars	Year Ended	
	2016	2015
Sales Promotion Expenses	28,61	10,69
Advertisement Expenses	1,02	2,42
<b>TOTAL</b>	<b>29,63</b>	<b>13,11</b>

**27. OTHER EXPENSES**

₹ 000

Particulars	Year Ended	
	2016	2015
Rent	38,90	19,43
Rates & Taxes	19,30	21,71
Insurance	23,50	17,20
Communication Expenses	35,09	17,04
Power & Fuel	69,19	64,28
Foreign Travel	1,35,44	1,63,90



Travelling and conveyance – others	17,07	15,64
Printing & Stationery	13,37	11,77
Repairs & Maintenance	2,10,78	1,01,48
Professional charges	1,38,52	63,05
Payments to Auditors	5,00	3,50
Job work Charges	-	31,55
Bank Charges	34,24	22,73
Exchange Rate Loss	-	30,95
Loss on Sale of Assets	-	98
CSR	8,56	2,69
General Expenses	38,94	19,33
<b>TOTAL</b>	<b>7,87,90</b>	<b>6,07,23</b>

## 28. AUDITORS' REMUNERATION

₹ 000

Particulars	2015-16	2014-15
Statutory & Tax Audit Fee including quarterly reviews	4,00	2,75
Retainer Fee for Tax Matters	1,00	75
<b>Total</b>	<b>5,00</b>	<b>3,50</b>

## 29. FINANCE COST

₹ 000

Particulars	Year Ended	
	2016	2015
Interest on Term Loans	11,33	84
Interest on Working Capital	81,04	74,45
Interest charges on Other Loans	1,99	2,04
<b>TOTAL</b>	<b>94,36</b>	<b>77,33</b>

**30. PRELIMINARY & DEFERRED EXPENSES WRITTEN OFF**

₹ 000

Particulars	Year Ended	
	2016	2015
Opening Balance as on 01-04-2015	-	3,07
Add : Additions	-	-
Less: Written off During the Year	-	3,07
<b>TOTAL</b>	-	-

**31. Derivatives & Forwards**

During the year the company gained an amount of ₹ 92.86 Lakhs on account of forwards which includes ₹ 72.48 Lakhs earned on pre mature closure of the Forward contracts.

Unexpired Forwards:

The company entered into Foreign exchange hedging contracts by way of a forward confirmation with ICICI Bank Limited. The following are the particulars of such unexpired forward contracts as on 31.03.2016:

**ICICI Bank Limited:**

Currency	Deal ID	Sell	Closing Date	Strike Price
USD	23724126	200000	20-Apr-16	67.42
USD	24324329	50000	29-Apr-16	68.35
USD	24324444	50000	31-May-16	68.75
USD	24390215	100000	31-May-16	69.585
<b>TOTAL</b>		<b>400000</b>		

**CITI BANK N.A**

Currency	Deal ID	Sell	Closing Date	Strike Price
USD	1522407322	50000	29-Apr-16	67.95
USD	1523603399	50000	29-Apr-16	69.45
USD	1522407320	50000	31-May-16	68.31
USD	1523205555	100000	31-May-16	68.71
USD	1523605299	50000	31-May-16	69.84
<b>TOTAL</b>		<b>300000</b>		

The impact of such transactions is recognized immediately in profit and loss account on settlement of specific transaction.



### 32. FOREIGN CURRENCY RECEIVABLES

The amounts receivable in foreign currency as on 31<sup>st</sup> March 2016 (reinstated) on account of export sales:

Particulars	31.03.2016		31.03.2015	
	₹ (in Lakhs)	Foreign currency	₹ (in Lakhs)	Foreign currency
Debtors	1445.69	USD 21,84,814	1310.66	USD 20,94,034
	139.54	EUR 1,83,476 & Others 2500	176.81	EUR & Others 2,61,329

### 33. EARNINGS PER SHARE

Particulars	2015-16	2014-15
Profit available for equity share holders (₹)	5,67,09,411	5,11,99,198
No. of equity shares outstanding for BEPS	2,54,12,815	2,35,45,280
Weighted Average no. of potential equity shares, warrants and ESOP's outstanding	27,12,090	30,12,000
Total number of equity shares for DEPS	2,81,24,905	2,65,57,280
-Earning per share – Face Value of ₹ 2/-		
- Basic (₹)	2.23	2.17
- Diluted (₹)	2.02	1.93

### 34. CONTINGENT LIABILITIES (AS ON 31.03.2016)

₹ Lakhs

Particulars	As at 31 <sup>st</sup> March 2016 (₹ In Lakhs)	As at 31 <sup>st</sup> March 2015 (₹ In Lakhs)
Tax Disputes	36.83	36.83

Tax disputes are in respect of demands raised by income tax department amounting to ₹36.83 Lakhs for which the company has filed appeals with the Income Tax Appellate Tribunal.

**35. Additional information pursuant to the provisions of paragraph 3, 4C and 4D of Part II of Schedule VI of the Companies Act.**

a. Earnings in Foreign Currency (on accrual basis)

Particulars	2015-16 (₹ Lakhs)	2014-15 (₹ Lakhs)
FOB Value of Exports	4634.37	3988.02

b. Expenditure in Foreign Currency

Particulars	2015-16 (₹ Lakhs)	2014-15 (₹ Lakhs)
Travelling	135.43	163.90

**36. RELATED PARTY DISCLOSURES**

**1. Related Parties and Nature of Relationship**

- a. Cross Roads Detailing Inc., Indiana – Subsidiary Company
- b. RMM Global Inc., Indiana – Subsidiary Company
- c. J. Rana Pratap – Chief Manager-NBD – Son of Chairman & Managing Director
- d. A. Durga Sundeep – Chief Manager-ITB – Son of Director
- e. J. Kavya- Manager Marketing & Coordination- Wife of Son of Chairman & Managing Director

**2. Key Management Personnel / Company in which directors are interested**

- a. J. Lakshmana Rao, Chairman & Managing Director
- b. J. Sudharani, Whole time Director, wife of Chairman & Managing Director
- c. RMM Global LLC.,(USA)
- d. Mold-Tek Packaging Ltd (Comprising the plastic division demerged from your company effective 1<sup>st</sup> April 2007.

**3. Company in which directors are interested**

- a. Mold-Tek Packaging Ltd (Comprising the plastic division demerged from your company effective 1<sup>st</sup> April 2007.




## Related Party Transactions

₹ In Lakhs

Particulars	Subsidiaries		Associate Companies		Key Management Personnel		Others	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
<b>Sales</b>								
Crossroads Detailing, Inc., USA	1042.11	1788.33						
RMM Global Inc., USA	2184.63	1338.07						
Mold-tek Packaging Ltd			34.35	-				
<b>Remuneration / Salaries</b>								
J. Lakshmana Rao					56.13*	65.54*		
J. Sudharani					57.60	50.40		
J. Rana Pratap							21.74	19.34
A.Durga Sundeep							17.74	16.47
J. Pratap							8.49	2.25
J. Kavya							10.30	12.49
<b>Dividend</b>								
J. Lakshmana Rao					12.18	0.30		
J. Sudharani					25.65	3.16		
Mold -tek Packaging Ltd			27.52	3.39				
RMM Global LLC., USA	-	0.62						
<b>Outstanding Receivables</b>								
Crossroads Detailing, Inc., USA	469.23	708.97						
RMM Global Inc., USA	917.30	451.06						
Mold-tek Packaging Ltd			16.18					
<b>Other Receivables</b>								
Mold-tek Packaging Ltd			6.63	-				
<b>Personnel Guarantee given to bank</b>								
J. Lakshmana Rao					840	840		

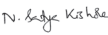
\*Excludes payments made in respect of leave encashment of previous year.

Per our report of even date  
**Praturi & Sriram**  
 Chartered Accountants  
 Firm Registration No. 0027395

  
**SRI RAGHURAM PRATURI**  
 Partner  
 Membership No. 221770  
 Hyderabad. 17th May 2016

for and on behalf of the Board of Directors

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

  
**SATYA KISHORE N**  
 Chief Financial Officer

  
**J. SUDHA RANI**  
 Whole Time Director  
 DIN: 02348322

  
**A.SUBRAMANYAM**  
 Director  
 DIN: 00654046  
  
**POOJA JAIN**  
 Company Secretary  
 Mem No.: A38224

## RMM Global Inc, USA

### Balance Sheet As at 31<sup>st</sup> March 2016

Particulars	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	USD	₹ 000	USD	₹ 000
<b>ASSETS</b>				
<b>Current Assets</b>				
Checking/Savings				
Checks in Transit	25,000	16,58	100,000	62,59
Corporate Checking	59,654	39,57	79,887	50,00
<b>Total Checking/Savings</b>	<b>84,654</b>	<b>56,15</b>	<b>179,887</b>	<b>1,12,59</b>
<b>Fixed Assets</b>				
Accumulated Depreciation	(59,156)	(35,93)	(36,958)	(21,42)
Vehicles & Computers	141,538	85,67	100,770	58,78
<b>Total Fixed Assets</b>	<b>82,382</b>	<b>49,74</b>	<b>63,812</b>	<b>37,36</b>
<b>Current Assets</b>				
Loans & Advances	2,984	1,98	500	31
Accounts Receivable	1,263,980	8,38,40	511,551	3,20,18
<b>Total Accounts Receivable</b>	<b>1,266,964</b>	<b>8,40,38</b>	<b>512,051</b>	<b>3,20,49</b>
<b>TOTAL ASSETS</b>	<b>1,434,000</b>	<b>9,46,27</b>	<b>755,750</b>	<b>4,70,44</b>
<b>LIABILITIES &amp; EQUITY</b>				
Liabilities				
Accounts Payable	8,000	5,31	6,469	4,05
<b>Total Accounts Payable</b>	<b>8,000</b>	<b>5,31</b>	<b>6,469</b>	<b>4,05</b>
Other Liabilities				
Related Party Due	1,385,214	9,18,81	720,662	4,51,05
<b>Total Other Liabilities</b>	<b>1,385,214</b>	<b>9,18,81</b>	<b>720,662</b>	<b>4,51,05</b>
<b>Total Liabilities</b>	<b>1,393,214</b>	<b>9,24,12</b>	<b>727,131</b>	<b>4,55,10</b>
Equity				
Common Stock	1,000	51	1,000	51
Retained Earnings	27,619	14,67	16,587	8,93
Foreign Currency Translation Reserve	-	(122)	-	15
Current Year earnings	12,167	8,19	11,032	5,75
<b>Total Equity</b>	<b>40,786</b>	<b>22,15</b>	<b>28,619</b>	<b>15,33</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>1,434,000</b>	<b>9,46,27</b>	<b>755,750</b>	<b>4,70,44</b>





