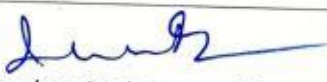







FORM A

(Pursuant to Clause 31(a) of Listing Agreement)

| No. | Particulars  | Details   |
|-----|--|---|
| 1.  | Name of the Company  | Mold-Tek Technologies Limited   |
| 2.  | Annual Financial statements for the year ended   | 31 <sup>st</sup> March, 2015  |
| 3.  | Type of Audit Observation  | Un Qualified  |
| 4.  | Frequency of observation   | Not Applicable  |
| 5.  | To be signed by: <ul style="list-style-type: none"> <li>• Managing Director</li> <li>• Chief Financial Officer</li> <li>• Audit Committee Chairman</li> <li>• Auditors of the company</li> </ul> | <p><br/>Janumahanti Lakshmana Rao</p> <p><br/>S. Durga Prasad</p> <p><br/>P. Shyam Sunder Rao</p> <p>For PRATURI &amp; SRIRAM<br/>Chartered Accountants<br/>(Firm Registration No:002739S)</p> <p><br/>Sri Raghuram Praturi<br/>Partner<br/>Membership No:221770<br/>19<sup>th</sup> May, 2015<br/>Hyderabad</p> |

Corporate Office :

Plot # 700, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana, INDIA.  
Phone : +91-40-40300300/01/02/03/04, Fax : +91-40-40300328, E-mail : ir@moldtekindia.com  
Website : www.moldtekindia.com CIN No: L25200TG1985PLC005631

2015



**MOLD-TEK**  
*Technologies Limited*

**New Technologies » New Growth Avenues**

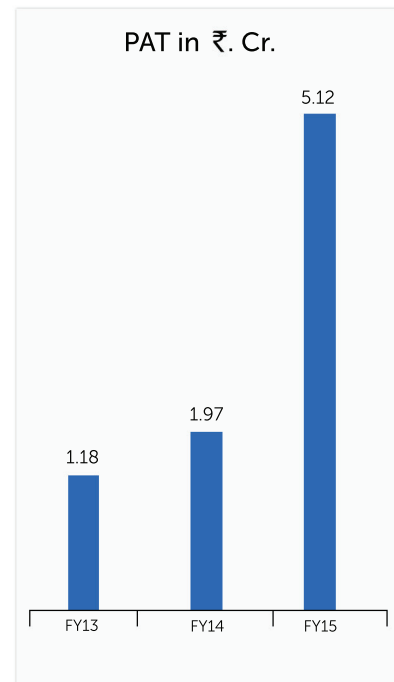
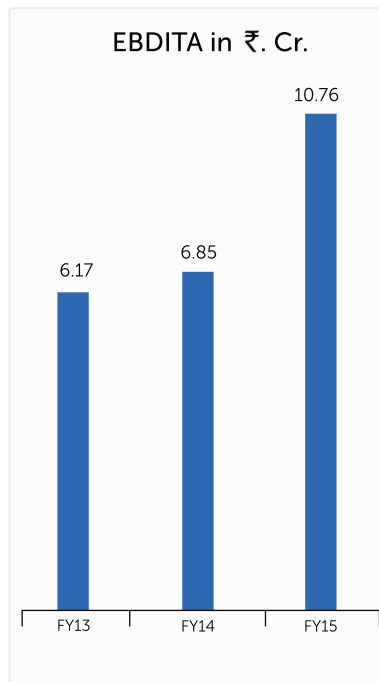
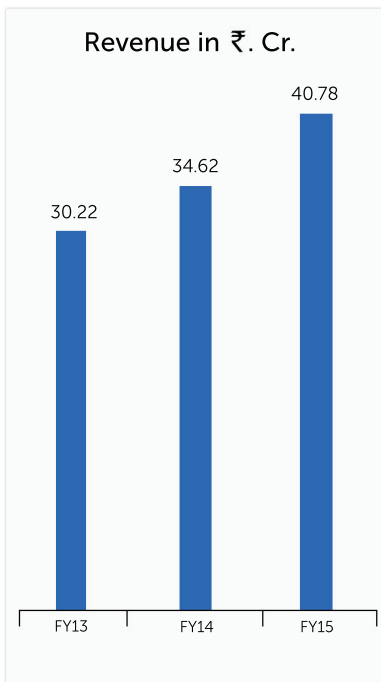
Structural Engineering Services

Mechanical Engineering Services

IT services in SMAC technologies

Fixed Teams - Fibre Structures, Cladding, Precast, Towers

## Our Progress





## Board of Directors

- J. Lakshmana Rao**, Chairman & Managing Director (DIN: 00649702)  
**J. Sudha Rani**, Whole Time Director (DIN: 02348322)  
**A. Subramanyam**, Non -Executive Promoter Director (DIN: 00654046)  
**P. Venkateswara Rao**, Non -Executive Promoter Director (DIN: 01254851)  
**P. Shyam Sunder Rao**, Non-Executive Independent Director (DIN: 01770064)  
**M. Srinivas**, Non-Executive Independent Director (DIN: 01311417)  
**Dr.K.Venkata Appa Rao**, Non-Executive Independent Director (DIN: 01741020)  
**Dr. Surya Prakash Gulla**, Non-Executive Independent Director (DIN: 02891694)  
**C.Vasanth Kumar Roy**, Non-Executive Independent Director (DIN: 01102102)  
**CS Pooja Jain**, Company Secretary & Compliance Officer (Mem No: A38224)

| <p><b>Statutory Auditors</b><br/>Praturi &amp; Sriram<br/>Chartered Accountants<br/>201, Sapthagiri Residency<br/>1-10-98/A, Chikoti Gardens<br/>Begumpet, Hyderabad – 5000 016</p> <p><b>Internal Auditors</b><br/>GMK Associates<br/>Chartered Accountants<br/>607, Raghava Ratna Towers<br/>Chirag Ali Lane,<br/>Hyderabad – 500 001</p> <p><b>Legal Advisor</b><br/>M. Radhakrishna Murthy,<br/>Vidya Nagar, Hyderabad.</p> <p><b>Secretarial Auditors</b><br/>P.Vijaya Bhaskar &amp; Associates<br/>Practising Company Secretaries<br/>Off: H.No.6-3-596/90<br/>Naveen Nagar, Road No.1,<br/>Banjara Hills, Hyderabad - 500034</p> <p><b>Bankers</b><br/>ICICI Bank Limited.<br/>Citi Bank N.A.</p> | <p><b>Registered Office</b><br/>Plot # 700, Road No. 36,<br/>Jubilee Hills, Hyderabad – 500 033, Telanagana<br/>Phone : +91 40 4030 0300/01/02/03/04<br/>Fax : +91 40 4030 0328<br/>E-mail : ir@moldtekindia.com</p> <p><b>Subsidiary Companies</b></p> <table><tr><td><b>Crossroads Detailing Inc.</b><br/>6319, East US HWY 36,<br/>Suite # 4,<br/>Avon, IN 46123, USA.</td><td><b>RMM Global, Inc</b><br/>2541, Riviera Drive<br/>Suite 306, Akron,<br/>Ohio 44333, USA</td></tr></table> <p><b>Branches of Mold-Tek Technologies Limited</b></p> <table><thead><tr><th>Germany</th><th>Ireland</th><th>Netherlands</th></tr></thead><tbody><tr><td>Heinrich Lanz Ring 41a<br/>68519 Viernheim,<br/>Germany</td><td>9,Mount Garrett<br/>Walk Tyrrelstown,<br/>Dublin -15,<br/>Ireland</td><td>IJdok 23,<br/>1013MM,<br/>Amsterdam</td></tr></tbody></table> | <b>Crossroads Detailing Inc.</b><br>6319, East US HWY 36,<br>Suite # 4,<br>Avon, IN 46123, USA. | <b>RMM Global, Inc</b><br>2541, Riviera Drive<br>Suite 306, Akron,<br>Ohio 44333, USA | Germany | Ireland | Netherlands | Heinrich Lanz Ring 41a<br>68519 Viernheim,<br>Germany | 9,Mount Garrett<br>Walk Tyrrelstown,<br>Dublin -15,<br>Ireland | IJdok 23,<br>1013MM,<br>Amsterdam |
|--|--|---|---|---------|---------|-------------|---|--|-----------------------------------|
| <b>Crossroads Detailing Inc.</b><br>6319, East US HWY 36,<br>Suite # 4,<br>Avon, IN 46123, USA.  | <b>RMM Global, Inc</b><br>2541, Riviera Drive<br>Suite 306, Akron,<br>Ohio 44333, USA  |   |   |         |         |             |   |  |                                   |
| Germany  | Ireland  | Netherlands   |   |         |         |             |   |  |                                   |
| Heinrich Lanz Ring 41a<br>68519 Viernheim,<br>Germany  | 9,Mount Garrett<br>Walk Tyrrelstown,<br>Dublin -15,<br>Ireland   | IJdok 23,<br>1013MM,<br>Amsterdam   |   |         |         |             |   |  |                                   |
| CIN : L25200TG1985PLC005631.   | Website : www.moldtekindia.com   |   |   |         |         |             |   |  |                                   |

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## Notice

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on Monday **28<sup>th</sup> day of September, 2015 at 12.00 Noon at Best Western Jubilee Ridge, Plot.No.38 & 39, Kavuri Hills, Road.No.36, Jubilee hills, Hyderabad – 500033** 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, 2015 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, 2015.
3. To appoint a Director in place of P.Venkateswara Rao, (DIN: 01254851) who retires by rotation and being eligible, offers himself 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 31<sup>st</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 consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in modification to the resolution passed by the Members of the Company at the 29<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2013 and subject to the approval of Central Government, if required, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company, be and is hereby accorded towards the increase/revision of remuneration to J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702) of the Company to ₹ 9,10,000-90,000-1,00,000-11,00,000 per month with effect from 01<sup>st</sup> April 2016 to 31<sup>st</sup> March 2019, as may be determined by Board of Directors from time to time subject to all applicable laws, rules & regulations, in the following manner to be drawn either from Mold-Tek Technologies Limited or partly from Mold-Tek Packaging Limited and the balance from Mold-Tek Technologies Limited

- a. Salary:

The Company shall pay to J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), in consideration of the performance of his duties a salary of ₹ 9,10,000-90,000-1,00,000-11,00,000 per month with effect from 01<sup>st</sup> April 2016 to 31<sup>st</sup> March 2019 to be drawn either from Mold-Tek Technologies Limited or partly from Mold-Tek Packaging Limited and the balance from Mold-Tek Technologies Limited

- b. Perquisites & Allowances:

In addition to the above salary, J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowances in lieu thereof, reimbursement



of expenses or allowance for gas, electricity, water, furnishing etc., medical reimbursement, leave travel allowances, club fee, and such other perquisites and allowances under the Company's rules. The total cost of the aforesaid perquisites, allowances and other benefits (including Rent/HRA) shall be restricted to 40% of the salary per month.

c. **Other Benefits:**

In addition to the above salary and perquisites, J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), shall be entitled to the following annual benefits which shall not be included in the computation of the ceiling of remuneration specified in paragraph (a) and (b) above.

- i. **Provident and Superannuation Fund:** The Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. The said contribution will not be included in the computation of the ceiling on remuneration.
- ii. **Gratuity:** Gratuity payable shall not exceed one half month's salary for each completed year of services and will not be included in the computation of the ceiling on remuneration.
- iii. **Leave encashment:** Encashment of leave at the end of the tenure in accordance with the rules of the Company.
- iv. **Provision of Car and Telephone:** J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), shall be entitled to a motor car for use on Company's business and telephone at residence, however use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702)

d. **Commission:**

In addition to the salary and perquisites as above, J. Lakshmana Rao shall be entitled to

commission at the rate of 1.50% of the net profits of the Company as per the provisions of the Companies Act, 2013.

- e. J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), shall be entitled to reimbursement of entertainment expenses, traveling, boarding and lodging expenses actually and properly incurred for the business of the Company.
- f. He will not be eligible for any sitting Fees of the Company's Board/Committee Meetings.

**"RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where, during the term of employment of the J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the J. Lakshmana Rao, Chairman & Managing Director (DIN: 00649702), including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

**"RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company".

**"RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to alter and vary such revised terms and conditions in accordance with the laws from time to time in force and to alter and vary such terms and conditions as may be approved by the Central Government without



being required to seek the further approval of members within the limits as prescribed above and any action taken by the Board in this regard be and is hereby ratified and approved.”

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

“**RESOLVED THAT** pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under including any statutory modifications(s) or re-enactment thereof, for the time being in force, the draft form of the regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association

of the Company.

**RESOLVED FURTHER THAT** the any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

**J. LAKSHMANA RAO**  
Chairman & Managing Director

Hyderabad  
31<sup>st</sup> August, 2015

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**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 6 is annexed.
4. In terms Articles of Association of the Company, P.Venkateswara Rao, (DIN: 01254851), Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Information about such Directors as stipulated under Clause 49 of Listing Agreement is contained in the statement annexed hereto. The Board of Directors of the Company recommends the re-appointment of P.Venkateswara Rao, (DIN: 01254851) as Director.
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 22<sup>nd</sup> September, 2015 to 28<sup>th</sup> September, 2015 (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 21<sup>st</sup> September, 2015 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 PINCODE 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 2007-2008 to 2014-2015 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.
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.
14. The Certificate from the Auditors of the Company certifying that the Company's Stock Option Schemes are being implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, and in accordance with the resolutions of the members passed at the general meetings will be available for inspection by the members at the AGM.
15. 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 clause 35B of the Listing Agreement, 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 25<sup>th</sup> September, 2015 at 9.00 A.M and ends on 27<sup>th</sup> September, 2015 at 5:00 P.M.** During this period, Members holding shares either in physical form or demat form, as on **21<sup>st</sup> September, 2015**, 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., 21<sup>st</sup> September, 2015, only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
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 [BSE]], where the equity shares of the Company are listed.

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**The instructions for members for voting electronically are as under:**

- (i) The voting period begins on 25<sup>th</sup> September, 2015 at 9.00 A.M and ends on 27<sup>th</sup> September, 2015 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 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID;
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| <b>PAN*</b>   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul> |
| <b>DOB#</b>   | <p>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.</p>   |
| <b>Dividend Bank Details:</b>                                     | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>   |



- (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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com)

## Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013

### Item No.5

J Lakshmana Rao was re-appointed as Chairman and Managing Director of the Company for a period of 5 years from 01<sup>st</sup> April 2014 upto 31<sup>st</sup> March 2019 at the 29<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September 2013.

Remuneration of J Lakshmana Rao was revised with effect from 01<sup>st</sup> October 2013, subject to approval of central government and the members of the Company approved the revision in remuneration at the 29<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September 2013 and the revision in remuneration was approved by the members of Mold-Tek Packaging Limited at its 16<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2013. The remuneration was proposed to be paid either from Mold-Tek Technologies Limited or from Mold-Tek Packaging Limited or partly from Mold-Tek Technologies Limited and remaining from Mold-Tek Packaging Limited.