**RMM Global Inc, USA**  
**Statement of Profit and Loss for the Year Ended 31<sup>st</sup> March 2016**

Particulars	Year Ended 31 <sup>st</sup> March 2016		Year Ended 31 <sup>st</sup> March 2015	
	USD	₹ 000	USD	₹ 000
<b>Income/Expense</b>				
Income				
Detailing	3,189,024	20,99,20	2,114,109	12,96,92
Consulting Income	7,90,934	5,18,24	637,051	3,92,78
Other Income	521	33	388	24
<b>Total Income</b>	<b>3,980,479</b>	<b>26,17,77</b>	<b>2,751,548</b>	<b>16,89,94</b>
<b>Cost of goods sold</b>	<b>3,359,941</b>	<b>22,10,30</b>	<b>2,188,911</b>	<b>13,45,97</b>
<b>Gross Profit</b>	<b>620,538</b>	<b>4,07,47</b>	<b>562,637</b>	<b>3,43,97</b>
Expense				
Back Charges	3,052	2,03	10,547	6,54
Bank Service Charges	1,143	75	1,626	1,00
Contributions	1,350	89	-	-
Insurance	13,811	9,13	5,908	3,67
Health Insurance	3,521	2,35	18,469	11,23
Exhibition Expenses	5,469	3,59	5,984	3,67
Merchant Account Fee	684	24	-	-
Publications	761	50	-	-
Office Supplies	605	40	4,337	2,69
Payroll Expenses	343,107	2,25,14	317,112	1,95,04
Printing and Reproduction	-	-	1,867	1,15
Rent	37,040	24,34	17,417	10,70
Postage and Delivery	463	30	408	25
Taxes	4,802	3,11	8,058	4,92
Federal Taxes	-	-	21,133	12,95
Professional Fees	8,897	5,64	15,980	9,71
Travelling Exp	113,198	74,30	40,513	24,67
Computer Maintenance	26,203	17,52	46,107	27,79
Communication Expenses	17,429	11,49	8,068	4,95
Visa Expenses	2,663	1,76	-	-
Dues & Subscription	-	-	12,278	7,60
Gas & Electricity	339	22	-	-
Repair	1,635	1,07	-	-
Depreciation	22,198	14,51	15,791	9,70
<b>Total Expense</b>	<b>608,371</b>	<b>3,99,28</b>	<b>551,605</b>	<b>3,38,23</b>
<b>Net Income</b>	<b>12,167</b>	<b>8,19</b>	<b>11,032</b>	<b>5,74</b>

## Accountant's Compilation Report

To the Shareholders  
**RMM Global, Inc.**

We have compiled the accompanying Balance Sheet of RMM Global, Inc. as of March 31, 2016 and the related statement of income and cash flows for the year then ended. We have not audited or reviewed the accompanying financial statements and accordingly, we do not express an opinion or any other form of assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

The management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal control relevant to preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with statements on standards for Accounting and Review Services issued by the American Institute of Certified Accountants. The objective of a compilation is to assist the company

To the Shareholders  
**Crossroads Detailing, Inc.**  
Farmersburg, IN 47850

We have compiled the accompanying Balance Sheet of Crossroads Detailing, Inc. as of March 31, 2016 and the related statement of income and cash flows for the year then ended. We have not audited or reviewed the accompanying financial statements and accordingly, we do not express an opinion or any other form of assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

The management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal control relevant to preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with statements on standards for Accounting and Review Services issued by the American Institute of Certified Accountants. The objective of a compilation is to assist the company in presenting financial information in the form of financial statements

in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

The report is intended solely for the information and use of the owners and management of RMM Global, Inc. and should not be used for any other purpose.

Respectfully submitted,

**Ami Shah**  
Certified Public Accountants

San Jose, CA  
May 12, 2016

without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

The report is intended solely for the information and use of the owners and management of Crossroads Detailing, Inc. and should not be used for any other purpose.

Respectfully submitted,

**Ami Shah**  
Certified Public Accountants

San Jose, CA  
May 12, 2016



## Crossroads Detailing Inc, USA

### Balance Sheet As at 31<sup>st</sup> March 2016

Particulars	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	USD	₹ 000	USD	₹ 000
<b>ASSETS</b>				
<b>Current Assets</b>				
Checking/Savings				
Checks in Transit	65,000	43,11	130,000	81,37
Corporate Checking	42,169	27,97	231,986	1,45,20
<b>Total Checking/Savings</b>	<b>107,169</b>	<b>71,08</b>	<b>361,986</b>	<b>2,26,57</b>
Loans & Advances	8,000	5,31	-	-
<b>Total Loans &amp; Advances</b>	<b>8,000</b>	<b>5,31</b>	<b>-</b>	<b>-</b>
Accounts Receivable	685,987	4,55,02	833,873	5,21,92
<b>Total Accounts Receivable</b>	<b>685,987</b>	<b>4,55,02</b>	<b>833,873</b>	<b>5,21,92</b>
<b>Total Current Assets</b>	<b>801,156</b>	<b>5,31,41</b>	<b>1,195,859</b>	<b>7,48,49</b>
<b>TOTAL ASSETS</b>	<b>801,156</b>	<b>5,31,41</b>	<b>1,195,859</b>	<b>7,48,49</b>
<b>LIABILITIES &amp; EQUITY</b>				
Liabilities				
Accounts Payable	713,863	4,73,51	1,132,726	7,08,97
Other Payables	21,926	14,54	1,020	64
<b>Total Liabilities</b>	<b>735,789</b>	<b>4,88,05</b>	<b>1,133,746</b>	<b>7,09,61</b>
Equity				
Common Stock	84,441	33,79	84,441	33,79
Retained Earnings	(22,328)	37	(31,338)	(4,46)
Foreign Currency Translation Reserve	-	7,06	-	4,72
Profit & Loss Current year	3,254	2,13	9,010	4,83
<b>Total Equity</b>	<b>65,368</b>	<b>43,36</b>	<b>62,114</b>	<b>38,88</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>801,156</b>	<b>5,31,41</b>	<b>1,195,859</b>	<b>7,48,49</b>

## Crossroads Detailing Inc, USA

### Statement of Profit and Loss Account for the Year Ended 31<sup>st</sup> March 2016

Particulars	Year Ended 31 <sup>st</sup> March 2016		Year Ended 31 <sup>st</sup> March 2015	
	USD	₹ 000	USD	₹ 000
<b>Income/Expense</b>				
Income				
Detailing	1,773,669	11,60,95	3,285,847	20,13,92
Consulting Income	46,260	30,40	206,439	1,26,50
Other Income	30	2	8,100	4,90
<b>Total Income</b>	<b>1,819,959</b>	<b>11,91,37</b>	<b>3,500,386</b>	<b>21,45,32</b>
<b>Cost of Goods Sold</b>	<b>1,653,941</b>	<b>10,82,41</b>	<b>3,040,763</b>	<b>18,63,07</b>
<b>Gross Profit</b>	<b>166,018</b>	<b>1,08,96</b>	<b>459,623</b>	<b>2,82,25</b>
Expense				
Back Charges	7,864	5,28	16,154	10,02
Bank Service Charges	1,010	66	2,431	1,50
Advertising	-	-	4,344	2,70
Health Insurance	1,250	82	33,515	20,55
Office Supplies	150	10	480	29
Payroll Expenses	142,391	93,32	382,518	2,35,52
Printing and Reproduction	-	-	83	5
Taxes	1,989	1,28	1,958	1,21
Accounting charges	5,367	3,55	3,343	2,04
Telephone & Internet	1,455	96	1,587	97
Travelling	1,288	86	4,200	2,57
<b>Total Expense</b>	<b>162,764</b>	<b>1,06,83</b>	<b>450,613</b>	<b>2,77,42</b>
<b>Net Income</b>	<b>3,254</b>	<b>2,13</b>	<b>9,010</b>	<b>4,83</b>



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF MOLD-TEK TECHNOLOGIES LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of MOLD-TEK TECHNOLOGIES LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are

free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the evidence obtained and reviewed by the Independent accountant in terms of their reports

referred to in first paragraph of the Other Matters mentioned below, are sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Without qualifying our report, we would like to comment that, no provision has been made for the debtors outstanding for more than 9 months to the tune of Rs.171.14 Lakhs. The management opines that all the amounts are recoverable.

### **Other Matters**

We did not audit the financial statements of two wholly owned Subsidiaries namely M/s. Cross Roads Detailing, Inc. and M/s. RMM Global, Inc., whose financial statements reflect total assets of Rs.1477.68 Lakhs as at 31st March, 2016, total revenues of Rs. 3809.15 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs.10.33 Lakhs for the year ended 31st March, 2016, as considered in the consolidated financial statements, in respect of whose financial statements have not been audited by us. These financial statements, unaudited and reviewed by the Independent accountant, have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these

financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the Independent accountant and the financial statements certified by the Management.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none



of the directors of the Group companies is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group Refer Note No. 32 to the consolidated financial statements.
- ii) The company has made provision in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer (a) Note No. 31 the consolidated financial statements

in respect of such items as it relates to the Group and (b) the Group's share of net profit/loss in respect of its associates.

- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the Holding Company.

For Praturi & Sriram  
Chartered Accountants  
Firm Reg. No. 002739S

Sri Raghuram Praturi  
Partner  
Membership No. 221770

Place: Hyderabad  
Date : 17<sup>th</sup> May, 2016

# MOLD-TEK TECHNOLOGIES LIMITED

## CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2016

₹ 000

	Notes	As at 31 <sup>st</sup> March	
		2016	2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	4	5,31,11	4,70,91
(b) Money received against share warrants		-	46,80
(c) Reserves & Surplus	5	24,14,86	19,15,55
<b>2. SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		-	-
<b>3. NON-CURRENT LIABILITIES</b>			
(a) Long-term borrowings	6	1,44,70	28,14
(b) Other Long-term Liabilities	7	5,08	12,62
(c) Long-term provisions	8	1,11,89	1,08,27
(d) Deferred tax liabilities (Net)	9	1,09,26	59,83
<b>4. CURRENT LIABILITIES</b>			
(a) Short-term borrowings	10	6,28,08	6,32,17
(b) Trade Payables	11	81,79	1,13,79
(c) Other Current Liabilities	12	3,06,80	2,50,94
(d) Short-term provisions	13	1,67,00	2,47,41
<b>TOTAL</b>		<b>45,00,57</b>	<b>38,86,43</b>
<b>II. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Fixed Assets			
(i) Tangible Assets	14	17,52,38	16,80,62
(ii) Intangible Assets	14	1,59,87	1,27,16
(iii) Capital Work-in-Progress	14	75,29	-
(iv) Leasehold building	14	14,49	17,99
(b) Goodwill on Consolidation		-	-
(c) Long-term loans & Advances	15	87,84	68,87
(d) Other Non-Current Assets	16	5,56	8,30
<b>2. CURRENT ASSETS</b>			
(a) Current Investments		-	-
(b) Inventories	17	2,91,78	1,86,21
(c) Trade Receivables	18	15,45,62	12,33,75
(d) Cash and cash equivalents	19	1,66,54	3,60,29
(e) Short-term loans & Advances	20	3,55,05	1,59,83
(f) Other Current Assets	21	46,15	43,41
<b>TOTAL</b>		<b>45,00,57</b>	<b>38,86,43</b>

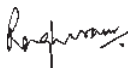
The accompanying notes 1 to 36 are an integral part of the financial statements.

Per our report of even date

**Praturi & Sriram**

Chartered Accountants

Firm Registration No. 002739S



**SRI RAGHURAM PRATURU**

Partner

Membership No. 221770

Hyderabad. 17th May 2016

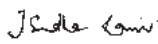
for and on behalf of the Board of Directors



**J. LAKSHMANA RAO**

Chairman & Managing Director

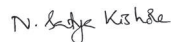
DIN: 00649702



**J. SUDHA RANI**

Whole Time Director

DIN: 02348322



**SATYA KISHORE N**

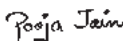
Chief Financial Officer



**A.SUBRAMANYAM**

Director

DIN: 00654046



**POOJA JAIN**

Company Secretary

Mem No.: A38224





# MOLD-TEK TECHNOLOGIES LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31<sup>st</sup> MARCH 2016

₹ 000

PARTICULARS	Notes	Year Ended 31 <sup>st</sup> March	
		2016	2015
<b>I. INCOME</b>			
Domestic Sales	22	1,41,52	89,94
Export Sales		51,50,44	46,09,10
Other Income	23	4,07,92	1,34,19
WIP Increase/(Decrease)	24	1,05,57	64,26
<b>TOTAL</b>		<b>58,05,45</b>	<b>48,97,49</b>
<b>II. EXPENDITURE</b>			
Employees Remuneration & Benefits	25	35,35,57	28,90,35
Selling & Distribution Expenses	26	33,22	19,48
Other Expenses	27	9,46,90	7,41,64
Interest & Financial Charges	29	94,37	77,33
Provision for bad debts & back charges		2,08,06	1,43,11
Preliminary & Defferred Expenses Written Off	30	-	3,07
Depreciation	14	2,13,10	2,47,10
<b>TOTAL</b>		<b>50,31,22</b>	<b>41,22,08</b>
<b>III. Profit Before Prior Period Adjustments &amp; Tax</b>		<b>7,74,23</b>	<b>7,75,41</b>
Provision for current tax		1,47,38	2,43,01
Provision for deferred tax		49,43	(66,34)
<b>IV. Profit After Tax</b>		<b>5,77,42</b>	<b>5,98,74</b>
Extraordinary Items & Prior Period Adjustments		-	76,17
<b>V. Profit Transferred to Balance sheet</b>		<b>5,77,42</b>	<b>5,22,57</b>
Earning Per Share of ₹2 Face Value			
- Basic		2.27	2.22
- Diluted		2.05	1.97

Per our report of even date

**Praturi & Sriram**

Chartered Accountants

Firm Registration No. 002739S

**SRI RAGHURAM PRATURU**

Partner

Membership No. 221770

Hyderabad. 17th May 2016

for and on behalf of the Board of Directors

**J. LAKSHMANA RAO**

Chairman & Managing Director

DIN: 00649702

**A.SUBRAMANYAM**

Director

DIN: 00654046

**J. SUDHA RANI**

Whole Time Director

DIN: 02348322

**SATYA KISHORE N**

Chief Financial Officer

**POOJA JAIN**

Company Secretary

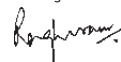
Mem No.: A38224

## MOLD-TEK TECHNOLOGIES LIMITED

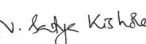
### Consolidated Cash Flow Statement for the Year Ended 31<sup>st</sup> MARCH, 2016 ₹ 000

	Year Ended 31 <sup>st</sup> March			
	2016		2015	
<b>A. CASH FLOW FROM OPERATIONS</b>				
Net Profit as per P&L Account		7,54,04		6,99,24
Adjustment for:				
Depreciation	2,13,10		2,47,10	
Employee Share Option Expense	49,05		-	
Profit on Sale of Asset	(1,74,94)		-	
Preliminary Expenses & Deferred Expenses	-		3,07	
Foreign Exchange Gain on Translation	(1,08,91)		(29,29)	
Gain on Forward Contracts	(92,86)		(60,62)	
Interest Paid	94,37	(20,19)	77,33	2,37,59
Operating Profit before Working Capital Changes		7,54,04		9,36,83
<u>Adj for Decrease / (Increase) in Operating Assets:</u>				
Trade Receivables	(2,02,96)		(2,35,02)	
Work In Process	(1,05,56)		(64,27)	
Long Term Loans & Advances	(18,97)		(5,08)	
Other Current Assets	(2,74)		(32,62)	
Advances/Receivables	(3,42,59)		(2,90,65)	
<u>Adj for Increase/(Decrease) in Operating Liabilities:</u>				
Short Term Borrowings	(4,08)		53,26	
Trade Payables & Other Liabilities (Including Derivatives Loss)	88,10		32,34	
Long Term Provision	3,61		90,06	
Other Long Term Liabilities	(7,54)	(5,92,73)	(11,75)	(4,63,73)
		1,61,31		4,73,10
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>				
Purchase of Fixed Assets	(3,52,69)		(2,37,12)	
Sale of Fixed Assets	2,13,55		3,98	
Receipts From Forward Contract	92,86		60,62	
Other Non Current Assets	2,74		(1,73)	
Capital Work in Progress pending capitalisation	(75,29)		-	
		(1,18,83)		(1,74,25)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Share Capital	60,20		2,08	
Share Application Money	(46,80)		-	
Share Premium	1,28,40		12,45	
Employee Stock Option Scheme	(84)		(13,62)	
Additions/ Repayment of Secured Loans	1,16,56		8,76	
Dividend of Previous FY paid in Current Year(Incl Tax)	(2,08,57)		(43,88)	
Dividends Paid for the Current Year	(1,91,78)		-	
Foreign Currency Reserve	98		3,25	
Interest Paid	(94,37)		(77,33)	
		(2,36,22)		(1,08,29)
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>		(1,93,74)		1,90,56
<b>D. Opening Balance of Cash &amp; Cash Equivalents</b>		3,60,29		1,69,73
<b>E. Closing Balance of Cash &amp; Cash Equivalents</b>		1,66,55		3,60,29

Per our report of even date  
**Praturi & Sriram**  
 Chartered Accountants  
 Firm Registration No. 0027395

  
**SRI RAGHURAM PRATURTI**  
 Partner  
 Membership No. 221770  
 Hyderabad. 17th May 2016

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

  
**SATYA KISHORE N**  
 Chief Financial Officer

  
**J. SUDHA RANI**  
 Whole Time Director  
 DIN: 02348322

  
**A. SUBRAMANYAM**  
 Director  
 DIN: 00654046  
  
**POOJA JAIN**  
 Company Secretary  
 Mem No.: A38224

for and on behalf of the Board of Directors



## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED ACCOUNTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### A. Method of Accounting

- a. These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, 'Consolidated financial Statements'.

- b. The company generally recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- c. The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.
- d. All intercompany transactions, balances and unrealized surpluses and deficits on transactions between group companies are eliminated.

- e. The financial statements of the subsidiaries are drawn up to 31st March, 2016.