Further the Central Government vide its letters (letter dated 18<sup>th</sup> March 2014 to Mold-Tek Technologies Limited and to Mold-Tek Packaging Limited ) approved the payment of remuneration to J Lakshmana Rao upto 30<sup>th</sup> September 2016 to be paid either from Mold-Tek Packaging Limited or from Mold-Tek Technologies Limited or partly from Mold-Tek Packaging Limited and remaining from Mold-Tek Technologies Limited.

Members may be aware that there has been substantial increase in overall growth and volume of business of the company. In view of the increased volume of business, the duties and responsibilities of Managing Directors has also increased manifold and therefore the Board of Directors and Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> August, 2015, reviewed remuneration payable to Shri J Lakshmana Rao from 01<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2019, keeping in view the objectivity of remuneration package payable to Executives while striking a balance between the interest of the Company and the shareholders.

As per the provisions of Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013

approval of the members of the Company is required for revised remuneration payable to the Managing Director. Further as the remuneration proposed exceeds the limits prescribed under Schedule V, approval of Central Government i.e., Ministry of Corporate Affairs is required. Hence the resolution is placed before you for approval.

The General Information as required pursuant to Clause 1(B)( iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is contained in the statement annexed hereto.

Except J. Lakshmana Rao, Chairman & Managing Director, J Sudha Rani, Wholetime Director , A Subramanyam, Promoter Director and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions as set out in item no. 5 of the accompanying Notice.

The Board recommends the Resolution at Item No. 5 to be passed as special resolution.

### Item No.6

The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (“the Act”).

Substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares.

A copy of the proposed set of new AoA of the Company would be available for inspection at



the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting

The Board recommends the Resolution at Item No. 6 to be passed as special resolution.

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

As per Section 14 of the Act, approval of the Members of the Company by way of a Special Resolution is required for alteration of Articles of Association of the Company.

**J. LAKSHMANA RAO**  
Chairman & Managing Director

None of the directors or KMP or relatives of Directors and KMP are in any way concerned with or interested financially or otherwise in the resolution at item no. 6 of the accompanying notice.

Hyderabad  
31<sup>st</sup> August, 2015

## Annexure

### Additional Information on Directors seeking appointment/re-appointment in the Annual General Meeting (under clause 49(VIII)(E)(1) of the Listing Agreement

|  |   |
|--|---|
| <b>Name of the Director</b>  | P Venkateswara Rao  |
| <b>Date of Birth</b>   | 18 <sup>th</sup> January 1957   |
| <b>Date of Appointment</b>   | 30 <sup>th</sup> September 1994   |
| <b>Relationship with other Directors</b>   | Not applicable  |
| <b>Expertise in Specific Functional Area</b>                                       | Is a non-executive promoter director. However before resigning as whole time director was looking after all the commercial and marketing activity of the company. He is conversant with all aspects of the management and the affairs of the Company. |
| <b>Qualification</b>   | P.G. in Material Management   |
| <b>Names of companies in which holds the directorship</b>                          | Mold-Tek Packaging Limited  |
| <b>Names of companies in which holds the membership of Committees of the Board</b> | Mold-Tek Packaging Limited  |
| <b>No of Shares held in the Company as on 31<sup>st</sup> March 2015</b>           | 45646   |

Statement pursuant to the provisions of clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Item No. 5

The particulars required to be disclosed in the Explanatory Statement in accordance with provisions of clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013, are given below:

#### I. GENERAL INFORMATION

- Nature of industry:** Managing the Operation of Information Technology services.
- Year of commencement of commercial production:** 1985
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable



**4. Financial performance:**

₹ in Lakhs

| Particulars                                    | Year ended 31st March 2015 | Year ended 31 <sup>st</sup> March 2014 | Year ended 31 <sup>st</sup> March 2013 |
|--|----------------------------|--|--|
| Turnover                                       | 4077.96                    | 3462.15                                | 3516.53                                |
| Net Profit before interest, Depreciation & Tax | 1075.85                    | 684.63                                 | 616.84                                 |
| Net Profit as per Profit and Loss Account      | 511.99                     | 196.89                                 | 116.04                                 |
| Amount of dividend                             | 173.81                     | 84.39                                  | 56.25                                  |
| Rate of dividend declared                      | 35%                        | 18%                                    | 12%                                    |

**5. Foreign investments or collaborations, if any :**

The Company has Two 100% wholly owned foreign subsidiary companies in U.S.A i.e., Cross roads Detailing Inc. and RMM Global Inc.

**INFORMATION PURSUANT TO REVISION OF REMUNERATION:****1. Background Details:**

**Janumahanti Lakshmana Rao is the Chairman and Managing Director** of our Company. He holds a bachelor's degree in civil engineering from Sri Venkateswara University, Tirupati, Andhra Pradesh which he cleared in first class with distinction. He also holds a post graduate diploma in management from the famous Indian Institute of Management, Bangalore, specializing in marketing and finance areas. He promoted Mold-Tek in 1985-86 with an overall project cost of 55 lakhs. He has over 30 years of work experience. Under his leadership, Mold-tek went for public issue in 1993 and is listed on BSE.

Mold-Tek made an IPO in 1993 and diversified into structural engineering KPO services.

**2. Past Remuneration:**

J.Lakshmana Rao- Rs. 65.66 lacs for the financial year ended 31<sup>st</sup> March, 2015 from Mold-Tek Technologies Limited and Rs 37.20 for the financial year ended 31<sup>st</sup> March, 2015 from Mold-Tek Packaging Limited.

**3. Recognition or Awards: Nil****4. Job Profile and his/her suitability**

J. Lakshmana Rao looks after entire corporate affairs

**5. Remuneration proposed:**

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

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

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

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

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

J.Lakshmana Rao is related to, J Sudha Rani, Wholetime Director, A Subramanyam, Promoter Director.

**III Other Information****1. Reasons for inadequate profits:**

The cost of employment has been increased drastically and there is huge diversification into IT Sector which is yet to generate considerable revenues. The Company has been dealing with clients abroad and fluctuation of foreign currency has resulted in inadequate profits.



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

The Company will be committed to generate high returns to shareholders. The Company is expanding its operations into IT Sector which will reflect favorably in the next financial year. Also the company is striving hard to expand the civil engineering services client base in

USA which will generate good revenues in the coming Financial Year.

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

The net revenues grew by 6% in 1<sup>st</sup> quarter. However, the Company envisages about 15% to 20% annual revenue growth and considerable growth in profits.

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**Additional Information on appointment or re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration (under SS-2 Secretarial Standard on General Meeting)**

|   |   |
|---|---|
| Name of the Director  | J Lakshmana Rao   |
| Date of Birth   | 19 <sup>th</sup> April 1959   |
| Date of First Appointment   | 04 <sup>th</sup> July 1985  |
| Experience, Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person | Necessary disclosures made in the resolutions and under the head Statement pursuant to the provisions of Clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Items 5 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company  | Necessary disclosures made under the head Statement pursuant to the provisions of Clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Items 5                        |
| Number of Meetings of the Board attended during the year  | Necessary details are provided in the Corporate Governance Report   |
| Names of the Companies in which holds Directors Ship  | Mold-Tek Packaging Limited  |
| Names of the Companies in which hold Membership/ Chairmanship of Committees   | Mold-Tek Packaging Limited  |

## DIRECTORS' REPORT

### Dear Members,

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2015.

### Financial Results

The performance during the period ended 31st March 2015 has been as under:

₹ in lacs

| Particulars   | Standalone            |          | Consolidated          |          |
|---|-----------------------|----------|-----------------------|----------|
|   | Year ended 31st March |          | Year ended 31st March |          |
|   | 2015                  | 2014     | 2015                  | 2014     |
| Sales   | 4077.96               | 3462.15  | 4699.04               | 4024.28  |
| Other Income  | 129.05                | (25.65)  | 134.19                | (21.74)  |
| Total Income  | 4207.01               | 3436.50  | 4833.23               | 4002.54  |
| Profit before Interest,<br>Depreciation & Tax       | 1075.85               | 684.63   | 1102.91               | 704.77   |
| Interest  | 77.33                 | 102.54   | 77.33                 | 102.54   |
| Depreciation & Preliminary<br>Expenses written off  | 240.47                | 267.31   | 250.17                | 272.33   |
| Profit/(Loss) before Tax                            | 758.05                | 314.78   | 775.41                | 329.90   |
| Provision for tax                                   | 169.89                | 117.89   | 176.67                | 121.62   |
| Profit/(Loss) after Tax                             | 588.16                | 196.89   | 598.74                | 207.96   |
| Profit/(Loss) brought forward<br>from previous year | 131.80                | 179.50   | 136.26                | 172.89   |
| Fixed Asset Adjustment                              | (113.44)              | -        | (113.44)              | -        |
| Deferred tax reinstatement                          |                       | (126.17) | -                     | (126.17) |
| Profit available<br>for appropriation               | 606.52                | 250.22   | 621.56                | 255.00   |
| Appropriation                                       |                       |          |                       |          |
| Extraordinary Items                                 | (76.17)               | -        | (76.17)               | -        |
| Interim dividend                                    | (94.18)               | (46.88)  | (94.18)               | (46.88)  |
| Transferred to General Reserve                      | (51.20)               | (19.69)  | (51.20)               | (19.69)  |
| Proposed dividend                                   | (79.63)               | (37.51)  | (79.63)               | (37.51)  |
| Corporate dividend tax                              | (34.75)               | (14.34)  | (34.75)               | (14.34)  |
| Balance Carried forward                             | 270.59                | 131.80   | 285.63                | 136.26   |

### Review of Operations

The financial year 2014-15 ended with a sharp rise in profitability due to better realization and capacity utilization. Growing demand for structural engineering services and improved economic conditions in USA led to higher demand for these niche services. Company has established the Salesforce.com practice and received orders from a

chain of hospitals and a reputed pharma company for implementing salesforce.

On standalone basis for the year 2014-15, revenues at Rs.4077.96 Lakhs were higher by 17.79% over the previous year's revenues of Rs.3462.15 Lakhs. Profit after tax shot up to Rs. 588.16 Lakhs from Rs. 196.89 Lakhs resulting into a growth of 198.72%. On consolidated basis for the year 2014-15, revenues



at Rs. 4699.04 Lakhs were higher by 16.76% over the previous year's revenues of Rs. 4024.28 Lakhs. Profit after tax substantially increased to Rs. 598.74 Lakhs from Rs. 207.96 Lakhs resulting into a growth of 187.91%.

### **Future Outlook**

Positive trends in US economic activity enhances demand for structural engineering services and new opportunities in IT division propel growth in Company revenues in the financial year 2015-16. A major breakthrough has been achieved by our IT Division through an agreement to establish an ODC for a German based platinum partner of Salesforce. com. Through this contract and growing demand for cloud computing and mobile applications there will be a considerable growth in revenues from our newly formed IT division. The ODC is for product development on Salesforce cloud platform using mobile apps with latest "Agile" project management techniques. This not only generate considerable revenues for the Company but also open newer avenues for opportunities in the latest emerging "SMAC" technologies. The fruits of this initiative are expected to be visible from 3<sup>rd</sup> quarter onwards.

### **Review**

#### **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.

### **Dividend**

Your Directors have recommended a final dividend of Rs1.50 per equity share @15 % of equity share capital in addition to interim dividend of Rs.2.00/- (20%) hitherto declared making a total of Rs 3.50/- (35%) per equity share (previous year Rs. 1.80 per equity share @18%) for the financial year ended 31<sup>st</sup> March 2015. The final dividend if approved, will be paid to those members whose names appear in Register of Members as on 21<sup>st</sup> September 2015. 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 Rs 208.56 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 Rs 51.20 lakhs to General Reserve out of the profits earned by the Company.

### **Authorised Share Capital**

The Authorised Share Capital of the Company stands at Rs 13,00,00,000 (Rupees Thirteen Crores only) divided into 1,30,00,000 (One Lac Thirty Thousand) Equity Shares of Rs 10/- (Rupees Ten Only) each. During the year, there has been no change in the Authorised Share Capital of the Company.

### **Paid-up Share Capital**

The Board of Directors at its meeting held on 19<sup>th</sup> April 2014 allotted 10,900 Equity Shares of Rs 10- each at a price of Rs 28/- [comprising nominal value of Rs.10/- and premium of Rs.18/- each] to its employees who have exercised the option vested on them under the Mold-Tek Technologies Employees Stock Option Scheme 2009.

The Board of Directors at its meeting held on 02<sup>nd</sup> March 2015 allotted 9,850 Equity Shares of Rs 10- each at a price of Rs 28/- [comprising nominal value of Rs.10/- and premium of Rs.18/- each] to its employees who have exercised the option vested on them under the Mold-Tek Technologies Employees Stock Option Scheme 2009.

Post allotment of shares by way of exercise of Employee Stock option, the paid up equity share capital of the company has increased to Rs 4,70,90,560/- ( Rupees Four Crores Seventy Lacs Ninety Thousand Five Hundred and Sixty Only) divided in to 47,09,056 (Forty Seven Lacs Nine Thousand and Fifty Six Only ) Equity Shares of Rs 10/- ( Rupees Ten Only) each, as on 31<sup>st</sup> March 2015.

### **Particulars of Loans, Guarantees or Investments**

The Board of Directors at its meeting held on 19<sup>th</sup> August 2015 (after balance Sheet date) allotted

6,00,000 Equity Shares of Rs 10- each at a price of Rs 31.20/- [comprising nominal value of Rs.10/- and premium of Rs.21.20/- each] pursuant to conversion of 6,00,000 fully convertible warrants issued on 26th February 2014 on receipt of balance 75% of purchase price.

Post allotment of shares by way of conversion of warrants, the paid up equity share capital of the company has increased to Rs. 5,30,90,560/- ( Rupees Five Crores Thirty Lacs Ninety Thousand Five Hundred and Sixty Only) divided in to 53,09,056 (Fifty Three Lacs Nine Thousand and Fifty Six Only ) Equity Shares of Rs 10/- ( Rupees Ten Only) each, as on 19th August 2015.

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.

#### **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.

#### **Directors/Key Managerial Personnels (KMP)**

At the Annual General Meeting of the Company held on 30th September, 2014, the Members had approved the appointment of Mr. Shyam Sunder Rao Pillarisetty, Mr Srinivas Madireddy, Dr Venkata Appa Rao Kotagiri , Dr Surya Prakash Gulla and Mr Vasant Kumar Roy Chintamaneni as Independent Directors for a term of five years.

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 Clause 49 of the Listing Agreement entered into with the Stock Exchanges. 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.