#### B. Tangible Assets and Intangible Assets:

- a. Tangible Assets are stated at original cost including taxes, freight and other incidental expenses related to acquisition/installation and after adjustment of CENVAT benefits less accumulated depreciation and impairment in accordance with Accounting Standards 10 and 26 issued by ICAI. Interest/financing costs on borrowed funds attributable to assets are treated in accordance with Accounting Standard 16 issued by ICAI.
- b. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.
- c. Expenditure not specifically identified to any asset and incurred in respect of Fixed Assets not commissioned is carried forward as expenditure pending allocation and forms part of Capital work in progress.
- d. Lease Hold improvement are stated at original cost including taxes, freight and other incidental expenses related to acquisition/ installation and after adjustment of CENVAT benefits less accumulated depreciation as per management in accordance with Lease hold period.

#### C. Depreciation

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. As prescribed under Part C of Schedule II of the Companies Act 2013.

Residual values of assets depreciated on straight line basis to the extent of assets not in use, and/or discarded having outlived their utility are charged off during the year.

**D. Impairment of Assets**

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

**E. Investments**

Investments are carried in accounts at cost of acquisition or at declined value. Decline in value of the investments are considered in accordance with Accounting Standard 13. Decline in carrying value of investment considered to be permanent in nature, is provided for / adjusted in accordance with the said standard. Decline in value of investment is charged to profit and loss account in earlier accounting periods is reversed if the change of value is permanent in nature.

**F. Interest and Financial Charges**

- a. Documentation, Commitment and Service Charges are spread over the tenure of the finance facility.
- b. Interest on Hire Purchase finance is charged to Statement of Profit and Loss on diminishing balance method as per the guidance note of The Institute of Chartered Accountants of India (ICAI).

**G. Loans under Deferred Credit / Hire Purchase**

The hypothecation rights of assets financed by hire purchase vest with the financing companies and on expiry of agreements will be transferred in favour of the Company. The cash price of assets

thus financed is capitalized and the principal amount along with future interest is reflected in unsecured loans. The corresponding amount of future interest is reflected as deferred interest under Loans & Advances.

**H. Revenue Recognition**

The Company presents revenues net of indirect taxes in its statement of profit and loss. Income from services is recognized when the same are fully rendered and billable. The company adopts the percentage of completion basis for certain customers, and for certain customers on monthly fixed billing basis.

Work-in-process on incomplete service assignments and works are estimated based on extent of completion as at the end of the year.

**I. Employee Benefits****a. Gratuity & Provident fund**

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, 'Employee Benefits'. The Company's overall expected long-term rate-of-return on assets has been determined based on consideration of available market information, current provisions of Indian law specifying the instruments in which investments can be made, and historical returns. The discount rate is based on the Government securities yield. Actuarial gains and losses arising from experience adjustments and changes in



actuarial assumptions are recognized in the statement of profit and loss in the period in which they arise.

**b. Liability for Leave Encashment**

The employee of the company are entitled to leave encashment which are both accumulating and non-accumulating in nature in accordance with the policy of the company. The expected cost of accumulating leave encashment is determined by actuarial valuation using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement net off absences during the period, that has accumulated at the Balance sheet date.

**c. Overseas**

In respect of overseas subsidiaries, contributions payable under employee social security schemes which are defined contribution schemes, are charged to the Profit and Loss Account.

**d. Employee share based payments**

The company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India ( share based employee benefits) Regulations, 2014 and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India using the intrinsic value method.

**J. Foreign Currency Transactions, balances and translation of financial statements of foreign operations**

**Foreign currency transactions:**

Foreign currency transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are reported using the foreign exchange rates as at the balance sheet date. The resultant exchange

differences are recognised in the statement of profit and loss. Non monetary assets and liabilities are carried at the rates prevailing on the date of transaction.

Exchange differences arising on a monetary item that, in substance, forms part of the Company's net investment in a non integral foreign operation are accumulated in a foreign currency translation reserve in the Company's financial statements. Such exchange differences are recognized in the statement of profit and loss in the event of disposal of the net investment.

**Foreign operations:**

The financial statements of the foreign integral subsidiaries, collectively referred to as the 'foreign integral operations' are translated into Indian rupees as follows:

- a. Items of income and expenditure are translated at the respective monthly average rates;
- b. Monetary items are translated using the closing rate;
- c. Non monetary items are translated using the monthly average rate which is expected to approximate the actual rate on the date of transaction; and
- d. The net exchange difference resulting from the translation of items in the financial statements of foreign integral operations is recognised in the statement of profit and loss as foreign exchange gain/loss.

The financial statements of non integral foreign operations are translated into Indian rupees as follows:

- All assets and liabilities, both monetary and non monetary are translated using the closing rate;
- Items of income and expenditure are translated at the respective monthly average rates; and
- The resulting net exchange difference is recognized in foreign currency translation reserves and surplus.

**K. Foreign Exchange Derivatives and Hedging Transactions**

Company uses foreign exchange forward to hedge its risk associated with foreign currency fluctuation. In respect of derivative and hedging transactions gains/Losses arising on settlement or on cancellation are recognized in Statement of Profit and Loss account on settlement.

**L. Taxes on Income**

Provision for current tax is made in accordance with the provisions of the Income-tax Act, 1961. Deferred tax provisioning on account of timing difference between taxable & accounting income, is made in accordance with Accounting Standard 22 issued by the Institute of Chartered Accountants of India. Deferred tax asset over and above the liability accounted in earlier periods is neither disclosed nor recognized in the books.

**M. Miscellaneous Expenditure**

Preliminary and deferred expenses are amortized over a period of 5 years.

**N. Leases**

Assets taken on lease where the Company acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lesser of the present value of the cumulative minimum lease rentals along with other incidental expenses during the lease term or the asset's fair value. The rental obligations, net of interest charges, are reflected in loans and advances. Leases that do not transfer substantially all of the risks and rewards of ownership are classified as operating leases and recorded as expenses as and when payments are made over the lease term.

**O. Earnings per Share**

The Basic earnings per share ("BEPS") is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The diluted Earnings per share ("DEPS") is calculated after adjusting the weighted average number of Equity shares to give effect to the potential equity shares on the fully convertible warrants outstanding.

**P. Contingent Liabilities & Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**NOTES TO THE BALANCE SHEET & PROFIT AND LOSS ACCOUNT****2. Principles of Consolidation**

The Consolidated Financial Statements relate to Mold-Tek Technologies Limited, the parent company, (hereafter referred to as the company) and its subsidiaries, Crossroad Detailing Inc., and RMM Global Inc., Indiana, both of which are US based companies.

The Consolidated statements are prepared on the following basis:

- The Financial Statements of the company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of the items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21, consolidated financial statements, issued by the Institute of Chartered Accountants of India.
- As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and re presented in the same manner as the company stand alone financial statements.
- All assets and liabilities are converted at the exchange rate prevailing on the balance sheet date. Revenue items are converted at the average rate prevailing during the year. The financials statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the company, 31st March, 2016.
- On acquisition, the excess of the cost to the company, of its investments in the subsidiary



companies over the equity is recognized in the consolidated financial statements as Goodwill.

- There is no minority interest in the consolidated subsidiary as both the subsidiaries are fully owned by the company.

The subsidiaries considered in the preparation of consolidated financial statements along with the parent company, Mold-Tek Technologies Limited, are Crossroads Detailing Inc. and RMM Global Inc., both incorporated in USA respectively, the

parent company ownership interest in both of them is 100% as on 31st March, 2016.

3. The previous period figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

#### 4. SHARE CAPITAL

₹ 000

	As at 31st March 2016	As at 31st March 2015
a. Authorised: 6,50,00,000 equity shares of ₹2 each (March 31, 2015: 1,30,00,000 equity shares of ₹10 each)	13,00,00	13,00,00
	<b>13,00,00</b>	<b>13,00,00</b>
b. Issued, Subscribed and Paid up 2,65,55,280 equity shares of ₹2 each (March 31, 2015: 47,09,056 equity shares of ₹10 each)	5,31,11	4,70,91
	<b>5,31,11</b>	<b>4,70,91</b>

- 4.1 As per the Scheme of Arrangement approved by the Honorable High court of Andhra Pradesh vide its order dated 25th July, 2008, entire share capital of the company was restructured into 30,90,024 equity share of ₹10 each consequent to the demerger of the plastics division of the company into a separate company, viz., Mold-Tek Plastics Limited (Since renamed as, Mold-Tek Packaging Limited).
- 4.2 5,00,000 equity shares of ₹ 10 each issued at a premium of ₹ 38 per share on 24th April, 2006 by way of preferential offer.
- 4.3 5,24,957 equity shares of ₹ 10 each issued at a premium of ₹ 65 per share on 8th April, 2010 by way of preferential offer.
- 4.4 37,125 equity shares of ₹ 10 each issued at a premium of ₹ 60.00 per share on 29th April, 2011 by way of Employee Stock Option Scheme.
- 4.5 5,10,000 equity shares of ₹10 each issued at a premium of ₹ 70 per share on 29th June, 2011 by way of preferential offer.
- 4.6 26,200 equity shares of ₹10 each issued at a premium of ₹60.00 per share on 29th May, 2012 by way of Employee Stock Option Scheme.
- 4.7 10,900 equity shares of ₹10 each issued at a premium of ₹60.00 per share on 17th April, 2014 by way of Employee Stock Option Scheme.
- 4.8 9,850 equity shares of ₹10 each issued at a premium of ₹60.00 per share on 2nd March, 2015 by way of Employee Stock Option Scheme.
- 4.9 6,00,000 equity shares of ₹10 each issued at a premium of ₹ 21.20 per share on 19th August 2015 by way of preferential offer
- 4.10 2000 equity shares of ₹10 each issued at a premium of ₹ 18.00 per share on 26th October, 2015 by way of Employee Stock Option Scheme.
- 4.11 Pursuant to the Shareholders approval dated 3 Feb 2016, Company's Equity shares of ₹ 10/- each were split into Equity shares of ₹ 2/- each fully paid up, resulting in increase in no of shares from 53,11,056 equity shares of ₹ 10/- each to 2,65,55,280 equity shares of ₹ 2/- each.

**The reconciliation of the number of shares outstanding is set out below**

Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year*	2,35,45,280	4,70,90,560	2,34,41,530	4,68,83,060
Add: Shares Issued on exercise of Employee Stock Option Scheme	10000	20,000	1,03,750	2,07,500
Shares Issued on exercise of warrants by preferential offer	30,00,000	60,00,000	---	---
Shares outstanding at the end of the year	2,65,55,280	5,31,10,560	2,35,45,280	4,70,90,560

\* Based on the Split up of shares of ₹ 10 each to ₹ 2 each

**The details of Shareholders holding more than 5% shares**

Name of Shareholder	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	No. of Shares	% Held	No. of Shares	% Held
Mold-Tek packaging Limited	21,17,165	7.97	21,17,165	8.99
Janumahanti Sudha Rani	19,73,210	7.43	19,73,210	8.38
A Subramanyam	17,65,090	6.65	13,15,090	5.59
Navya Mythri			12,32,740	5.24
<b>TOTAL</b>	<b>58,55,465</b>	<b>22.05</b>	<b>66,38,205</b>	<b>28.20</b>

**MTL Employee Stock Option Scheme**

1,50,000 Options have been granted to employees on 21st April 2010 under the Employees Stock Option scheme, in accordance with the guidelines issued by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, at the rate of ₹28/- per option.

1,15,925 Options have been granted to employees on 2nd Mar 2015 under the Employees Stock Option scheme, in accordance with the guidelines issued by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, at the rate of ₹61/- per option.

2,00,000 Options have been granted to employees on 3rd August 2015 under the Employees Stock Option scheme, in accordance with the guidelines issued by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, at the rate of ₹ 73/- per option.

The above Options of 10 face value are converted to 2 face value each Pursuant to the Shareholders approval dated 3 Feb 2016, Company's Equity shares of ₹10/- each were split into Equity shares of ₹ 2/- each fully paid up.





Particulars	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year*	2,35,45,280	4,70,90,560	2,34,41,530	4,68,83,060
Add: Shares Issued on exercise of Employee Stock Option Scheme	10000	20,000	1,03,750	2,07,500
Shares Issued on exercise of warrants by preferential offer	30,00,000	60,00,000	---	---
Shares outstanding at the end of the year	2,65,55,280	5,31,10,560	2,35,45,280	4,70,90,560

\* Based on the Split up of shares of ₹ 10 each to ₹ 2 each

The Discount value (₹17.94) of Option on 5,69,625 Options is accounted as deferred Employee Compensation which is either amortised on a straight line basis over the vesting period or on the basis of option exercised whichever is earlier.

The Discount value (₹21.46) of Option on 10,00,000 options is accounted as deferred Employee Compensation which is either amortised on a straight line basis over the vesting period or on the basis of option exercised whichever is earlier.

## 5. RESERVES & SURPLUS

₹ 000

	As at 31 <sup>st</sup> March			
	2016		2015	
<b>1. Securities Premium</b>				
Opening Balance	11,18,75		11,06,30	
Add: During the Year	1,28,40	12,47,15	12,45	11,18,75
<b>2. General Reserve</b>				
Opening Balance	1,78,57		1,27,37	
Add: Transfer from Profit for the year	56,71		51,20	
Add: Transfer from ESOPS outstanding for the year	17	2,35,45	-	1,78,57
<b>3. Capital Reserve</b>				
Opening Balance	3,17,01		3,17,01	
Add : During the year	-	3,17,01	-	3,17,01
<b>4. Share Options Outstanding Account</b>				
Opening Balance	1,01		14,62	
Add: Current Year Transfer	3,16,79		-	
Less: Deferred Employee Compensation Expenses	2,67,74		13,61	
Less: Exercised	84		-	
Less: Forfeited	17	49,05	-	101
<b>5. Surplus</b>				
Opening Balance	2,85,63		1,36,26	

Less: Fixed Asset Adjustment	-		(1,13,43)	
Less: Deferred Tax Reinstatement	-		-	
Add: Profit/(Loss) for the year	5,77,42	8,63,05	5,22,57	5,45,40
<b>6. Foreign Currency Translation Reserve</b>				
Opening Balance	4,86		1,61	
Add: Profit/(Loss) for the year	98	5,84	3,25	4,86
<b>7. Capital Reserve on Consolidation</b>		9,71		9,71
<b>Less: Appropriations</b>				
a. Interim dividend	1,59,33		94,18	
b. Proposed final dividend	53,11		79,64	
c. Tax on Dividend	43,25		34,75	
d. General Reserve	56,71	3,12,40	51,20	2,59,77
<b>TOTAL</b>		<b>24,14,86</b>		<b>19,15,55</b>

During the year Board of Directors at their meeting held on 10th March 2016 has declared an interim dividend of ₹ 0.6 per equity share and the Board of Directors at their Meeting held on May 17, 2016 has recommended a final dividend of ₹ 0.20 per equity share.

**6. LONG TERM BORROWINGS**

₹ 000

Particulars	As at 31 <sup>st</sup> March 2016		As at 31 <sup>st</sup> March 2015	
	Non- Current	Other Current	Non- Current	Other Current
(i) Secured Loans				
- Term loan from Banks	1,25,00	50,00	-	-
- Hire Purchases Finance	19,70	8,44	2,814	8,96
<b>TOTAL</b>	<b>1,44,70</b>	<b>58,44</b>	<b>2,814</b>	<b>8,96</b>

**Notes:**

**Long Term loan and working capital facilities from the ICICI Bank is secured by hypothecation by way of first charge on the following Assets of the company:**

- Exclusive first charge by way of hypothecation of the borrower's entire current assets which inter-alia include, work in process, and such other movable including book debts, outstanding monies, receivables both present and future of such form satisfactory to the bank.
- Exclusive first charge on the movable fixed assets of the company.
- First charge by way of equitable mortgage of land measuring 988 sq. yards & building thereon in Municipal No. 8-2-293/82/A/700 and 967 sq. yards & buildings thereon in Municipal No. 8-2-293/82/A/700/1, in Survey No. 403/1(old), 120(New) of Shaikpet Village and 102/1 of Hakeempet Village, Road No. 36, Jubilee Hills, Hyderabad belonging to the Company except 6000 sft at 3rd Floor" of the above, undivided share of 416 sq. yards and building of 10,348.88 sq. feet are sold by the company to M/s Mold-Tek Packaging Limited under NOC from M/s. ICICI Bank Limited.
- Personal guarantees of Directors namely J. Lakshmana Rao, A. Subrahmanyam, J. Mytreji and P. Venkateswara Rao

The Company is availing four vehicle loans from various financial institutions. While for one Vehicle loans repayment schedule is over 36 monthly installments, another Vehicle loans repayment schedule is over 84



monthly installments, the balance two vehicle loans are repayable in 60 monthly installments. The Company has availed Term Loan of Rs. 2 Cr from ICICI Bank Limited payable in 16 Quarterly Instalments of Rs. 12.50 Lakhs each Quarter. As of 31st March 2016, two Installments were repaid by the Company.

## 7. OTHER LONG TERM LIABILITIES

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Rent Deposits	-	8,10
Deposits Collected from Employees	5,08	4,52
<b>TOTAL</b>	<b>5,08</b>	<b>12,62</b>

The Company collected security deposits from Employees and same is to be repaid to employees as per service agreement norms.

## 8. LONG TERM PROVISIONS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Gratuity (unfunded)	1,00,85	1,05,58
Others	11,04	2,69
<b>TOTAL</b>	<b>1,11,89</b>	<b>1,08,27</b>

- During the year company has made a provision of ₹ 55.64 Lakhs towards current cost of Gratuity and after considering settlements to the tune of ₹ 10.27 Lakhs made during the year, a closing provision of ₹ 150.96 lakhs based on Actuarial Valuation is maintained.
- During the year the Company has made a provision of ₹ 8.55 Lakhs towards Corporate Social Responsibility & after considered the eligible spent of ₹ 0.20 lakhs during the year, resulting in balance provision at ₹ 11.04 Lakhs at the balance sheet date.
- The company has entered into a scheme with Life Insurance Corporation of India to administer Gratuity fund and will be contributing the balance monies to the fund.

## 9. Deferred Tax

Deferred Tax liability at the beginning of the year was ₹ 59.83 Lakhs and resulted into Deferred Tax Liability ₹ 49.43 Lakhs for the current year, leaving a total liability of ₹ 109.26 Lakhs.

## 10. SHORT TERM BORROWINGS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
a. Secured Loans		
- Cash Credit	6,28,08	6,32,17
<b>Total</b>	<b>6,28,08</b>	<b>6,32,17</b>

The Company during the year under review has been availed the following facility from Banks: ₹ 000

Bank	Nature of Borrowing (Fund/ Non-Fund)	Limits as on 31 <sup>st</sup> March		Balance as on 31 <sup>st</sup> March	
		2016	2015	2016	2015
ICICI	Fund Based Limit	4,00,00	6,50,00	35,30	2,74,41
ICICI	Non- fund Based Limit	5,00,00	5,00,00	22,00	4,76,70
CITI	Fund Based Limit	7,50,00	7,50,00	5,92,78	3,50,00
<b>TOTAL</b>		<b>19,00,00</b>	<b>19,00,00</b>	<b>6,50,08</b>	<b>11,01,11</b>

(See note for hypothecation clause referred in Note 5).