Mr. Subramanyam Adivishnu and Mr Venkateswara Rao Pattabhi have resigned as Wholetime Director of the Company w.e.f 31<sup>st</sup> August 2014. However they are associated with the Company as non-executive promoter directors of the Company. They resigned in order to comply with the provisions of Section 203 of the Companies Act 2013 which provides that a Wholetime Director shall not hold the office as Wholetime Director in more than one Company. Since Mr. Subramanyam Adivishnu and Mr Venkateswara Rao Pattabhi were also Deputy Managing Directors in Mold-Tek Packaging Limited, in order to comply with the provision of the aforesaid section, they resigned from the office of Wholetime Director of the Company. The Board approved their resignations and placed on record its appreciation for the services rendered by them during their tenure as Wholetime Directors.

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 year, Mr Durgaprasad Sigatapu has been appointed as Chief Financial Officer w.e.f 02<sup>nd</sup> March 2015 and Ms. J Sudharani resigned as Chief Financial Officer w.e.f 02<sup>nd</sup> March 2015.

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 July 25, 2015 and the same has been approved and taken on record by the Board of Directors at its meeting held on 03rd August 2015. The Company is in the process of identifying or hiring new person for the vacant position. (after the balance Sheet date)

In accordance with the provisions of Section 152 of the Act, Mr Venkateswara Rao Pattabhi, 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 Personnels.



## **Scheme of Arrangement**

In terms of Scheme of Arrangement, your Company has created trust and transferred its shares to the trust so formed.

## **Employee Stock Option Scheme**

The Company has in operation Mold-Tek Technologies Employees Stock Option Scheme 2009 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.

The Board of Directors at its meeting held on 15<sup>th</sup> April, 2015 has approved "MTTL ESOS – 2015" scheme for which the approval has been obtained from members by way of postal ballot on 13<sup>th</sup> April, 2015 to issue 3,00,000 equity shares to eligible employees under the Scheme. At the Board Meeting dated 3<sup>rd</sup> August, 2015, the Company has granted 2,00,000 shares to its employees under "MTTL ESOS – 2015" scheme at a price of Rs.73/- per option.

There have been no Changes in the Scheme.

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are enclosed as Annexure - A to this report.

The said disclosures are also uploaded on the Company's website at the web link: <http://www.moldtekindia.com/Samples/Annexure%20A%20-%20ESOP%20Disclsoures.pdf>

## **Consolidated Financial Statements:**

In accordance with the Accounting Standards AS-21 on Consolidated Financial Statements, your directors are pleased to provide the audited consolidated financial statement in this annual report. A Summary of key financials of the Company's subsidiaries is also annexed.

## **Subsidiaries:**

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

The financial position of the said Companies is given in the Notes to Consolidated financial statements. The audited accounts of the subsidiary companies are placed on the Company's website and the same are open for inspection by any member at the Registered Office of the Company on any working

day between 2.00 p.m. and 4.00 p.m. and 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 subsidiaries, associates and joint venture companies in Form AOC 1 is attached to the Accounts.

## **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.

## **Governance Guidelines:**

The Company has adopted Governance Guidelines on Board, Independent Director, Key Managerial Personnel or senior managerial personnel. The Governance Guidelines cover aspects related to role of the Board diversity, definition of independence, 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) (e), Section 178(3) & (4) and Clause 49 of the Listing Agreement is provided in the Corporate Governance Report

## **Statement on Related Party Transaction**

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') and the Listing Agreement. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under Clause 49 of the Listing Agreement.

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, value and terms and conditions of the transactions.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <http://www.moldtekindia.com/Samples/Related%20Party%20Policy%20-%20M TTL-%20New.pdf>

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

### **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 Act and the Listing Agreement.

### **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 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 2014-15.

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):**

The Provisions of Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014 are not applicable to the Company for the Financial Year ended 31<sup>st</sup> March 2015.

The provisions becomes applicable w.e.f 01<sup>st</sup> April 2015, accordingly the Company at its Board Meeting held on 03<sup>rd</sup> August 2015 (after the balance Sheet date) has constituted a CSR Committee. The Corporate Social Responsibility Committee comprises of 1 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.

### **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.



### **Vigil Mechanism/ Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy of Vigil Mechanism is uploaded on website of the Company at a web link <http://www.moldtekindia.com/Samples/MTTL%20Policy%20of%20SH.pdf>

### **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:**

At the 30<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014, the Members had appointed M/s Praturi & Sriram. [Firm Registration No. 002739S] Chartered Accountants as Statutory Auditors of the Company, by way of ordinary resolution under section 139 of the Companies Act, 2013, to hold office from the conclusion of 30<sup>th</sup> Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company, subject to ratification of the appointment by the members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 19<sup>th</sup> May, 2015, recommended the ratification of appointment of M/s Praturi & Sriram., Chartered Accountants, as Statutory Auditors of the Company, and that, the necessary resolution in this respect is being included in the notice of the 31<sup>st</sup> Annual General Meeting for the approval of the Members of the Company. The Company

has received consent from the Statutory Auditors and confirmation to the effect that they are not disqualified to be appointed as Statutory Auditors of the Company in terms of the provisions of Companies Act, 2013 and Rules framed thereunder.

The notes to the accounts referred to in Auditors Report are self-explanatory and do not call for any further comments. The Statutory Auditors 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, 2015. The Secretarial Audit Report is annexed as Annexure B

The Secretarial Audit Report for the financial year ended 31st March, 2015 does not contain any qualification, reservation, adverse remark or disclaimer.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

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

### **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 D

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 E.

### **Management Discussion and Analysis and Corporate Governance**

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under Clause 49 of the Listing Agreement, forms part of the Annual Report.

### **Corporate Governance**

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 Clause 49 of the Listing Agreement 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 Company Secretary in Practice has certified that conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement have been complied by your Company and his certificate is annexed to the Report on Corporate Governance.

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

### **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

Hyderabad  
31st August, 2015



## Annexure – A

**Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 for the year**

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

### Details of the Scheme:

| S.No. | Name of the Scheme                                   | Mold-Tek Technologies Employees Stock Options Scheme 2009   |
|-------|--|---|
|       | Description  | Year ended 31 <sup>st</sup> March 2015  |
| 1     | Date of shareholders' approval                       | 30 <sup>th</sup> September 2009   |
| 2     | Total number of options approved under ESOS          | 2,00,000  |
| 3     | Vesting requirements                                 | 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 |
| 5     | Maximum term of options granted                      | 6 years   |
| 6     | Source of shares (primary, secondary or combination) | Primary   |
| 7     | Variation of terms of options                        | NIL   |

### Details of ESOS during the Financial Year:

| S.No. | Description   | Year ended 31 <sup>st</sup> March 2015 |
|-------|---|--|
| 1     | Number of options outstanding at the beginning of the period  | 1,36,675                               |
| 2     | Number of options granted during the year   | NIL                                    |
| 3     | Number of options forfeited / lapsed during the year  | 48,175                                 |
| 4     | Number of options vested during the year  | 28,600                                 |
| 5     | Number of options exercised during the year   | 20,750                                 |
| 6     | Number of shares arising as a result of exercise of options   | 20,750                                 |
| 7     | Money realized by exercise of options (INR), if scheme is implemented directly by the company               | Rs.5,81,000/-                          |
| 8     | Loan repaid by the Trust during the year from exercise price received                                       | Not Applicable                         |
| 9     | Number of options outstanding at the end of the year  | 1,15,925                               |
| 10    | Number of options exercisable at the end of the year  | 1,15,925                               |
| 11    | Weighted-average exercise   | Rs.28/-                                |
| 12    | Weighted-average fair values (Weighted average Price as on 20th April, 2010 (Grant date- 21st April, 2010)) | Rs.67.76/-                             |
| 13    | Closing price as on 20th April, 2010 (Grant date - 21st April, 2010)  | Rs.69.05/-                             |

|    |  |     |
|----|--|-----|
| 14 | Employee wise details of options granted to  | NIL |
|    | A. Key Managerial personnel  | 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 |
|    | 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 |

## Annexure - B

### 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 Vijaya Bhaskar**  
P. Vijaya Bhaskar & 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, 2015

[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, 2015 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, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder; (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as the Company has not issued any debt securities during the year under review]
- (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; (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; [Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review]
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and [Not applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the year under review]
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the year 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. [Not applicable as the same is not yet notified as on 31<sup>st</sup> March, 2015].
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

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

**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 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.

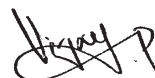
As per the Minutes of the Board of Directors duly recorded and signed by the Chairman, the decisions

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 under review, the following points were examined and noted

- a. Allotted 20750 equity shares under Mold-Tek Technologies Stock Option Scheme – 2009 at a price of Rs. 28/- each (including Rs. 18/- as Premium) to the eligible employees of the Company during the year 2014-15
- b. Conducted postal ballot for obtaining members approval for Increase of remuneration of Smt. J Sudharani, Whole Time Director.
- c. Appointed Chief Financial Officer (CFO) Mr. Sigatapu Durga Prasad on 2<sup>nd</sup> March, 2015 in place of Smt. J Sudharani.
- d. The Company has appointed Company Secretary and a Compliance officer Mrs. Pooja Jain on 15<sup>th</sup> April, 2015.



**P Vijaya Bhaskar**

P. Vijaya Bhaskar & Associates  
Practising Company Secretary  
FCS – 6321, CP - 12233

Hyderabad  
31st August, 2015

**Note:** This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.



## Annexure - C

[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. We have replaced the conventional and HPSV/HPMP lamps with the LED lamps.

### (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                                      | Yet to be decided |
| Expenditure on R&D   | Nil               |

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

₹ in Lakhs

|                           | 2014-15  | 2013-14  |
|---------------------------|----------|----------|
| FOB value of exports      |          |          |
| - KPO Division            | 39,88.02 | 33,95.05 |
| Foreign Exchange Earnings | 34,06.58 | 30,79.50 |
| Foreign Exchange Outgo    | 1,63.90  | 1,22.57  |

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 - D

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

- (a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

| Name of the Director           | Remuneration<br>(Rs in Lacs) | Median Remuneration<br>( Rs in Lacs) | Ratio to Median<br>Remuneration |
|--------------------------------|------------------------------|--------------------------------------|---------------------------------|
| <b>Executive Directors</b>     |                              |                                      |                                 |
| Lakshmana Rao Janumahanti      | 65.66                        | 3.6                                  | 18.24:1                         |
| Sudha Rani Janumahanti         | 50.18                        | 3.6                                  | 13.94:1                         |
| Subramanyam Adivishnu (1)      | --                           | 3.6                                  | NA                              |
| Venkateswara Rao Pattabhi (2)  | --                           | 3.6                                  | NA                              |
| <b>Non-Executive Directors</b> |                              |                                      |                                 |
| SubramanyamAdivishnu (3)       | --                           | 3.6                                  | NA                              |
| Venkateswara Rao Pattabhi (4)  | --                           | 3.6                                  | NA                              |
| Vasantkumar Roy Chintamaneni   | --                           | 3.6                                  | NA                              |
| Srinivas Madireddy             | --                           | 3.6                                  | NA                              |
| Venkata Appa Rao Kotagir       | --                           | 3.6                                  | NA                              |
| Shyamsunder Rao Pillarisetty   | --                           | 3.6                                  | NA                              |
| Suryaprakash Gulla             | --                           | 3.6                                  | NA                              |

**Note:**

**(1) For the period April 1, 2014 to August 31, 2014**

**(2) For the period April 1, 2014 to August 31, 2014**

**(3) For the period September 01, 2014 to March 31, 2015**

**(4) For the period September 01, 2014 to March 31, 2015**

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year;

| Name of the Director          | Designation                        | % Increase |
|-------------------------------|------------------------------------|------------|
| Lakshmana Rao Janumahanti     | Chairman & Managing Director       | 15.5%      |
| Sudha Rani Janumahanti        | Whole Time Director                | 16.2%      |
| Subramanyam Adivishnu (1)     | Non Executive Promoter Director    | --         |
| Venkateswara Rao Pattabhi (2) | Non Executive Promoter Director    | --         |
| Vasantkumar Roy Chintamaneni  | Non Executive Independent Director | --         |
| Srinivas Madireddy            | Non Executive Independent Director | --         |
| Venkata Appa Rao Kotagir      | Non Executive Independent Director | --         |
| Shyamsunder Rao Pillarisetty  | Non Executive Independent Director | --         |
| Suryaprakash Gulla            | Non Executive Independent Director | --         |
| Durgaprasad Sigatapu          | Chief Financial Officer            | 5.57%      |

**Note:**

**(1) Ceased to be a WTD on 31 Aug 2014 & Continue as a Non Executive Promoter Director**

**(2) Ceased to be a WTD on 31 Aug 2014 & Continue as a Non Executive Promoter Director**



- (c) the percentage increase in the median remuneration of employees in the financial year : 24.00 %
- (d) the number of permanent employees on the rolls of the company as on 31<sup>st</sup> March 2015 : 481
- (e) the explanation on the relationship between average increase in remuneration and company performance  
Average increase of 11% in the remuneration of employees is in line with the current year's performance, market dynamics and as a measure to motivate the employees for better future performance to achieve organization's growth expectations.
- (f) **comparison of the remuneration of the Key Managerial Personnel against the performance of the company**

| Particulars   | Amount / %<br>(₹ in Lacs) |
|---|---------------------------|
| Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated) | 116.74                    |
| Revenue from operations   | 4077.96                   |
| Remuneration (as % of revenue)  | 2.86%                     |
| Profit before tax (PBT)   | 758.05                    |
| Remuneration (as % of PBT)  | 15.40%                    |
| Net Revenue   | 511.99                    |
| Remuneration (as a % of Net Revenue)  | 22.80%                    |

The aggregate increase in salary for KMPs was 16.7% in financial year 2015 over Financial Year 2014. This was based on the recommendation of the nomination and remuneration committee to revise the remuneration as per industry benchmarks.

(g) Variations in the market capitalization of the company as at the closing date of the current financial year and the previous financial year:

- **Our market capitalization increased by 405.22 % to Rs 9107.31 lacs as on 31.3.2015 from Rs 1802.65 lacs and as on 31.3.2014 .**

Variation in price earnings ratio as at the closing date of the current financial year and the previous financial year:

- **The Price Earnings Ratio was 17.79 as of March 31, 2015 and 9.15 as on March 31, 2014, which was an increase of 94.35% , as compared to March 31, 2014.**

Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net

worth of the company as at the close of the current financial year and previous financial year:

- **The Company came out with Initial public offer in the year 1993 at a price of Rs.10/- with premium of Rs.4/- per share. Closing Price on Bse as on 31st March 2015 is Rs 193.40/-. Percentage Increase from Public Issue price is 1834 %**
- (h) **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 11% over the previous financial year The aggregate remuneration for KMPs grew by 16.7 % 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.