#### 11. TRADE PAYABLES

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Creditors for Expenses	68,13	78,09
Creditors for Capital Items	13,66	35,70
<b>TOTAL</b>	<b>81,79</b>	<b>1,13,79</b>

Creditor balances are subject to confirmations and reconciliations

#### 12. OTHER CURRENT LIABILITIES

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Current maturities of long term debt		
Term loans	50,00	-
Hire purchase loans	8,44	8,96
Duties & Taxes	2,66	49
Unpaid Dividend	13,52	12,32
Outstanding Expenses Payable	2,11,94	2,16,37
Moldtek Packaging Limited	-	2,00
TDS Payable	20,24	10,80
<b>TOTAL</b>	<b>3,06,80</b>	<b>2,50,94</b>

#### 13. SHORT TERM PROVISIONS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Provision for Leave Encashment	1,03,09	38,84
Provision for proposed dividend & tax thereon	63,90	2,08,57
<b>TOTAL</b>	<b>1,67,00</b>	<b>2,47,41</b>

Total liability on actuarial valuation for leave encashment ₹ 52.95 lakhs has been provided for.



#### 14. FIXED ASSETS

₹ 000

FIXED ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 01.04.2015	Additions during the Period	Deletions during the Period	As on 31.03.2016	As on 01.04.2015	For the Period	Deletions during the Period	As on 31.03.2016	As on 31.03.2015
<b>Tangible Assets</b>									
Land	7,09,14	-	730	7,01,84	-	-	-	7,01,84	7,09,14
Building	62,911	1,35,73	39,50	7,25,34	1,30,00	21,58	9,28	5,83,04	4,99,11
Electrical Installations	2,19,90	2,07	9,13	2,12,84	1,12,52	24,02	8,67	84,98	1,07,38
Office Equipments	1,98,72	19,71	-	2,18,44	1,53,39	11,10	-	53,94	45,33
Computers	4,03,94	88,43	-	4,92,37	2,99,33	55,08	-	1,37,96	1,04,62
Furniture & fixtures	2,64,42	12,12	9,56	2,66,98	1,13,00	33,48	8,92	1,29,42	1,51,42
Vehicles	66,97	-	-	66,97	13,57	8,36	-	45,04	53,40
Vehicles at RMM Inc	-	7,00	-	7,00	-	4,03	-	2,97	-
Office Equipment at RMM Inc	-	1,28	-	1,28	-	4	-	1,24	-
Furniture at RMM Inc	-	1,33	-	1,33	-	21	-	1,12	-
Computers at RMM Inc	13,85	94	-	14,79	3,63	33	-	10,83	10,22
<b>Total</b>	<b>25,06,05</b>	<b>2,68,61</b>	<b>65,48</b>	<b>27,09,18</b>	<b>8,25,43</b>	<b>1,58,23</b>	<b>26,87</b>	<b>17,52,38</b>	<b>16,80,62</b>
<b>Intangible Assets</b>									
Software	7,79,55	67,74	-	8,47,29	6,79,52	41,48	-	1,26,29	1,00,03
Software at RMM Global Inc	44,93	16,34	-	61,27	17,80	9,89	-	33,58	27,13
<b>Total</b>	<b>8,24,48</b>	<b>84,07</b>	<b>-</b>	<b>9,08,56</b>	<b>6,97,32</b>	<b>51,37</b>	<b>-</b>	<b>1,59,87</b>	<b>1,27,16</b>
<b>Leasehold Improvement</b>									
Lease hold - Electrical	13,46	-	-	13,46	31	2,56	-	10,59	13,15
Lease hold - Furniture & Fixture	4,95	-	-	4,95	11	94	-	3,90	4,84
<b>Total</b>	<b>18,41</b>	<b>-</b>	<b>-</b>	<b>18,41</b>	<b>42</b>	<b>3,50</b>	<b>-</b>	<b>14,49</b>	<b>17,99</b>
<b>GRAND TOTAL</b>	<b>33,48,94</b>	<b>3,52,69</b>	<b>65,48</b>	<b>36,36,15</b>	<b>15,23,17</b>	<b>2,13,10</b>	<b>26,87</b>	<b>19,26,74</b>	<b>18,25,77</b>
Previous Year	33,70,02	2,37,12	6,96	36,00,18	14,17,19	2,47,10	3,33	18,25,77	19,53,17
D. Capital Work in Progress	<b>75,29</b>								

The structure raised on the 4th floor of the existing facility is yet to be regularized by the concerned authorities.

During the year the company has sold to Mold Tek Packaging Limited a portion of fully furnished Ground floor building accommodation of 1677.38 Sq ft along with proportionate undivided share of land based on the Valuation report dated 9th March 2016 and sale agreement dated 21st Mar 2016. Other formalities have been completed before the balance sheet is approved by the board.

In the opinion of the management there are no assets of the company carried in the financial statements whose value in use stands diminished vis-à-vis their carrying cost, and hence no provision or charge off is considered necessary.

#### 15. LONG TERM LOANS AND ADVANCES

₹ 000

	As at 31 <sup>st</sup> March	
	2016	2015
Deposits to Government Bodies	41,59	24,30
Capital Advances	30,00	30,00
Other Deposits	16,25	14,57
<b>TOTAL</b>	<b>87,84</b>	<b>68,87</b>

Of above ₹ 30 Lakhs against capital advances pertains to an advance given for land procurement for which the allotment of land is pending, failing which, the management expresses confidence in recovering the same.

#### 16. OTHER NON – CURRENT ASSETS

₹ 000

	As at 31 <sup>st</sup> March	
	2016	2015
Preliminary Expenses	-	-
Deferred Interest	5,56	8,30
<b>TOTAL</b>	<b>5,56</b>	<b>8,30</b>

#### 17. INVENTORIES & WORK IN PROGRESS

Pertains to cost of contracted partial work completion values as at March 31, 2016 amounting to ₹ 2.92 Crores (March 31, 2015: ₹ 1.86 Crores) which are as certified by the management.

#### 18. TRADE RECEIVABLES

₹ 000

	As at 31 <sup>st</sup> March	
	2016	2015
Over Six Months		
Considered Good	7,02,43	3,06,83
Considered Doubtful	39,27	39,27
Others		
Considered Good	8,43,19	9,26,92
Provision for Doubtful Debts	(39,27)	(39,27)
<b>TOTAL</b>	<b>15,45,62</b>	<b>12,33,75</b>



- a. Trade Receivables are subject to confirmation and reconciliation.
- b. In addition to the existing provision of ₹ 39.27 lakhs which is against domestic sales, during the year debts realizable in foreign currency to the tune of ₹198.51 Lakhs (including receivables from subsidiaries ₹ 42.99 Lakhs) and ₹ 2.11 Lakhs receivable from domestic customers have been written off.
- c. For balance overdue receivables management is confident in recovering in full.

## 19. CASH AND CASH EQUIVALENTS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Cash in hand	6	81
Current & Dividend Accounts	1,66,48	3,59,48
<b>TOTAL</b>	<b>1,66,54</b>	<b>3,60,29</b>

Bank balances include unpaid dividend of ₹ 12.41 lakhs pertaining to other share holders for previous years.

## 20. SHORT TERM LOANS AND ADVANCES

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Advance Tax & TDS Receivable	2,51,21	53,19
Prepaid Expenses	39,45	35,10
Staff Advances	21,41	59,06
Advance to suppliers & advances	36,35	12,48
Mold Tek Packaging Limited	6,63	-
<b>TOTAL</b>	<b>3,55,05</b>	<b>1,59,83</b>

## 21. OTHER CURRENT ASSETS

₹ 000

Particulars	As at 31 <sup>st</sup> March	
	2016	2015
Gratuity Fund	15,55	15,55
Leave Encashment Fund	13,24	13,24
Others (Investment Trust)*	17,36	14,62
<b>TOTAL</b>	<b>46,15</b>	<b>43,41</b>

- \* Other Current assets includes 1,87,600 Shares of Mold-Tek Technologies Limited which has been acquired at a cost of ₹ 14.62 lakhs vested in the company in accordance with the scheme of arrangement approved by the order of Hon'ble High Court of Andhra Pradesh dated 25th July 2008. The above number includes dividend earned on the shares over the period to the tune of ₹ 2.73 Lakhs.

## 22. INCOME

₹ 000

	Year Ended	
	2016	2015
Domestic Sales	1,41,52	89,94
Export Sales	51,50,44	46,09,10
<b>TOTAL</b>	<b>52,91,96</b>	<b>46,99,04</b>

**23. OTHER INCOME**

₹ 000

	Year Ended	
	2016	2015
Foreign Exchange Gain	1,08,91	29,29
Profit on Sale of Fixed Asset	1,74,94	-
Misc Income	5,82	10,55
Profit / (Loss) on Forward contracts	92,86	60,61
Rent Received	25,39	33,74
<b>TOTAL</b>	<b>4,07,92</b>	<b>1,34,19</b>

Foreign Exchange Gain mostly pertains to the fluctuation in the currency rates between billing and realization covered under forwards while the profit on forward contracts includes profit pertaining to the premature cancellation of forward contracts.

**24. CHANGES IN WORK-IN-PROCESS**

₹ 000

	Year Ended	
	2016	2015
(i) Work in Process		
Opening Stocks	1,86,21	1,21,94
Closing Stocks	2,91,78	1,86,21
<b>TOTAL</b>	<b>1,05,57</b>	<b>64,26</b>

Closing stock of work in progress includes cost of contracted partial work completion values as at March 31, 2016 amounting to ₹ 2.92 Crores (March 31, 2015: ₹ 1.86 Crores) primarily comprising value at cost in relation to efforts on contract on the basis of extent of completion.

**25. EMPLOYEE REMUNERATION & BENEFITS**

₹ 000

	Year Ended	
	2016	2015
Salaries, Wages, Allowances & Bonus	29,79,36	24,46,94
Contribution to Provident Fund & ESIC	1,31,06	96,54
Welfare Expenses	1,70,57	1,59,18
Gratuity	55,64	42,92
Leave Encashment	33,36	32,76
Directors Remuneration & Perquisites	1,16,53	1,16,89
Employee Compensation Expenses (ESOS)	49,05	(4,90)
<b>TOTAL</b>	<b>35,35,57</b>	<b>28,90,35</b>

a. Employee compensation expenses of Rs. 49.05 lakhs charged during the year is pertaining to the proportionate amount of the total deferred employee compensation expenses to be amortised over the vesting period of 5 years.




**26. SELLING & DISTRIBUTION EXPENSES**

₹ 000

Particulars	Year Ended	
	2016	2015
Sales Promotion & Commission	28,61	10,69
Advertisement Expenses	4,61	8,79
<b>TOTAL</b>	<b>33,22</b>	<b>19,48</b>

**27. OTHER EXPENSES**

₹ 000

Particulars	Year Ended	
	2016	2015
Rent	63,24	30,13
Rates & Taxes	20,58	22,92
Insurance	35,80	52,66
Communication Expenses	47,84	23,21
Power & Fuel	69,19	64,28
Foreign Travel	2,11,49	1,88,57
Travelling and conveyance - others	17,93	18,20
Printing & Stationery	13,87	12,98
Repairs & Maintenance	2,31,22	1,32,25
Professional charges	1,47,70	74,80
Payment to Auditors	5,00	3,50
Job work Charges	-	31,55
Bank Charges	35,54	25,22
Loss on Sale of Assets	-	98
Exchange Rate Fluctuation	-	30,95
General Expenses	38,94	26,75
CSR Provision	8,56	2,69
<b>TOTAL</b>	<b>9,46,90</b>	<b>7,41,64</b>

**28. PAYMENTS TO AUDITOR**

₹ 000

Particulars	2015-16	2014-15
Statutory & Tax Audit Fee Including Quarterly Reviews	4,00	2,75
Tax Matters	1,00	75
<b>Total</b>	<b>5,00</b>	<b>3,50</b>

**29. INTEREST & FINANCIAL CHARGES**

₹ 000

Particulars	Year Ended	
	2016	2015
Interest on Term Loans	11,34	84
Interest on Working Capital	81,04	74,45
Interest charges on Other Loans	1,99	2,04
<b>TOTAL</b>	<b>94,37</b>	<b>77,33</b>

**30. PRELIMINARY & DEFERRED EXPENSES WRITTEN OFF**

₹ 000

Particulars	Year Ended	
	2016	2015
Opening Balance as on 01-04-2015	-	3,07
Add : Additions	-	-
Less: Written off During the Year	-	3,07
<b>TOTAL</b>	-	-

**31. DERIVATIVES AND FORWARDS**

During the year the company gained of ₹ 92.86 Lakhs on account of forwards. During the year the company gained ₹ 72.48 Lakhs due to pre mature closure of the Forward contracts.

Unexpired Forwards:

The company entered into Foreign exchange hedging contracts by way of a forward confirmation with ICICI Bank Limited. The following are the particulars of such unexpired forward contracts as on 31.03.2016:

**ICICI BANK**

Currency	Deal ID	Sell	Closing Date	Strike Price
USD	23724126	200000	20-Apr-16	67.42
USD	24324329	50000	29-Apr-16	68.35
USD	24324444	50000	31-May-16	68.75
USD	24390215	100000	31-May-16	69.585
<b>TOTAL</b>		<b>400000</b>		

**CITI BANK N.A**

Currency	Deal ID	Sell	Closing Date	Strike Price
USD	1522407322	50000	29-Apr-16	67.95
USD	1523603399	50000	29-Apr-16	69.45
USD	1522407320	50000	31-May-16	68.31
USD	1523205555	100000	31-May-16	68.71
USD	1523605299	50000	31-May-16	69.84
<b>TOTAL</b>		<b>300000</b>		

The impact of both the transactions derivative as well as forwards is recognized immediately in profit and loss account on settlement of specific transaction.

**32. FOREIGN CURRENCY RECEIVABLES**

The amounts receivable in foreign currency as on 31st March 2016 (reinstated) on account of export sales:

Particulars	31.03.2016		31.03.2015	
	₹ (in Lakhs)	Foreign currency	₹ (in Lakhs)	Foreign currency
Debtors	1445.69	USD 21,84,814	1310.66	<b>USD 20,94,034</b>
	139.54	EUR 1,83,476 & Others 2500	176.81	EUR & Others 2,61,329



### 33. EARNINGS PER SHARE

The amounts receivable in foreign currency as on 31st March 2016 (reinstated) on account of export sales:

Particulars	2015-16	2014-15
Profit available for equity share holders Rs	5,77,42,311	5,22,57,081
No. of equity shares outstanding for BEPS	2,54,12,815	2,35,45,280
Weighted Average no. of potential equity shares, warrants and ESOP'S outstanding	27,12,090	30,12,000
Total number of equity shares for DEPS	2,81,24,905	2,65,57,280
-Earning per share – Face Value of ₹ 2		
Basic (₹)	2.27	2.22
Diluted (₹)	2.05	1.97

### 34. CONTINGENT LIABILITIES

₹ Lakhs

Particulars	As at 31st March 2016 (₹ In Lakhs)	As at 31st March 2015 (₹ In Lakhs)
Tax Disputes	36.83	36.83

Tax Disputes Are In Respect Of Demands Raised By Income Tax Department Amounting To ₹ 36.83 Lakhs For Which The Company Has Filed An Appeal With The Income Tax Appellate Tribunal.

### 35. ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PARAGRAPH 3, 4C AND 4D OF PART II OF SCHEDULE VI OF THE COMPANIES ACT.

#### a. Earnings in Foreign Currency (on accrual basis)

Particulars	2015-16 (₹ In Lakhs)	2014-15 (₹ In Lakhs)
FOB Value of Exports	4634.37	3988.02

#### b. Expenditure in Foreign Currency

Particulars	2015-16 (₹ In Lakhs)	2014-15 (₹ In Lakhs)
Travelling	135.43	163.90

### 36. RELATED PARTY DISCLOSURES

#### 1. Related Parties and Nature of Relationship

- Cross Roads Detailing Inc., Indiana – Subsidiary Company
- RMM Global Inc., Indiana – Subsidiary Company
- J. Rana Pratap – Chief Manager-NBD – Son of Chairman & Managing Director
- A. Durga Sundeeep – Chief Manager-ITB – Son of Director
- J. Kavya – Manager Marketing & Coordination- Wife of Son of Chairman & Managing Director

#### 2. Key Management Personnel

- J. Lakshmana Rao, Chairman & Managing Director
- J. Sudharani, Whole time Director, wife of Chairman & Managing Director
- RMM Global LLC.,(USA)

**3. Company in which directors are interested**

- a. Mold-Tek Packaging Ltd (Comprising the plastic division demerged from your company effective 1st April 2007.

**37. RELATED PARTY TRANSACTIONS**

₹ Lakhs

Particulars	Subsidiaries		Associate Companies		Key Management Personnel		Others	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
<b>Sales</b>								
Crossroads Detailing, Inc., USA	1042.11	1788.33						
RMM Global Inc., USA	2184.63	1338.07						
Mold-tek Packaging Ltd			34.35	-				
<b>Remuneration / Salary</b>								
J. Lakshmana Rao					56.13*	65.54*		
J. Sudharani					57.60	50.40		
J. Rana Pratap							21.74	19.34
A.Durga Sundeep							17.74	16.47
J. Pratap							8.49	2.25
J. Kavya							10.30	12.49
<b>Dividend</b>								
J. Lakshmana Rao					12.18	0.30		
J. Sudharani					25.65	3.16		
Mold -tek Packaging Ltd			27.52	3.39				
RMM Global LLC., USA	-	0.62						
<b>Outstanding receivables</b>								
Crossroads Detailing, Inc., USA	469.23	708.97						
RMM Global Inc., USA	917.30	451.06						
Mold-tek Packaging Ltd			16.18	-				
<b>Other Receivables</b>								
Mold-tek Packaging Ltd			6.63	-				
J. Lakshmana Rao					840	840		

\*Excludes payments made in respect of leave encasement of previous year.

Per our report of even date

**Praturi & Sriram**

Chartered Accountants

Firm Registration No. 002739S



**SRI RAGHURAM PRATURTI**

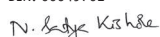
Partner

Membership No. 221770



Hyderabad. 17th May 2016

for and on behalf of the Board of Directors

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

  
**SATYA KISHORE N**  
 Chief Financial Officer

  
**J. SUDHA RANI**  
 Whole Time Director  
 DIN: 02348322

  
**A.SUBRAMANYAM**  
 Director  
 DIN: 00654046  
  
**POOJA JAIN**  
 Company Secretary  
 Mem No.: A38224



## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ (in lakhs) )

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Crossroads Detailing Inc	RMM Global Inc
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	\$ & Exchange rate taken as Rs.66.33 per \$	\$ & Exchange rate taken as Rs.66.33 per \$
4.	Share capital	33.79	0.50
5.	Reserves & surplus	9.57	21.65
6.	Total assets	531.41	946.27
7.	Total Liabilities	488.05	924.12
8.	Investments	0	0
9.	Turnover	1191.35	2617.44
10.	Profit before taxation	2.13	11.30
11.	Provision for taxation	0	3.11
12.	Profit after taxation	2.13	8.19
13.	Proposed Dividend	Nil	Nil
14.	% of shareholding	100%	100%

1. Names of subsidiaries which are yet to commence operations : Nil

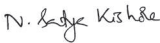
2. Names of subsidiaries which have been liquidated or sold during the year.: Nil

#### Part "B": Associates and Joint Ventures



The Company does not have any associates and Joint Venture

for and on behalf of the Board of Directors

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

  
**SATYA KISHORE N**  
Chief Financial Officer

  
**J. SUDHA RANI**  
Whole Time Director  
DIN: 02348322

  
**A.SUBRAMANYAM**  
Director  
DIN: 00654046  
  
**POOJA JAIN**  
Company Secretary  
Mem No.: A38224





**MOLD-TEK**  
*Technologies Limited*

**CIN L25200TG1985PLC005631**

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

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

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

**ATTENDANCE SLIP**

(To be presented at the entrance)

**32<sup>nd</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 32nd 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 Monday, 19th September, 2016.