(i) **Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company**

₹ In Lacs

| Particulars                    | Chief Executive Officer/<br>Managing Director | Whole Time Director    |
|--------------------------------|---|------------------------|
| Name                           | Lakshmana Rao Janumahanti                     | Sudha Rani Janumahanti |
| Amount in Rs.                  |   |                        |
| Remuneration                   | 65.66   | 50.18                  |
| Revenue                        | 4077.96                                       | 4077.96                |
| Remuneration (as % of revenue) | 1.61%   | 1.23%                  |
| Profits before tax (PBT)       | 758.05  | 758.05                 |
| Remuneration (as % of PBT)     | 8.66%   | 6.61%                  |

| Particulars                    | Chief Financial Officer   | Company Secretary                |
|--------------------------------|---------------------------|----------------------------------|
| Name                           | Durga prasad Sigatapu (1) | (2)<br><br><b>Not Applicable</b> |
| Amount in Rs.                  |                           |                                  |
| Remuneration                   | 0.90                      |                                  |
| Revenue                        | 4077.96                   |                                  |
| Remuneration (as % of revenue) | 0.022%                    |                                  |
| Profits before tax (PBT)       | 758.05                    |                                  |
| Remuneration (as % of PBT)     | 0.12%                     |                                  |

**Note:****1) Appointed as a CFO on 02 March 2015****2) Pooja Jain appointed as a CS w.e.f. 15 April 2015**(j) **the key parameters for any variable component of remuneration availed by the directors**

Any variable component of remuneration payable to the Directors is based on the parameters, as approved by the Board of Directors, on the basis of remuneration of the Nomination & Remuneration Committee of the Board. The said parameters are set considering the provisions of applicable regulations, Nomination, Remuneration and Performance Evaluation Policy of the Company and the respective resolutions of the Members of the Company, as applicable

(k) **the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;**

No employee received remuneration in excess of the highest-paid director.

(l) **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**

The following details are given hereunder in respect of employees employed throughout the year and were in receipt of remuneration of not less than Rs 60 lacs per annum:

| S.No | Name               | Designation/<br>Nature of<br>Employment | Qualifi-<br>cation                        | Age | Date of<br>Joining            | Remu-<br>neration<br>Received | Experience<br>(In years) | Particulars of Last<br>Employment held<br>-Organization<br>and designation |
|------|--------------------|---|---|-----|-------------------------------|-------------------------------|--------------------------|--|
| 1    | J.Lakshmana<br>Rao | Chairman &<br>Managing<br>Director      | B.Tech<br>(Civil)<br><br>M.B.A<br>(IIM-B) | 56  | 4 <sup>th</sup> July,<br>1985 | 65.66<br>lacs                 | 30                       | NA   |

## Annexure - E

**EXTRACT OF ANNUAL RETURN**

MGT-9

as on the financial year ended on 31/03/2015

[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,<br>Road No.36, Jubilee Hills, Telangana-500033.  |
| Whether listed company : Yes/No   | Yes   |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | XL Softech Systems Ltd.,<br>3, Sagar Society,<br>Road No.2, Banjara Hills,<br>Hyderabad - 500 034.<br>Phone : 040 23545913/14/15<br>Fax: 040 23553214<br>email: xlfield@gmail.com |

**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                         | 84.22%                             |
| 2    | Mechanical Engineering Services                  | 99831176                         | 13.42%                             |
| 3    | Information Technology Services                  | 99831419                         | 2.36%                              |
|      | <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 | Applicable Section |
|------|--|---------|----------|--------------------------------|------------------|--------------------|
| 1.   | Crossroads Detailing, Inc.<br>6319 , East US HWY 36,<br>Suite # 4, Avon, IN 46123, USA | USA     | -        | Subsidiary                     | 100              | Section 2(87)      |
| 2.   | RMM Global, Inc.<br>2541 Riviera Drive<br>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  | 1923521   | 0        | 1923521        | 41.03             | 1903301                                   | 0        | 1903301        | 40.42             | -0.61                       |
| (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.  | 423433  | 0        | 423433         | 9.03              | 423433                                    | 0        | 423433         | 8.99              | -0.04                       |
| (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>2346954</b>                                  | <b>0</b> | <b>2346954</b> | <b>50.06</b>      | <b>2326734</b>                            | <b>0</b> | <b>2326734</b> | <b>49.41</b>      | <b>-0.65</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 (A) = (A) (1) + (A) (2)</b> | <b>2346954</b>                                  | <b>0</b> | <b>2346954</b> | <b>50.06</b>      | <b>2326734</b>                            | <b>0</b> | <b>2326734</b> | <b>49.41</b>      | <b>-0.65</b>                |
|   |   |          |                |                   |   |          |                |                   |                             |
| <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  | 55952   | 0        | 55952          | 1.19              | 94243                                     | 0        | 94243          | 2.00              | 0.81                        |
| (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>55952</b>                                    | <b>0</b> | <b>55952</b>   | <b>1.19</b>       | <b>94243</b>                              | <b>0</b> | <b>94243</b>   | <b>2.00</b>       | <b>0.81</b>                 |
| <b>(2) Non- Institutions</b>                                  |   |          |                |                   |   |          |                |                   |                             |
| (a) Bodies Corp   | 266000  | 13333    | 279333         | 5.96              | 315867                                    | 0        | 315867         | 6.71              | 0.75                        |
| (b) individuals   |   |          |                |                   |   |          |                |                   |                             |

| 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 |                             |
| i. Individual shareholders holding nominal share capital up to Rs. 1 lakh        | 1012950   | 81340         | 1094290        | 23.34             | 846487                                    | 76118        | 922605         | 19.59             | -3.75                       |
| ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 709555  | 30000         | 739555         | 15.77             | 977909                                    | 0            | 977909         | 20.77             | 5                           |
| (c) Others (Specify)   |   |               |                |                   |   |              |                |                   |                             |
| NRI  | 104291  | 0             | 104291         | 2.22              | 64174                                     | 0            | 64174          | 1.36              | -0.86                       |
| Clearing members   | 67931   | 0             | 67931          | 1.45              | 7524                                      | 0            | 7524           | 0.16              | -1.29                       |
| <b>Sub-Total (B) (2)</b>   | <b>2160727</b>                                  | <b>124673</b> | <b>2285400</b> | <b>48.75</b>      | <b>2211961</b>                            | <b>76118</b> | <b>2288079</b> | <b>48.59</b>      | <b>-0.16</b>                |
| <b>Total Shareholding of Public = (B) (1) + (B) (2)</b>                          | <b>2216679</b>                                  | <b>124673</b> | <b>2341352</b> | <b>49.94</b>      | <b>2306204</b>                            | <b>76118</b> | <b>2382322</b> | <b>50.59</b>      | <b>0.65</b>                 |
| (C) Shares held by custodian for GDRs & ADRs                                     | 0   | 0             | 0              | 0                 | 0   | 0            | 0              | 0                 | 0                           |
| <b>Grand Total (A+B+C)</b>   | <b>4563633</b>                                  | <b>124673</b> | <b>4688306</b> | <b>100</b>        | <b>4632938</b>                            | <b>76118</b> | <b>4709056</b> | <b>100</b>        | <b>0</b>                    |

**(ii) Shareholding of Promoters:**

| S. No | Shareholders' Name         | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % of Change 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 | 423433                                    | 9.03                             | 0.00   | 423433                              | 8.99                             | 0.00   | -0.04                       |
| 2     | Janumahanti Sudha Rani     | 394642                                    | 8.42                             | 0.00   | 394642                              | 8.38                             | 0.00   | -0.04                       |
| 3     | A Subramanyam              | 263018                                    | 5.61                             | 0.00   | 263018                              | 5.59                             | 0.00   | -0.02                       |
| 4     | Navya Mythri               | 244548                                    | 5.22                             | 1.60   | 246548                              | 5.24                             | 1.59   | 0.02                        |
| 5     | A Seshu Kumari             | 168167                                    | 3.59                             | 0.00   | 168167                              | 3.57                             | 0.00   | -0.02                       |
| 6     | Janumahanti Rana Pratap    | 139386                                    | 2.97                             | 0.00   | 139386                              | 2.96                             | 0.00   | 0.00                        |
| 7     | A Durga Sundeep            | 118478                                    | 2.53                             | 0.00   | 119478                              | 2.54                             | 0.00   | 0.01                        |
| 8     | N Padmavathi               | 101732                                    | 2.17                             | 0.00   | 105785                              | 2.25                             | 0.00   | 0.08                        |
| 9     | Adhivishnu Lakshmi Mythri  | 83882                                     | 1.79                             | 0.00   | 80882                               | 1.72                             | 0.00   | -0.07                       |
| 10    | J Sarada                   | 62822                                     | 1.34                             | 0.00   | 66106                               | 1.40                             | 0.00   | 0.06                        |
| 11    | N V Prasad                 | 60088                                     | 1.28                             | 0.00   | 55699                               | 1.18                             | 0.00   | -0.10                       |



| S. No        | Shareholders' Name         | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % of Change 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 |                             |
| 12           | J Bhujanga Rao             | 50363                                     | 1.07                             | 0.00  | 50363                               | 1.07                             | 0.00  | 0.00                        |
| 13           | M Srinivas                 | 49518                                     | 1.06                             | --  | --                                  | --                               | --  | --                          |
| 14           | Pattabhi Venkateshwara Rao | 45646                                     | 0.97                             | 0.00  | 45646                               | 0.97                             | 0.00  | 0.00                        |
| 15           | Sathya Sravya Janumahanti  | 39553                                     | 0.84                             | 0.00  | 65439                               | 1.39                             | 0.00  | 0.55                        |
| 16           | J Lakshmana Rao            | 22760                                     | 0.49                             | 0.00  | 43571                               | 0.93                             | 0.00  | 0.44                        |
| 17           | M Hyma                     | 19162                                     | 0.41                             | --  | --                                  | --                               | --  | --                          |
| 18           | J Mytraeyi                 | 19007                                     | 0.41                             | 0.00  | 19007                               | 0.40                             | 0.00  | -0.01                       |
| 19           | Satyavati Golukonda        | 15953                                     | 0.34                             | 0.00  | 15953                               | 0.34                             | .00   | 0.00                        |
| 20           | Swetha Mythri Janumahanti  | 9595                                      | 0.20                             | 0.00  | 9025                                | 0.19                             | 0.00  | -0.01                       |
| 21           | Prasanna Kumar Golkonda    | 5304                                      | 0.11                             | 0.00  | 5389                                | 0.11                             | 0.00  | 0.00                        |
| 22           | J Pratap Kumar             | 4683                                      | 0.10                             | 0.00  | 4683                                | 0.10                             | 0.00  | 0.00                        |
| 23           | Pattabhi Sai Lakshmi       | 4282                                      | 0.09                             | 0.00  | 4282                                | 0.09                             | 0.00  | 0.00                        |
| 24           | P Appa Rao                 | 932                                       | 0.02                             | 0.00  | 232                                 | 0.00                             | 0.00  | -0.02                       |
| <b>Total</b> |                            | <b>2346954</b>                            | <b>50.06</b>                     | <b>1.60</b>                                     | <b>2326734</b>                      | <b>49.41</b>                     | <b>1.59</b>                                     | <b>-0.65</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>  |   |                                  |   |                                  |
|      | At the beginning of the year       | 423433                                    | 9.03                             | 423433                                  | 9.03                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 423433                                  | 8.99                             |
|      | <b>At the End of the Year</b>      | 423433                                    | 8.99                             | 423433                                  | 8.99                             |
| 2.   | <b>Janumahanti Sudha Rani</b>      |   |                                  |   |                                  |
|      | At the beginning of the year       | 394642                                    | 8.42                             | 394642                                  | 8.42                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 394642                                  | 8.38                             |
|      | <b>At the End of the Year</b>      | 394642                                    | 8.38                             | 394642                                  | 8.38                             |
| 3.   | <b>A Subramanyam</b>               |   |                                  |   |                                  |
|      | At the beginning of the year       | 263018                                    | 5.61                             | 263018                                  | 5.61                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 263018                                  | 5.59                             |
|      | <b>At the End of the Year</b>      | 263018                                    | 5.59                             | 263018                                  | 5.59                             |

| 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 |
| 4.   | <b>J Navya Mythri</b>              |   |                                  |   |                                  |
|      | At the beginning of the year       | 244548                                    | 5.22                             | 244548                                  | 5.22                             |
|      | Increase /Decrease during the year | 2000                                      | 0.04                             | 246548                                  | 5.24                             |
|      | <b>At the End of the Year</b>      | 246548                                    | 5.24                             | 246548                                  | 5.24                             |
| 5.   | <b>A Seshu Kumari</b>              |   |                                  |   |                                  |
|      | At the beginning of the year       | 168167                                    | 3.59                             | 168167                                  | 3.59                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 168167                                  | 3.57                             |
|      | <b>At the End of the Year</b>      | 168167                                    | 3.57                             | 168167                                  | 3.57                             |
| 6.   | <b>Janumahanti Rana Pratap</b>     |   |                                  |   |                                  |
|      | At the beginning of the year       | 139386                                    | 2.97                             | 139386                                  | 2.97                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 139386                                  | 2.96                             |
|      | <b>At the End of the Year</b>      | 139386                                    | 2.96                             | 139386                                  | 2.96                             |
| 7.   | <b>Adivishnu Durga Sundeep</b>     |   |                                  |   |                                  |
|      | At the beginning of the year       | 118478                                    | 2.53                             | 118478                                  | 2.53                             |
|      | Increase /Decrease during the year | 1000                                      | 0.02                             | 119478                                  | 2.54                             |
|      | <b>At the End of the Year</b>      | 119478                                    | 2.54                             | 119478                                  | 2.54                             |
| 8.   | <b>Adivishnu Lakshmi Mythri</b>    |   |                                  |   |                                  |
|      | At the beginning of the year       | 83882                                     | 1.79                             | 83882                                   | 1.79                             |
|      | Increase /Decrease during the year | -3000                                     | -0.06                            | 80882                                   | 1.72                             |
|      | <b>At the End of the Year</b>      | 80882                                     | 1.72                             | 80882                                   | 1.72                             |
| 9.   | <b>N Padmavathi</b>                |   |                                  |   |                                  |
|      | At the Beginning of the year       | 101732                                    | 2.17                             | 101732                                  | 2.17                             |
|      | Increase /Decrease during the year | 4053                                      | 0.09                             | 105785                                  | 2.25                             |
|      | <b>At the End of the Year</b>      | 105785                                    | 2.25                             | 105785                                  | 2.25                             |
| 10.  | <b>J Bhujanga Rao</b>              |   |                                  |   |                                  |
|      | At the Beginning of the year       | 50363                                     | 1.07                             | 50363                                   | 1.07                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 50363                                   | 1.07                             |
|      | <b>At the End of the Year</b>      | 50363                                     | 1.07                             | 50363                                   | 1.07                             |
| 11.  | <b>Pattabhi Venkateswara Rao</b>   |   |                                  |   |                                  |
|      | At the Beginning of the year       | 45646                                     | 0.97                             | 45646                                   | 0.97                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 45646                                   | 0.97                             |
|      | <b>At the End of the Year</b>      | 45646                                     | 0.97                             | 45646                                   | 0.97                             |
| 12.  | <b>Sathya Sravya Janumahanti</b>   |   |                                  |   |                                  |
|      | At the Beginning of the year       | 39553                                     | 0.84                             | 39553                                   | 0.84                             |
|      | Increase /Decrease during the year | 25886                                     | 0.55                             | 65439                                   | 1.39                             |
|      | <b>At the End of the Year</b>      | 65439                                     | 1.39                             | 65439                                   | 1.39                             |



| 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 |
| 13.  | <b>J Sarada</b>                    |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 62822                                     | 1.34                             | 62822                                   | 1.34                             |
|      | Increase /Decrease during the year | 3284                                      | 0.07                             | 66106                                   | 1.40                             |
|      | <b>At the End of the Year</b>      | 66106                                     | 1.40                             | 66106                                   | 1.40                             |
| 14.  | <b>N V Prasad</b>                  |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 60088                                     | 1.28                             | 60088                                   | 1.28                             |
|      | Increase /Decrease during the year | -4389                                     | -0.09                            | 55699                                   | 1.18                             |
|      | <b>At the End of the Year</b>      | 55699                                     | 1.18                             | 55699                                   | 1.18                             |
| 15.  | <b>Lakshmana Rao Janumahanti</b>   |   |                                  |   |                                  |
|      | At the beginning of the year       | 22760                                     | 0.49                             | 22760                                   | 0.49                             |
|      | Increase /Decrease during the year | 20811                                     | 0.44                             | 43571                                   | 0.93                             |
|      | <b>At the End of the Year</b>      | 43571                                     | 0.93                             | 43571                                   | 0.93                             |
| 16.  | <b>J Mytraeyi</b>                  |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 19007                                     | 0.41                             | 19007                                   | 0.41                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 19007                                   | 0.40                             |
|      | <b>At the End of the Year</b>      | 19007                                     | 0.40                             | 19007                                   | 0.40                             |
| 17.  | <b>Swetha Mythri Janumahanti</b>   |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 9595                                      | 0.20                             | 9595                                    | 0.20                             |
|      | Increase /Decrease during the year | -570                                      | -0.01                            | 9025                                    | 0.19                             |
|      | <b>At the End of the Year</b>      | 9025                                      | 0.19                             | 9025                                    | 0.19                             |
| 18.  | <b>Golukonda Satyavati</b>         |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 15953                                     | 0.34                             | 15953                                   | 0.34                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 15953                                   | 0.34                             |
|      | <b>At the End of the Year</b>      | 15953                                     | 0.34                             | 15953                                   | 0.34                             |
| 19.  | <b>J Pratap Kumar</b>              |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 4683                                      | 0.10                             | 4683                                    | 0.10                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 4683                                    | 0.10                             |
|      | <b>At the End of the Year</b>      | 4683                                      | 0.10                             | 4683                                    | 0.10                             |
| 20.  | <b>Pattabhi Sai Lakshmi</b>        |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 4282                                      | 0.09                             | 4282                                    | 0.09                             |
|      | Increase /Decrease during the year | 0   | 0.00                             | 4282                                    | 0.09                             |
|      | <b>At the End of the Year</b>      | 4282                                      | 0.09                             | 4282                                    | 0.09                             |
| 21.  | <b>Prasanna Kumar Golkonda</b>     |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 5304                                      | 0.11                             | 5304                                    | 0.11                             |
|      | Increase /Decrease during the year | 85  | 0.00                             | 5389                                    | 0.11                             |
|      | <b>At the End of the Year</b>      | 5389                                      | 0.11                             | 5389                                    | 0.11                             |

| 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 |
| 22.  | <b>P Appa Rao</b>                  |   |                                  |   |                                  |
|      | At the Beginning of the Year       | 932                                       | 0.02                             | 932                                     | 0.02                             |
|      | Increase /Decrease during the year | -700                                      | -0.01                            | 232                                     | 0.00                             |
|      | <b>At the End of the Year</b>      | <b>232</b>                                | <b>0.00</b>                      | <b>232</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 Promoter                        | Shareholding at the beginning of the year |             | Cumulative Shareholding during the year |             |
|------|---|---|-------------|---|-------------|
|      |   | No of Shares                              | %           | No of Shares                            | %           |
| 1    | <b>RMM GLOBAL LLC</b>                       |   |             |   |             |
|      | At the Beginning of the Year                | 78291                                     | 1.67        | 78291                                   | 1.67        |
|      | Increase /Decrease during the year          | -78291                                    | -1.67       | 0                                       | 0.00        |
|      | <b>At the End of the Year</b>               | <b>0</b>                                  | <b>0.00</b> | <b>0</b>                                | <b>0.00</b> |
| 2    | <b>G ARAVINDA</b>                           |   |             |   |             |
|      | At the Beginning of the Year                | 75471                                     | 1.61        | 75471                                   | 1.61        |
|      | Increase /Decrease during the year          | 0   | 0.00        | 75471                                   | 1.60        |
|      | <b>At the End of the Year</b>               | <b>75471</b>                              | <b>1.60</b> | <b>75471</b>                            | <b>1.60</b> |
| 3    | <b>JAINAM SHARE CONSULTANTS PVT LTD</b>     |   |             |   |             |
|      | At the Beginning of the Year                | 65006                                     | 1.39        | 65006                                   | 1.39        |
|      | Increase /Decrease during the year          | -41904                                    | -0.89       | 23102                                   | 0.49        |
|      | <b>At the End of the Year</b>               | <b>23102</b>                              | <b>0.49</b> | <b>23102</b>                            | <b>0.49</b> |
| 4    | <b>ZEN SECURITIES LTD-BSE CLIENTS A/C</b>   |   |             |   |             |
|      | At the Beginning of the Year                | 62424                                     | 1.33        | 62424                                   | 1.33        |
|      | Increase /Decrease during the year          | -59983                                    | -1.28       | 2441                                    | 0.05        |
|      | <b>At the End of the Year</b>               | <b>2441</b>                               | <b>0.05</b> | <b>2441</b>                             | <b>0.05</b> |
| 5    | <b>PASSAGE TO INDIA MASTER FUND LIMITED</b> |   |             |   |             |
|      | At the Beginning of the Year                | 55952                                     | 1.19        | 55952                                   | 1.19        |
|      | Increase /Decrease during the year          | 38291                                     | 0.81        | 94243                                   | 2.00        |
|      | <b>At the End of the Year</b>               | <b>94243</b>                              | <b>2.00</b> | <b>94243</b>                            | <b>2.00</b> |
| 6    | <b>T VIMALA</b>                             |   |             |   |             |
|      | At the Beginning of the Year                | 51000                                     | 1.09        | 51000                                   | 1.09        |
|      | Increase /Decrease during the year          | 0   | 0.00        | 51000                                   | 1.08        |
|      | <b>At the End of the Year</b>               | <b>51000</b>                              | <b>1.08</b> | <b>51000</b>                            | <b>1.08</b> |
| 7    | <b>T VENKATESWARA RAO</b>                   |   |             |   |             |
|      | At the Beginning of the Year                | 47826                                     | 1.02        | 47826                                   | 1.02        |
|      | Increase /Decrease during the year          | -29819                                    | -0.63       | 18007                                   | 0.38        |
|      | <b>At the End of the Year</b>               | <b>18007</b>                              | <b>0.38</b> | <b>18007</b>                            | <b>0.38</b> |



|           |   |               |             |               |             |
|-----------|---|---------------|-------------|---------------|-------------|
| <b>8</b>  | <b>MOLD TEK TECHNOLOGIES LIMITED-UNCLAIMED</b>            |               |             |               |             |
|           | At the Beginning of the Year                              | 45703         | 0.97        | 45703         | 0.97        |
|           | Increase /Decrease during the year                        | -168          | 0           | 45535         | 0.97        |
|           | <b>At the End of the Year</b>                             | <b>45535</b>  | <b>0.97</b> | <b>45535</b>  | <b>0.97</b> |
| <b>9</b>  | <b>PATTABHI VIJAY MOHAN</b>                               |               |             |               |             |
|           | At the Beginning of the Year                              | 42114         | 0.90        | 42114         | 0.90        |
|           | Increase /Decrease during the year                        | -3200         | -0.07       | 38914         | 0.83        |
|           | <b>At the End of the Year</b>                             | <b>38914</b>  | <b>0.83</b> | <b>38914</b>  | <b>0.83</b> |
| <b>10</b> | <b>TECK MEN TOOLS PVT LTD</b>                             |               |             |               |             |
|           | At the Beginning of the Year                              | 37520         | 0.80        | 37520         | 0.80        |
|           | Increase /Decrease during the year<br>(Transfer to trust) | -37520        | -0.80       | 0             | 0.00        |
|           | <b>At the End of the Year</b>                             | <b>0</b>      | <b>0.00</b> | <b>0</b>      | <b>0.00</b> |
| <b>11</b> | <b>BANG SECURITIES PVT LTD</b>                            |               |             |               |             |
|           | At the Beginning of the Year                              | 0             | 0.00        | 0             | 0.00        |
|           | Increase /Decrease during the year                        | 138510        | 2.94        | 138510        | 2.94        |
|           | <b>At the End of the Year</b>                             | <b>138510</b> | <b>2.94</b> | <b>138510</b> | <b>2.94</b> |
| <b>12</b> | <b>SANDEEP TANDON</b>                                     |               |             |               |             |
|           | At the Beginning of the Year                              | 0             | 0.00        | 0             | 0.00        |
|           | Increase /Decrease during the year                        | 78650         | 1.67        | 78650         | 1.67        |
|           | <b>At the End of the Year</b>                             | <b>78650</b>  | <b>1.67</b> | <b>78650</b>  | <b>1.67</b> |
| <b>13</b> | <b>GOLCONDA KIRAN KUMAR</b>                               |               |             |               |             |
|           | At the Beginning of the Year                              | 0             | 0.00        | 0             | 0.00        |
|           | Increase /Decrease during the year                        | 70264         | 1.49        | 70264         | 1.49        |
|           | <b>At the End of the Year</b>                             | <b>70264</b>  | <b>1.49</b> | <b>70264</b>  | <b>1.49</b> |
| <b>14</b> | <b>SUNKARAPALLI HIMABINDU</b>                             |               |             |               |             |
|           | At the Beginning of the Year                              | 22415         | 0.48        | 22415         | 0.48        |
|           | Increase /Decrease during the year                        | 42191         | 0.89        | 64606         | 1.37        |
|           | <b>At the End of the Year</b>                             | <b>64606</b>  | <b>1.37</b> | <b>64606</b>  | <b>1.37</b> |
| <b>15</b> | <b>MADIREDDI SRINIVAS</b>                                 |               |             |               |             |
|           | At the Beginning of the Year                              | 49518         | 1.06        | 49518         | 1.06        |
|           | Increase /Decrease during the year                        | 0             | 0.00        | 49518         | 1.05        |
|           | <b>At the End of the Year</b>                             | <b>49518</b>  | <b>1.05</b> | <b>49518</b>  | <b>1.05</b> |
| <b>16</b> | <b>VENKATA APPA RAO KOTA GIRI</b>                         |               |             |               |             |
|           | At the Beginning of the Year                              | 22748         | 0.49        | 22748         | 0.49        |
|           | Increase /Decrease during the year                        | 21428         | 0.46        | 44176         | 0.94        |
|           | <b>At the End of the Year</b>                             | <b>44176</b>  | <b>0.94</b> | <b>44176</b>  | <b>0.94</b> |



*(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</b><br>(Managing Director)                            |   |                                  |   |                                  |
|           | At the beginning of the year   | 22760                                     | 0.49                             | 22760                                   | 0.49                             |
|           | Increase /Decrease during the year   | 20811                                     | 0.44                             | 43571                                   | 0.93                             |
|           | <b>At the End of the Year</b>  | <b>43571</b>                              | <b>0.93</b>                      | <b>43571</b>                            | <b>0.93</b>                      |
| <b>2.</b> | <b>Janumahanti Sudha Rani</b><br>(Whole Time Director)                             |   |                                  |   |                                  |
|           | At the beginning of the year   | 394642                                    | 8.42                             | 394642                                  | 8.42                             |
|           | Increase /Decrease during the year   | 0   | 0.00                             | 0                                       | 0.00                             |
|           | <b>At the End of the Year</b>  | <b>394642</b>                             | <b>8.38</b>                      | <b>394642</b>                           | <b>8.38</b>                      |
| <b>3.</b> | <b>Subramanyam Adivishnu</b> (Director)<br>(Ceased to be a WTD on 31 Aug 2014)     |   |                                  |   |                                  |
|           | At the beginning of the year   | 263018                                    | 5.61                             | 263018                                  | 5.61                             |
|           | Increase /Decrease during the year   | 0   | 0.00                             | 263018                                  | 5.59                             |
|           | <b>At the End of the Year</b>  | <b>263018</b>                             | <b>5.59</b>                      | <b>263018</b>                           | <b>5.59</b>                      |
| <b>4.</b> | <b>Venkateswara Rao Pattabhi</b> (Director)<br>(Ceased to be a WTD on 31 Aug 2014) |   |                                  |   |                                  |
|           | At the beginning of the year   | 45646                                     | 0.97                             | 45646                                   | 0.97                             |
|           | Increase /Decrease during the year   | 0   | 0.00                             | 45646                                   | 0.97                             |
|           | <b>At the End of the Year</b>  | <b>45646</b>                              | <b>0.97</b>                      | <b>45646</b>                            | <b>0.97</b>                      |
| <b>5.</b> | <b>Srinivas Madireddy</b> (Director)   |   |                                  |   |                                  |
|           | At the beginning of the year   | 49518                                     | 1.06                             | 49518                                   | 1.06                             |
|           | Increase /Decrease during the year   | 0   | 0.00                             | 49518                                   | 1.05                             |
|           | <b>At the End of the Year</b>  | <b>49518</b>                              | <b>1.05</b>                      | <b>49518</b>                            | <b>1.05</b>                      |
| <b>6.</b> | <b>Venkata Appa Rao Kotagir</b> (Director)   |   |                                  |   |                                  |
|           | At the Beginning of the Year   | 22748                                     | 0.49                             | 22748                                   | 0.49                             |
|           | Increase /Decrease during the year   | 21428                                     | 0.46                             | 44176                                   | 0.94                             |
|           | <b>At the End of the Year</b>  | <b>44176</b>                              | <b>0.94</b>                      | <b>44176</b>                            | <b>0.94</b>                      |
| <b>7.</b> | <b>Shyamsunder Rao Pillarisetty</b><br>(Director)                                  |   |                                  |   |                                  |
|           | At the beginning of the year   | 980                                       | 0.02                             | 980                                     | 0.02                             |
|           | Increase /Decrease during the year   | -500                                      | -0.01                            | 480                                     | 0.01                             |
|           | <b>At the End of the Year</b>  | <b>480</b>                                | <b>0.01</b>                      | <b>480</b>                              | <b>0.01</b>                      |



|           |   |             |             |             |             |
|-----------|---|-------------|-------------|-------------|-------------|
| <b>8.</b> | <b>Suryaprakash Gulla (Director)</b>  |             |             |             |             |
|           | At the beginning of the year  | 980         | 0.02        | 980         | 0.02        |
|           | Increase /Decrease during the year  | 0           | 0.00        | 980         | 0.02        |
|           | <b>At the End of the Year</b>   | <b>980</b>  | <b>0.02</b> | <b>980</b>  | <b>0.02</b> |
| <b>9.</b> | <b>Vasantkumar Roy Chintamaneni (Director)</b>  |             |             |             |             |
|           | At the beginning of the year  | 0.00        | 0.00        | 0.00        | 0.00        |
|           | Increase /Decrease during the year  | 0           | 0.00        | 0           | 0.00        |
|           | <b>At the End of the Year</b>   | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> |
| <b>B.</b> | <b>Key Managerial Personnel (KMP's)</b>   |             |             |             |             |
| <b>1.</b> | <b>Durgaprasad Sigatapu (Chief Financial Officer)</b><br>(Appointed as a CFO on 02-03-2015) |             |             |             |             |
|           | As on 02 March 2015   | 990         | 0.02        | 990         | 0.02        |
|           | Increase /Decrease during the year  | 0           | 0.00        | <b>990</b>  | <b>0.02</b> |
|           | <b>At the End of the Year</b>   | <b>990</b>  | <b>0.02</b> | <b>990</b>  | <b>0.02</b> |