\_\_\_\_\_  
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*

**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

## 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 32<sup>nd</sup> 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 Monday, 19<sup>th</sup> September, 2016 and at any adjournment there of in respect of such resolutions as indicated below:



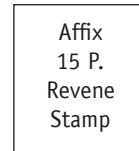
**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 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, 2016.
3. To appoint a Director in place of Ms. Sudha Rani Janumahanti, Director (DIN: 02348322) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify appointment of M/s Praturi & Sriram, Chartered Accountants (ICAI Firm Registration No. 002739S).

**Special Business**

5. To Issue 10,00,000 Equity Shares to the eligible employees of the Company under "MTTL Employees Stock Option Scheme-2016".
6. To Issue Equity Shares to the eligible employees of the Company's subsidiary company(ies) under "MTTL Employees Stock Option Scheme-2016".
7. To approve revision in remuneration payable to Mr. A. Durga Sundeep, holding office or place of profit.
8. To approve revision in remuneration payable to Mr. J. Rana Pratap, holding office or place of profit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016



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

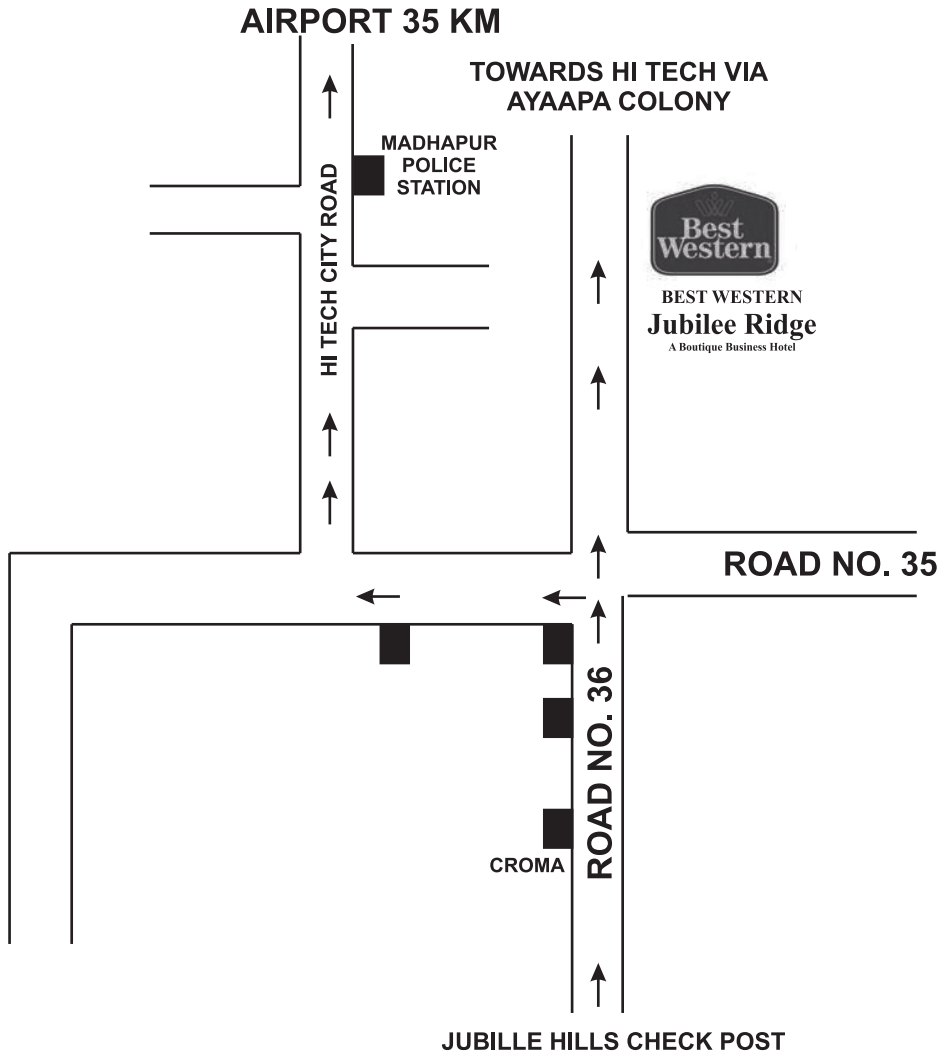
\_\_\_\_\_  
Signature of Proxy holder(s)

**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.



## ROUTE MAP

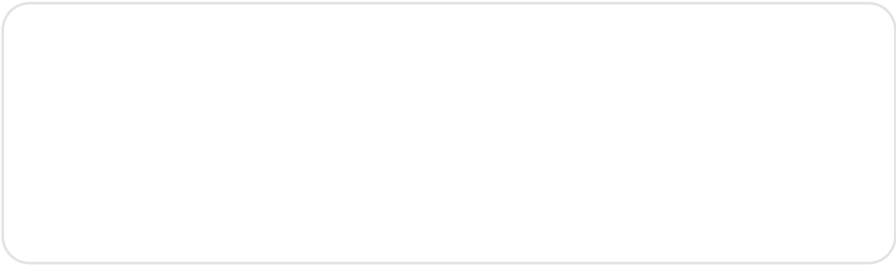
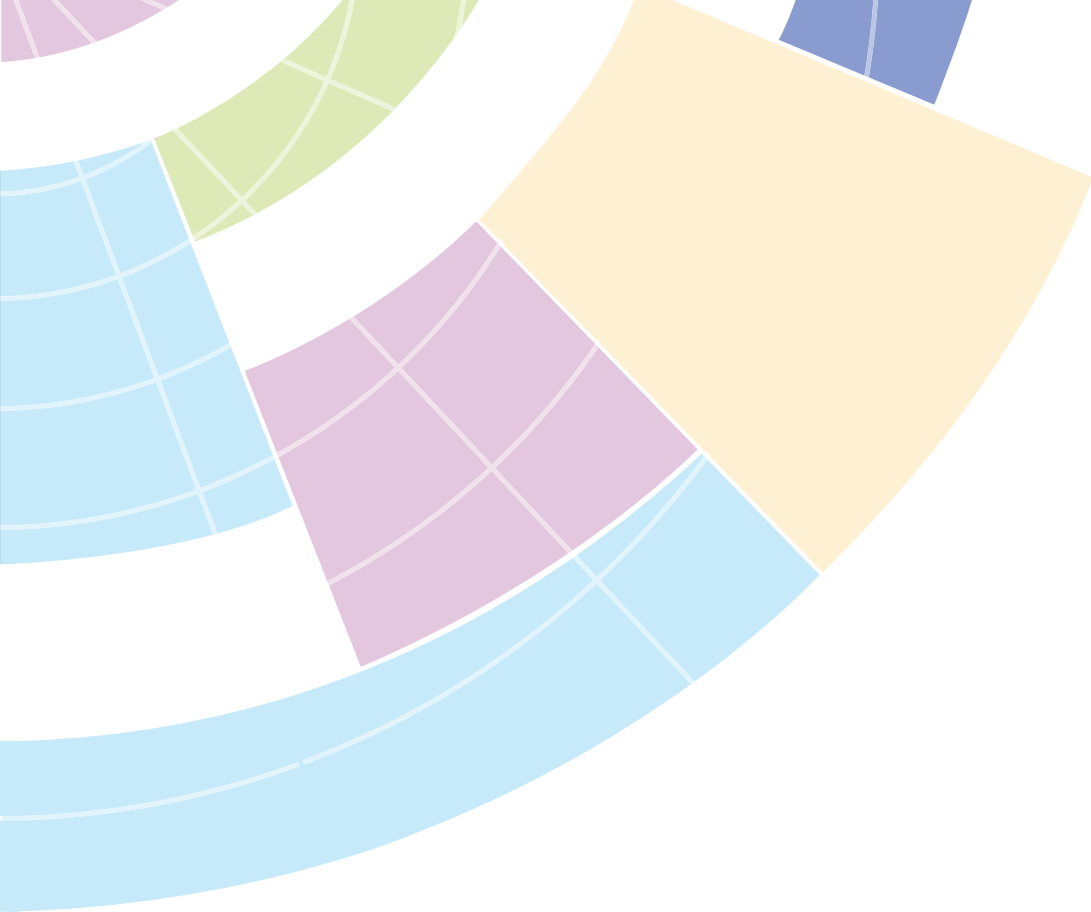


- 2.1 kilometers from HITEC City.
- 8.7 kilometers from Hyderabad.
- 3.8 kilometers from Banjara Hills.
- 4.6 kilometers from Qutub Shahi Tombs.
- 5.8 kilometers from Golconda Fort.
- 6.0 kilometers from Begumpet.
- Just a 30 minutes drive from Rajiv Gandhi International Airport, Shamshabad.
- 20 minutes drive from railway station & nearer to major IT/ commercial hubs.



# New office in Vijayawada





If undelivered, please return to



Plot No. 700, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana, India  
Phone: +91 40-40300300 | Fax: +91 40-40300328