#### V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ in Lacs

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits       | Total Indebtedness |
|--|----------------------------------|-----------------|----------------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |                |                    |
| i) Principal Amount  | 637.92                           | ---             | 24.36          | 662.29             |
| ii) Interest due but not paid                              | --                               | ---             | --             | --                 |
| iii) Interest accrued but not due                          | --                               | ---             | --             | --                 |
| <b>Total (i+ii+iii)</b>                                    | <b>637.92</b>                    | <b>---</b>      | <b>24.36</b>   | <b>662.29</b>      |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |                |                    |
| Addition   | 62.67                            | ---             | --             | 62.67              |
| Reduction  | (31.33)                          | ---             | (11.74)        | (43.07)            |
| <b>Net Change</b>  | <b>31.34</b>                     | <b>---</b>      | <b>(11.74)</b> | <b>19.60</b>       |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |                |                    |
| i) Principal Amount  | 669.27                           | ---             | 12.62          | 681.89             |
| ii) Interest due but not paid                              | --                               | ---             | --             | --                 |
| iii) Interest accrued but not due                          | --                               | ---             | --             | --                 |
| <b>Total (i+ii+iii)</b>                                    | <b>669.27</b>                    | <b>---</b>      | <b>12.62</b>   | <b>681.89</b>      |

The variation in terms of percentage is due to increase in paid up share capital of the Company on account of allotment of equity shares pursuant to exercise of options by the employees of the Company under the ESOP scheme of the Company during the year ended March 31, 2015.

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

₹ in Lacs

| 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 (Whole Time Director) | P. Venkateswara Rao (Whole Time Director) |               |
| 1                             | Gross salary  |   |  |                                      |   |               |
| (a)                           | Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 41.40   | 42.00  | --                                   | --  | 83.40         |
| (b)                           | Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 24.26   | 8.18   | ---                                  | --  | 32.44         |
| (c)                           | Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | --  | --   | --                                   | --  | --            |
| 2                             | Stock Option  | --  | --   | --                                   | --  | --            |
| 3                             | Sweat Equity  | --  | --   | --                                   | --  | --            |
| 4                             | Commission<br>- as % of profit<br>- others, specify...                          | --  | --   | --                                   | --  | --            |
| 5                             | Others, please specify  |   |  | --                                   | --  | --            |
| <b>Total (A)</b>              |   | <b>65.66</b>  | <b>50.18</b>                                 | <b>--</b>                            | <b>--</b>                                 | <b>115.84</b> |
| <b>Ceiling as per the Act</b> |   | The remuneration is well within the limits prescribed under the Companies Act, 2013 |  |                                      |   |               |

**Note:**

(1) For the period April 1, 2014 to August 31, 2014

(2) For the period April 1, 2014 to August 31, 2014

**B. Remuneration to other Directors:**

| S.No | Particulars of Remuneration                    | Name of Directors |                     |                              |                    | Total Amount |
|------|--|-------------------|---------------------|------------------------------|--------------------|--------------|
|      |  | A. Subramanyam    | P. Venkateswara Rao | Vasantkumar Roy Chintamaneni | Srinivas Madireddy |              |
| 1.   | <b>Independent Directors</b>                   |                   |                     |                              |                    |              |
|      | ▪ Fee for attending board / committee meetings | --                | --                  | --                           | --                 | --           |
|      | ▪ Commission                                   | --                | --                  | --                           | --                 | --           |
|      | ▪ Others, please specify                       | --                | --                  | --                           | --                 | --           |
|      | <b>Total (1)</b>                               | --                | --                  | --                           | --                 | --           |



|   |  |    |    |    |    |    |
|---|--|----|----|----|----|----|
| <b>2. 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>   | The remuneration is well within the limits prescribed under the Companies Act, 2013. |    |    |    |    |    |

**Note:**

(1) For the period September 01, 2014 to March 31, 2015

(2) For the period September 01, 2014 to March 31, 2015

₹'000

| S.No                                    | Particulars of Remuneration   | Name of Directors        |                              |                    | Total Amount |
|---|---|--------------------------|------------------------------|--------------------|--------------|
|   |   | Venkata Appa Rao Kotagir | Shyamsunder Rao Pillarisetty | Suryaprakash Gulla |              |
| <b>1. Independent Directors</b>         | ▪ Fee for attending board / committee meetings                                      | 30.00                    | 55.00                        | 5.00               | 90.00        |
|   | ▪ Commission  | --                       | --                           | --                 | --           |
|   | ▪ Others, please specify  | --                       | --                           | --                 | --           |
|   | <b>Total (1)</b>  | 30.00                    | 55.00                        | 5.00               | 90.00        |
|   | <b>Total (B) = (1)+(2)</b>  | 30.00                    | 55.00                        | 5.00               | 90.00        |
| <b>2. 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>  | 30.00                    | 55.00                        | 5.00               | 90.00        |
|   | <b>Total Managerial Remuneration</b>  | 30.00                    | 55.00                        | 5.00               | 90.00        |
| <b>Overall Ceiling as per the Act</b>   | The remuneration is well within the limits prescribed under the Companies Act, 2013 |                          |                              |                    |              |

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

₹ in Lacs

| S.No             | Particulars of Remuneration   | CS                                | Key Managerial Personnel                              |       |
|------------------|---|-----------------------------------|---|-------|
|                  |   |                                   | (1) Durgaprasad Sigatapu<br>(Chief Financial Officer) | Total |
| (a)              | Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | <b>(2)<br/>Not<br/>Applicable</b> | 0.90  | 0.90  |
| (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<br>- as % of profit<br>- others, specify...                          |                                   | --  |       |
| 5                | Others, please specify Leave Encashment (Prior Period)                          |                                   | --  |       |
| <b>Total (A)</b> |   |                                   | 0.90  | 0.90  |

**Note: (1) For the period March 02, 2015 to March 31, 2015****(2) Pooja Jain appointed as a CS w.e.f. 15 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  |                              |                                    |



## MANAGEMENT DISCUSSION AND ANALYSIS

### GLOBAL KPO INDUSTRY

TechNavio's analysts forecast the Global Knowledge Process Outsourcing (KPO) market to grow at a CAGR of 23.12 percent over the period 2013-2018. One of the key factors contributing to this market growth is the massive availability of data that needs to be analyzed and processed. The Global Knowledge Process Outsourcing market is also witnessing the transformation of the KPO industry into a consultative model.

It also reports that the Global Knowledge Process Outsourcing Market 2014-2018, has been prepared based on an in-depth market analysis with inputs from industry experts. The report covers the Americas, EMEA and APAC regions; It also covers the Global Knowledge Process Outsourcing market landscape and its growth prospects in the coming years.

### IT INDUSTRY OVERVIEW

According to NASSCOM, in financial year 2014-15, India's information technology and business process management (IT-BPM) industry has accounted for revenues of \$146 billion, growing by 13 percent over last year. Industry exports are over USD 98 billion growing at 12.3 per cent.

During FY 2015-16, industry's exports are estimated to grow 12 to 14 per cent at \$20 billion, with domestic revenues up 15 to 17 per cent at Rs. 3,629 billion. NASSCOM reports also stated that the industry added 230,000 employees in 2014-15, and provided direct employment to more than 3.5 million people and indirect employment to over 10 million people.

The NASSCOM Strategic Review 2015 also showed a shift in which segments like engineering, research and development, and digital emerged as outperformers. Engineering, research and product development revenues were \$20 billion. Business process management was at \$26 billion and digital revenue, which represents social, mobility, analytics and cloud computing, grew from 4 per cent of the

industry's export revenues to 12-14 per cent in 2014-15.

The spending on new technologies like cloud, mobility and analytics is expected to hit \$10 billion (about Rs. 60,000 crore) by 2020. The spending is estimated to grow at a CAGR of over 24 per cent from about \$3.3 billion (about Rs. 19,800 crore) as against the overall IT growth of 11.7 per cent.

Between 2015 to 2020, it was estimated that SMAC spending by the enterprise and government sectors together of USD 37 billion. The software and services component of SMAC will grow the fastest.

IT services (>USD 13 billion) and software products (>USD 4 billion) segments are the next fast growing segment at 10 per cent and 12 per cent respectively. IT services are being driven by SMAC-cloud enablement, custom developing application for mobiles. With the return of focus on infrastructure projects (largely in later half of 2014-15), there is an uptick in demand for SI and IT consulting.

### 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 (DeitY) 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 twelfth 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**

During the last year, MTTL has signed a contract with a Germany based product development company in Salesforce cloud platform using latest information technologies. A new ODC has been created for this client and it has started operations recently, this opportunity to develop product using latest cloud and mobile technologies will keep the Company on a higher platform in IT Services.

**Threats**

**Following are some of the major risks any business faces and tries to address the same through corporate actions:**

**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 provides Structural engineering, detailing and mechanical engineering services as segmented below.

**Sales**

₹ In Lakhs

| Type of business                   | 2014-15        | 2013-14        |
|------------------------------------|----------------|----------------|
| Structural Engineering & Detailing | 3434.63        | 2647.41        |
| Mechanical Engineering Services    | 547.17         | 752.75         |
| Information Technology Services    | 96.16          | 61.98          |
| <b>Total</b>                       | <b>4077.96</b> | <b>3462.15</b> |

**Outlook**

Company's net sales have grown by 6% in 1<sup>st</sup> quarter of current year, and sales growth will accelerate with revenues adding up from the IT division. 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 and structural engineering 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; the company does not foresee any

serious areas of concern. Company's services mainly based on human resources, company is aggressively taking care of employee satisfaction and facilities to mitigate the 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 management of risks and opportunities in the Company's activities. 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 appearing separately. Highlights for the year 2014-15 are as under:

|   | ₹ In Lakhs |
|---|------------|
| <b>Service Sales</b>                                  | 4077.96    |
| <b>Profit before interest, depreciation &amp; Tax</b> | 1075.85    |

### **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 robust recruitment processes and helped scale critical engagements in a very short span of time. 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 materially 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**

Corporate Governance encompasses laws, procedures, practices and implicit rules that determine a management's ability to take sound decision vis-à-vis all its stake holders-in particular, its shareholders, creditors, the state and the employees.

A Company which is proactively compliant with the law and which adds value to itself through Corporate Governance initiative would also command a higher value in the eyes of present and prospective shareholders.

Mold-Tek therefore believes that Corporate Governance is not an end in itself but is a catalyst in the process of maximization of share holder 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, 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 decentralisation, empowerment and meritocracy.

### **Board of Directors**

#### **Composition**

Your Company's Board comprises of Nine Directors comprising :

Two Executive Promoter Directors (Including One Women Director)

Two Non Executive Promoter Directors

Five Independent Directors

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which they are Directors.

The Composition of the Board is in conformity with clause 49 of the Listing Agreement.

#### **Board Meetings**

During the year eight meetings of Board of Directors were held on 17<sup>th</sup> April 2014, 29<sup>th</sup> May 2014, 08<sup>th</sup> August 2014, 02<sup>nd</sup> September 2014, 30<sup>th</sup> October 2014, 19<sup>th</sup> November 2014, 12<sup>th</sup> February 2015 and 02<sup>nd</sup> March 2015.

The maximum gap between any two meetings was less than 120 days as stipulated under Clause 49 of the Listing Agreement.



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

| Name of the Director                               | Category                           | Number of Board Meetings attended during the year | Whether attended last AGM | No of Directorships in other Companies (Including Private Limited Companies) |        | No of committee positions in other public companies* |        |
|--|------------------------------------|---|---------------------------|--|--------|--|--------|
|  |                                    |   |                           | Chairman   | Member | Chairman   | Member |
| Mr. J.Lakshmana Rao (Chairman & Managing Director) | Executive Promoter Director        | 8   | Yes                       | 1  | -      | --   | --     |
| Mrs.J.Sudha Rani (Whole Time Director)             | Executive Promoter Director        | 3   | Yes                       | --   | --     | --   | --     |
| Mr. A. Subramanyam                                 | Non- Executive Promoter Director   | 7   | Yes                       | --   | 1      | --   | --     |
| Mr. P.Venkateswara Rao                             | Non - Executive Promoter Director  | 7   | Yes                       | --   | 1      | --   | --     |
| Mr. M.Srinivas                                     | Non-Executive Independent Director | 5   | Yes                       | --   | --     | --   | --     |
| Mr. P Shyam Sunder Rao                             | Non-Executive Independent Director | 7   | Yes                       | --   | 3      | 2  | --     |
| Dr. K.V. Appa Rao                                  | Non-Executive Independent Director | 4   | Yes                       | --   | 2      | --   | --     |
| Dr.Surya Prakash Gulla                             | Non-Executive Independent Director | 1   | Yes                       | --   | --     | --   | --     |
| Mr. C.Vasant Kumar Roy                             | Non-Executive Independent Director | 1   | No                        | --   | 2      | --   | --     |

Note \*

- 1) In accordance with Clause 49, membership/ chairmanship of only Audit Committee, Shareholders/Investors Grievance Committee of all Companies has been considered.
- 2) Mr. Subramanyam Adivishnu and Mr Venkateswara Rao Pattabhi have resigned as Wholetime Director of the Company w.e.f 31<sup>st</sup> August 2014. However they are associated with the Company as Non-Executive Promoter Directors of the Company

### BOARD COMMITTEES

#### 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 Clause 49 of the Listing Agreement.

During the financial year 2014-15, Six meetings of the Audit Committee were held on 29<sup>th</sup> May 2014, 08<sup>th</sup> August 2014, 02<sup>nd</sup> September 2014, 30<sup>th</sup> October 2014, 12<sup>th</sup> February 2015 and 02<sup>nd</sup> March 2015

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 2014-2015 |
|---|-------------------------|---|
| Mr. P.ShyamSunder Rao,<br>Independent Non Executive Director  | Chairman                | 6   |
| Mr. M.Srinivas,<br>Independent Non Executive Director         | Member                  | 5   |
| Dr.K.V.Appa Rao,<br>Independent Non Executive Director        | Member                  | 4   |
| Dr.Surya Prakash Gulla,<br>Independent Non Executive Director | Member                  | 1   |
| Mr. C.Vasanth Kumar Roy, Independent Non Executive Director   | Member                  | 0   |

### Powers and Terms of reference

The Power and terms of reference of the Audit Committee are as mentioned in Clause 49 of the Listing Agreement with the Stock Exchange as amended from time to time read with Section 177 of the Companies Act, 2013.

### Nomination & Remuneration Committee

#### Terms of Reference

The Power and terms of reference of the Nomination and Remuneration Committee are as mentioned in Clause 49 of the Listing Agreement with the Stock Exchange as amended from time to time 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 177 of the Companies Act, 2013 and Clause 49 of the listing Agreement.

2 meeting of the Nomination & Remuneration Committee was held during the financial year 2014-2015. The date on which the said meetings were held are as follows: 02<sup>nd</sup> September 2014 & 02<sup>nd</sup> March, 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 2014-2015 |
|---|-------------------------|---|
| Mr.P.ShyamSunder Rao,<br>Independent Non Executive Director   | Chairman                | 2   |
| Mr. M.Srinivas,<br>Independent Non Executive Director         | Member                  | 2   |
| Dr.K.V.Appa Rao,<br>Independent Non Executive Director        | Member                  | 0   |
| Dr.Surya Prakash Gulla,<br>Independent Non Executive Director | Member                  | 0   |
| Mr. C.Vasanth Kumar Roy, Independent Non Executive Director   | Member                  | 0   |



## **Nomination, Remuneration and Board Evaluation Policy**

The Company has formulated a Nomination, Remuneration and Board Evaluation Policy as per the provisions of Companies Act 2013 and Clause 49 of the Listing Agreement 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, the appointment of KMP (other than Managing / Whole Time Director) or Senior Management, the Managing Director is authorised 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 Act and Rules made thereunder and the Clause 49, 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 Act or under any other applicable Act, Rules and Regulations thereunder 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 / Wholetime 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 authorised to decide the remuneration of KMP (other than Managing / Wholetime 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 Act 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 Act and the Clause 49, 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 & Clause 49 of the Listing Agreement, 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.

Pursuant to the report/feedback on the evaluation as carried out by the Nomination and Remuneration Committee, 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 made recommendations for the appointment/re-appointment/Increase in Remuneration of the Directors

#### **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 12th February, 2015, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Clause 49 of the Listing Agreement. 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 as on 15<sup>th</sup> April 2015 was as under:

1. J.Sudha Rani - Whole Time Director
2. Pooja Jain - Company Secretary
3. Rajeev CH. - Asst.General Manger - HR
4. Akhila - Sr.Executive - 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 2015 are as follows:**  
(Amount in Lakhs.)

| Name                   | Salary | Perquisites & Other benefits | Performance Bonus/Commission | E.L.'s & Gratuity | Sitting Fees | Total |
|------------------------|--------|------------------------------|------------------------------|-------------------|--------------|-------|
| J. Lakshmana Rao       | 41.40  | 24.26                        | -                            | -                 | -            | 65.66 |
| J. Sudha Rani          | 42.00  | 8.18                         | -                            | -                 | -            | 50.18 |
| A. Subramanyam         | -      | -                            | -                            | -                 | -            | -     |
| P.Venkateswara Rao     | -      | -                            | -                            | --                | -            | -     |
| M.Srinivas             | -      | -                            | -                            | -                 | -            | -     |
| P. Shyam Sunder Rao    | -      | -                            | -                            | -                 | 0.55         | 0.55  |
| K.V. Appa Rao          | -      | -                            | -                            | -                 | 0.30         | 0.30  |
| Dr.Surya Prakash Gulla | -      | -                            | -                            | -                 | 0.05         | 0.05  |
| C. Vasantkumar Roy     | -      | -                            | -                            | -                 | -            | -     |

Shareholding of the Directors of the Company as on 31<sup>st</sup> March 2015

| Name                   | No of Shares | % of Share Capital |
|------------------------|--------------|--------------------|
| J. Lakshmana Rao       | 43571        | 0.93               |
| A.Subramanyam          | 263018       | 5.59               |
| P.Venkateswara Rao     | 45646        | 0.97               |
| J. Sudha Rani          | 394642       | 8.38               |
| M Srinivas             | 49518        | 1.05               |
| P Shyam Sunder Rao     | 480          | 0.01               |
| K.V. Appa Rao          | 51435        | 1.09               |
| Dr.Surya Prakash Gulla | 980          | 0.02               |
| C.Vasant Kumar Roy     | 0            | 0.00               |

As on 31<sup>st</sup> March 2015, the following directors hold fully convertible warrants

| Name             | No of fully Convertible Warrants |
|------------------|----------------------------------|
| J. Lakshmana Rao | 2,00,000                         |
| A.Subramanyam    | 90,000                           |
| K.V. Appa Rao    | 30,000                           |



### Stakeholder's Relationship Committee

The Committee was renamed from "Shareholders/Investors Grievance Committee" to "Stakeholder's Relationship Committee"

The Composition of the "Stakeholder's Relationship Committee" as on 31<sup>st</sup> March, 2015 was as under:

| Name & Category   | Whether Chairman/Member |
|---|-------------------------|
| Mr.P.ShyamSunder Rao,<br>Independent Non Executive Director   | Chairman                |
| Mr.M.Srinivas,<br>Independent Non Executive Director          | Member                  |
| Dr.K.V.Appa Rao,<br>Independent Non Executive Director        | Member                  |
| Dr.Surya Prakash Gulla,<br>Independent Non Executive Director | Member                  |
| Mr.C.Vasanth Kumar Roy,<br>Independent Non Executive Director | Member                  |

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 approves Share Transfer and Issue of Share Certificates. The Status of Complaint is also reported to the Board of Directors. During the year 2014-2015, 10 complaints were received, 10 complaints were resolved and NIL complaints were pending as on 31<sup>st</sup> March 2015.

### Details of Annual/Extraordinary General Meetings:

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

| YEAR                | LOCATION   | DATE                | TIME       |
|---------------------|--|---------------------|------------|
| 2011- 2012<br>(AGM) | Swagath-De- Royal Hotel, No.2-36, Kothaguda X Roads, Kondapur, Cyberabad, Hyderabad-500081.                | 22nd September 2012 | 11.30 a.m  |
| 2012-13<br>(AGM)    | Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033. | 20th September 2013 | 11:00a.m   |
| 2013-14<br>(EGM)    | Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033. | 12th February 2014  | 11:00 am   |
| 2013-14<br>(AGM)    | Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033. | 30th September 2014 | 12:00 Noon |

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 this Annual General Meeting.

During the financial year 2014-15, the Company has conducted One Postal Ballot in accordance with Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules 2014. The Board of Directors approved the Postal Ballot Notice dated 02<sup>nd</sup> March 2015 containing the following two special resolutions for the approval of the Members, which were passed with requisite majority and the results thereof were announced on April 13, 2015 (after the balance sheet date).



| Special Resolution  | Total No of Valid Votes | Total No of Invalid Votes | Votes (Percentage) |             |
|---|-------------------------|---------------------------|--------------------|-------------|
|   |                         |                           | In Favour          | Against     |
| Re-Appointment/Increase in Remuneration of Mrs. J Sudha Rani, Whole Time Director | 1902143                 | 49                        | 1902134<br>(100%)  | 9<br>(0.0%) |
| Issue of Securities under Employees Stock Option Scheme (ESOS)                    | 1902143                 | 49                        | 1902134<br>(100%)  | 9<br>(0.0%) |

### 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.

The necessary disclosures of related party transactions are provided in the Notes to the Accounts. None of the transactions with any of the related parties were in conflicts with the interest of the Company.

- (b) Details of non-compliance by the Company, penalties, 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 behaviour, 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 .

- (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 Clause 49.

### Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

### Other 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 dematerialised form (held with Depositories). The audit report is being submitted on quarterly basis to the Stock Exchanges.

- b) Familiarisation Programme

In accordance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges and the provisions of Companies Act 2013, the Company familiarises 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 familiarisation programme of the Company

is uploaded on the Company’s website and is available at <http://www.moldtekindia.com/Samples/Familiarization%20program%20for%20IDs%20-%20MTTL.pdf>

**c) Code of Conduct for Prohibition of Insider Trading**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations 1992, the Company had adopted a Code of Conduct for Prevention of Insider Trading Practices for its Directors and designated employees. The said Code laid down guidelines, which included procedures to be followed, and disclosures to be made while dealing in the shares of the Company.

However, 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 January 15,2015. 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 May 15, 2015. It provides for pre-clearance of trades above certain thresholds and trading restrictions on the 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. This Code has been uploaded on the Company’s website and is available at <http://www.moldtekindia.com/Samples/Schedule-A.pdf>

**d) Code of conduct for the Board of Directors & Senior Management Personnel**

During the financial year 2014-15, the Company has revised its Code of Conduct for the Board of Directors & Senior Management Personnel of the Company, as per the provisions of Clause 49 of the Listing Agreement. The said code has been posted on the Company’s website and is available at URL: <http://www.moldtekindia.com/Samples/Code%20of%20Conduct%20as%20per%20revised%20Clause%2049%20of%20the%20Listing%20agreement.pdf>

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.

**e) CEO/CFO Certification**

The Chairman & Managing Director and Whole Time Director of your Company have issued necessary certificate pursuant to the provisions of Clause 49 of the Listing Agreement and forms part of the Annual Report.

**Management Discussion and Analysis**

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

**Means of communication:**

Financial results are published by the Company in the prescribed format in Business Standard and Andhra Prabha newspapers within 48 hours of approval by the Board.

**General Shareholder Information**

| <b>31st Annual General Meeting</b> |   |
|------------------------------------|---|
| <b>Date and Time</b>               | 28th September, 2015. At 12.00.Noon   |
| <b>Venue</b>                       | Best Western Jubilee Ridge, Plot.No.38 & 39, Kavuri Hills, Road.No.36, Jubilee hills, Hyderabad – 500033. |



## Financial Calendar (2014-2015)

The Financial year of the Company is 1<sup>st</sup> April to 31<sup>st</sup> March. For the year ending 31<sup>st</sup> March, 2016 quarterly un-audited / annual audited results shall be announced as follows :

| Financial reporting for                                    | Proposed Date                    |
|--|----------------------------------|
| Unaudited Results for the Quarter ending : 30th June, 2015 | On or before 14th August 2015    |
| 30th September, 2015                                       | On or before 14th November, 2015 |
| 31st December, 2015  | On or before 14th February 2015  |
| Audited Results for the year ended : 31st March, 2016      | On or before 30th May 2016       |

|                          |   |
|--------------------------|---|
| Book Closure date        | 22nd September 2015 to 28th September 2015 (both days inclusive)                                  |
| Registered Office        | Plot No.700, Door No.8-2-293/82/A/700, Road No.36, Jubilee Hills, Hyderabad – 500 034, Telangana. |
| Listing of Equity Shares | The Bombay Stock Exchange Limited (BSE)   |
| Listing Fees             | Listing fee has been paid to Bombay Stock Exchange till the year 2015-2016                        |
| Stock Code               | 526263  |
| ISIN                     | INE835B01027  |
| 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 2014     | 42.50  | 34.70  | 2,48,039            |
| May 2014       | 43.50  | 34.05  | 2,41,953            |
| June 2014      | 44.55  | 36.50  | 3,85,033            |
| July 2014      | 44.80  | 38.10  | 2,35,174            |
| August 2014    | 72.10  | 40.60  | 8,72,216            |
| September 2014 | 153.95 | 66.90  | 12,60,463           |
| October 2014   | 180.25 | 133.15 | 8,75,169            |
| November 2014  | 189.45 | 145.75 | 3,29,316            |
| December 2014  | 168.00 | 110.15 | 2,41,275            |
| January 2015   | 149.00 | 114.00 | 3,12,394            |
| February 2015  | 168.00 | 125.50 | 2,56,244            |
| March 2015     | 232.00 | 146.00 | 5,54,928            |

**Investors' Correspondence / Registrar & Share Transfer Agent****M/s XL Softech Systems Limited**

3, Sagar Soceity, Road No 2,

Hyderabad – 500 034,

Tel : 91 40 2354 5913/14/15

Fax : 91 40 2355 3214

Email : xlfield@gmail.com.

Shareholding pattern as on 31<sup>st</sup> March, 2015

| Category                       | No of Shares held | Percentage of Shareholding |
|--------------------------------|-------------------|----------------------------|
| Promoters                      | 23,26,734         | 49.41                      |
| Foreign Institutional Investor | 94,243            | 2.00                       |
| Private Bodies Corporate       | 3,15,867          | 6.71                       |
| Indian Public                  | 19,00,514         | 40.36                      |
| NRI/OCB's                      | 64,174            | 1.36                       |
| Clearing Members               | 7,524             | 0.16                       |
| Total                          | 47,09,056         | 100.00                     |

Distribution of shareholders as on 31<sup>st</sup> March, 2015

| Slab of Share holding | No.of Shareholders | % to Total Holding | Amount in Rs.   | % to Total    |
|-----------------------|--------------------|--------------------|-----------------|---------------|
| Upto - 5000           | 4880               | 92.11              | 3587310         | 7.62          |
| 5001 - 10000          | 159                | 3.00               | 1270390         | 2.70          |
| 10001 - 20000         | 99                 | 1.87               | 1451380         | 3.08          |
| 20001 - 30000         | 34                 | 0.64               | 865910          | 1.84          |
| 30001 - 40000         | 20                 | 0.38               | 730360          | 1.55          |
| 40001 - 50000         | 11                 | 0.21               | 506070          | 1.07          |
| 50001 - 100000        | 31                 | 0.59               | 2209870         | 4.69          |
| 100001 and above      | 64                 | 1.21               | 36469270        | 77.44         |
| <b>TOTAL</b>          | <b>5298</b>        | <b>100.00</b>      | <b>47090560</b> | <b>100.00</b> |

**Share Transfer System:**

All the applications regarding physical transfer, transmission, splitting of share certificates, dematerialisation and rematerialisation are processed periodically by the Registrar and Share Transfer Agents, and the same are approved by Stakeholders Relationship Committee periodically depending on the volume of transfers. In case of shares held in electronic form, the transfers are processed by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through their respective Depository Participants. Share Certificates are dispatched back /credited to the respective Depository Accounts of the allottees within the time prescribed under the Listing Agreement/SEBI Guidelines. The Company obtains from a Company Secretary in practice certificate of compliance with the share transfer formalities as required under Clause 47 (c) of the Listing Agreement and files a copy of the same on half yearly basis with the Stock Exchanges.

**Dematerialization of Shares**

As on 31<sup>st</sup> March, 2015, 46,32,938 Equity Shares of Rs.10/- each aggregating to 98.38% are being held with NSDL & CSDL in demat form of the paid up capital & the rest 76,118 aggregating to 1.62% are in physical form.

ADR/GDR holding is Nil



## Equity Shares in the Suspense Account

In terms of Clause 5A(I) and Clause 5A(II) of the Listing Agreement, 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, 2014                         | 394                    | 45,703                  | ---                    | ----                    |
| Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year | 6                      | 168                     | ---                    | ----                    |
| 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, 2015                        | 388                    | 45,535                  | ---                    | ----                    |

### Declaration under Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and the Senior Management personnel have confirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2015.

**J Lakshmana Rao**  
Chairman & Managing Director

Hyderabad  
Dt-31<sup>st</sup> August, 2015

### Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

The Board of Directors

#### **Mold –Tek Technologies Limited**

We certify that:

- a. We have reviewed the financial statements, read with the cash flow statement of Mold –Tek Technologies Limited (the Company) for the year ended 31<sup>st</sup> March, 2015 and to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
  - ii. these statements together present a true and fair view of Company's affair 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 Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
- c. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting;
- d. We have disclosed to the Company' Auditors and the Audit Committee of the Company's Board of

Directors deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

- e. We have indicated to the Auditors and the Audit Committee:
- i) significant changes in the Company's internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
  - iii) instances of significant fraud of which we have become aware and involvement therein if any of management or other employees having a significant role in the Company's internal control system over financial reporting.



**J Sudha Rani**  
Whole Time Director



**J Lakshmana Rao**  
Chairman & Managing Director

**Place:** Hyderabad  
**Date:** 31<sup>st</sup> August, 2015

Ashish Kumar Gaggar  
Company Secretary in Practice

# Flat No.201, IInd Floor, Lake View Towers, Safari  
Nagar, Near Hitech City, Kothaguda, Kondapur, Hyderabad – 500084 M: 98492 23007 Ph: 040-64557764,  
email: ashishgaggar.pcs@gmail.com

## **Certificate on Corporate Governance**

The Members

### **Mold-Tek Technologies Limited**

I have examined the compliance of conditions of Corporate Governance by Mold-Tek Technologies Limited for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India. 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 generally complied with the conditions of Corporate Governance as stipulated in the above-referred Listing Agreement. I am informed that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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 : 31st August, 2015



## 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**, which comprise the Balance Sheet as at 31st March, 2015, 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, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, and its profit/loss and its cash flows for the year ended on that date.

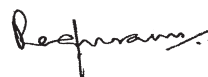


### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 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 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 35 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 32 to the Financial Statements.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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



**Sri Raghuram Praturi**  
Partner  
Membership No. 221770

Place: Hyderabad  
Date: 19<sup>th</sup> May, 2015

### Annexure 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 2015, 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 31<sup>st</sup> March, 2015.
- During the year, we are informed that the company has not disposed of a substantial part of its fixed assets.



(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 as certified by management and is suitably accounted.

(iii) a) 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.

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.

(iv) a) In our opinion and according to the information and explanations given to us, there exist adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods.

b) Certain areas /procedures and control weaknesses identified during the course of internal/statutory audit and other reviews need to be considered for improvement and up-gradation to better levels.

c) While we have not observed any continuing failure of intent to correct identified weaknesses in internal controls during the course of our audit, observations made need to be comprehensively addressed and rectified.

(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.

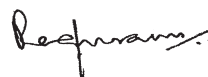
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

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:

| 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><br>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                           |

- c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- (viii) In our opinion, there are no accumulated losses of the Company and therefore disclosure of the same is not applicable. The Company has not incurred cash losses during the financial year covered by our audit.
- (ix) In our opinion and according to the information and explanation, there are no defaults on dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion, the Company did not have any term loans outstanding during the year.
- (xii) 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.

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



**Sri Raghuram Praturi**  
Partner  
Membership No. 221770

Hyderabad  
19<sup>th</sup> May, 2015



# MOLD-TEK TECHNOLOGIES LIMITED

## Balance Sheet as at 31st March, 2015

₹'000

|   | Notes | As at 31st March |                 |
|---|-------|------------------|-----------------|
|   |       | 2015             | 2014            |
| <b>I. EQUITY AND LIABILITIES</b>                    |       |                  |                 |
| <b>1. SHAREHOLDERS' FUNDS</b>                       |       |                  |                 |
| Share Capital                                       | 3     | 4,70,91          | 4,68,83         |
| Money received against share warrants               |       | 46,80            | 46,80           |
| Reserves & Surplus                                  | 4     | 18,85,93         | 16,97,11        |
| <b>2. SHARE APPLICATION MONEY PENDING ALLOTMENT</b> |       | -                | -               |
| <b>3. NON-CURRENT LIABILITIES</b>                   |       |                  |                 |
| Long-term borrowings                                | 5     | 28,14            | 19,38           |
| Other Long-term Liabilities                         | 6     | 12,62            | 24,37           |
| Long-term provisions                                | 7     | 1,08,27          | 18,21           |
| Deferred tax liabilities (Net)                      | 8     | 59,83            | 1,26,17         |
| <b>4. CURRENT LIABILITIES</b>                       |       |                  |                 |
| Short-term borrowings                               | 9     | 6,32,17          | 5,78,91         |
| Trade Payables                                      | 10    | 1,13,15          | 77,74           |
| Other Current Liabilities                           | 11    | 2,46,90          | 2,55,19         |
| Short-term provisions                               | 12    | 2,47,41          | 58,12           |
| <b>Total</b>  |       | <b>38,52,13</b>  | <b>33,70,83</b> |

|                              |    |                 |                 |
|------------------------------|----|-----------------|-----------------|
| <b>II. ASSETS</b>            |    |                 |                 |
| <b>1. NON-CURRENT ASSETS</b> |    |                 |                 |
| Fixed Assets                 |    |                 |                 |
| Tangible Assets              | 13 | 16,70,40        | 17,68,87        |
| Intangible Assets            | 13 | 1,00,03         | 1,71,98         |
| Capital Work-in-Progress     |    | -               | -               |
| Leasehold building           | 13 | 17,99           | -               |
| Non-current investments      | 14 | 24,59           | 24,59           |
| Long-term loans & Advances   | 15 | 68,87           | 63,79           |
| Other Non-Current Assets     | 16 | 8,30            | 9,64            |
| <b>2. CURRENT ASSETS</b>     |    |                 |                 |
| Current Investments          |    | -               | -               |
| Inventories                  | 17 | 1,86,21         | 121,95          |
| Trade Receivables            | 18 | 15,51,68        | 10,69,51        |
| Cash and cash equivalents    | 19 | 21,13           | 17,82           |
| Short-term loans & Advances  | 20 | 1,59,52         | 1,11,89         |
| Other Current Assets         | 21 | 43,41           | 10,79           |
| <b>TOTAL</b>                 |    | <b>38,52,13</b> | <b>33,70,83</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 Praturi**

Partner

Membership No. 221770

Hyderabad. 19th May 2015

for and on behalf of the Board of Directors



**A.SUBRAHMANYAM**

Director

DIN: 00654046



**J. LAKSHMANA RAO**

Chairman & Managing Director

DIN: 00649702



**J. SUDHA RANI**

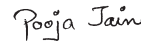
Whole Time Director

DIN: 02348322



**S. DURGAPRASAD**

Chief Financial Officer



**POOJA JAIN**

Company Secretary

Mem No.: A38224



**MOLD - TEK TECHNOLOGIES LIMITED**  
Statement of Profit and Loss for the year ended 31st March, 2015

₹'000

|   | Notes | As at 31st March |                 |
|---|-------|------------------|-----------------|
|   |       | 2015             | 2014            |
| <b>INCOME</b>   |       |                  |                 |
| Domestic sales  | 22    | 89,94            | 67,10           |
| Export sales  |       | 39,88,02         | 33,95,05        |
| Other income  | 23    | 1,29,05          | (25,65)         |
| Changes in work-in-process                              | 24    | 64,26            | (12,43)         |
| <b>TOTAL</b>  |       | <b>42,71,27</b>  | <b>34,24,07</b> |
| <b>EXPENDITURE</b>                                      |       |                  |                 |
| Employees remuneration & benefits                       | 25    | 24,48,54         | 20,57,16        |
| Selling & distribution expenses                         | 26    | 13,11            | 16,32           |
| Other expenses  | 27    | 6,07,23          | 5,83,48         |
| Interest & financial charges                            | 28    | 77,33            | 1,02,54         |
| Provision for bad debts & back charges                  |       | 1,26,54          | 82,48           |
| Preliminary & defferred expenses written off            | 29    | 3,07             | 15,23           |
| Depreciation  | 13    | 2,37,40          | 2,52,08         |
| <b>TOTAL</b>  |       | <b>35,13,22</b>  | <b>31,09,09</b> |
| <b>Profit before prior period adjustments &amp; tax</b> |       | <b>7,58,05</b>   | <b>3,14,77</b>  |
| Provision for taxation for the year                     |       | 1,69,89          | 1,17,89         |
| <b>Profit After Tax</b>                                 |       | <b>5,88,16</b>   | <b>1,96,89</b>  |
| Extraordinary items & prior period adjustments          |       | 76,17            | -               |
| <b>Profit Transferred to Balance sheet</b>              |       | <b>5,11,99</b>   | <b>1,96,89</b>  |
| Earning Per Share                                       |       |                  |                 |
| - Basic (₹)   |       | 10.87            | 4.20            |
| - Diluted (₹)   |       | 9.64             | 4.17            |

Per our report of even date

**Praturi & Sriram**

Chartered Accountants

Firm Registration No. 002739S

*Praturi & Sriram*

**Sri Raghuram Praturi**

Partner

Membership No. 221770

Hyderabad. 19th May 2015

for and on behalf of the Board of Directors

*A. Subrahmanyam*

**A.SUBRAHMANYAM**

Director

DIN: 00654046

*J. Lakshmana Rao*

**J. LAKSHMANA RAO**

Chairman & Managing Director

DIN: 00649702

*J. Sudha Rani*

**J. SUDHA RANI**

Whole Time Director

DIN: 02348322

*S. Durgaprasad*

**S. DURGAPRASAD**

Chief Financial Officer

*Pooja Jain*

**POOJA JAIN**

Company Secretary

Mem No.: A38224

**MOLD-TEK TECHNOLOGIES LIMITED**  
**Cash Flow Statement for the year ended 31st March, 2015**

₹'000

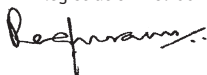
|   | For the year ended 31st March |           |
|---|-------------------------------|-----------|
|   | 2015                          | 2014      |
| <b>A. CASH FLOW FROM OPERATIONS</b>                             |                               |           |
| Net profit as per Statement of Profit and Loss                  | 6,81,88                       | 3,14,77   |
| Adjustment for  |                               |           |
| Depreciation  | 2,37,40                       | 2,52,09   |
| Preliminary expenses & deferred expenses                        | 3,07                          | 15,23     |
| Interest paid   | 77,33                         | 3,17,80   |
| Operating profit before working capital changes                 | 9,99,68                       | 6,84,63   |
| Adjustment for  |                               |           |
| Trade and other receivables                                     | (4,82,17)                     | (1,99,92) |
| Work-in-process   | (64,27)                       | 12,43     |
| Trade payables & other liabilities (Including derivatives loss) | 2,94,74                       | (97,89)   |
| Advances/receivables  | (86,72)                       | (3,38,42) |
| Cash generated from operations                                  | 6,61,26                       | 5,70      |
|   |                               | (2,79,68) |
| Differed Tax Adjustment   | (66,34)                       | (66,34)   |
| Cash generated from operations                                  | 5,94,92                       | 4,04,95   |
|   |                               | 4,04,95   |
| <b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>                  |                               |           |
| Purchase of fixed assets  | (2,02,38)                     | (80,97)   |
| Sale of fixed assets  | 3,63                          | 5,07      |
| Capital work-in-progress and pending capitalisation             | 0                             | (1,98,75) |
|   | 3,96,17                       | 0         |
|   |                               | (75,90)   |
|   |                               | 3,29,05   |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                   |                               |           |
| Capital reserve   | 0                             | 0         |
| Share capital   | 2,08                          | 0         |
| Share application money   | 0                             | 46,80     |
| Share premium   | 12,45                         | 0         |
| Employee stock option scheme                                    | (13,62)                       | (1,96)    |
| Provision for taxation  | (1,69,89)                     | (1,17,89) |
| Provision for proposed dividend                                 | (79,64)                       | (37,51)   |
| Additions/ repayment of secured loans                           | 62,02                         | (62,32)   |
| Interim dividend paid   | (94,18)                       | (54,85)   |
| Provision for corporate dividend tax                            | (34,75)                       | (6,37)    |
| Interest paid   | (77,33)                       | (1,02,54) |
| Prior period & extraordinary items                              | 0                             | 0         |
|   | (3,92,86)                     | (3,36,64) |
| <b>Net increase / (decrease) in cash &amp; cash equivalents</b> | 3,31                          | (7,59)    |
| <b>D. Opening Balance of Cash &amp; Cash equivalents</b>        | 17,82                         | 25,41     |
| <b>E. Closing Balance of Cash &amp; Cash equivalents</b>        | 21,13                         | 17,82     |

Per our report of even date

**Praturi & Sriram**

Chartered Accountants

Firm Registration No. 002739S


**Sri Raghuram Praturi**

Partner

Membership No. 221770

Hyderabad, 19th May 2015

for and on behalf of the Board of Directors


**A.SUBRAHMANYAM**

Director

DIN: 00654046


**S. DURGAPRASAD**

Chief Financial Officer



**J. LAKSHMANA RAO**

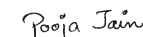
Chairman &amp; Managing Director

DIN: 00649702

**J. SUDHA RANI**

Whole Time Director

DIN: 02348322


**POOJA JAIN**

Company Secretary

Mem No.: A38224



## 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.
- c. 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 that has accumulated at the Balance sheet date. Expenses on non-accumulating leaves is recognized in the period in which the absences occur.

#### **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 yearend 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 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 is neither disclosed nor recognized in the books.

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

Preliminary and deferred 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<br>March 31, 2015 | As at<br>March 31, 2014 |
|--|-------------------------|-------------------------|
| <b>a. Authorised:</b>  |                         |                         |
| 1,30,00,000 equity shares of ₹10 each<br>(March 31, 2014: 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>b. Issued, Subscribed and Paid up</b>   |                         |                         |
| 47,09,056 equity shares of ₹10 each<br>(March 31, 2014: 46,88,306 equity shares of ₹10 each)     | 4,70,91                 | 4,68,83                 |
|  | <b>4,70,91</b>          | <b>4,68,83</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.



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

|  | As at March 31, 2015 |             | As at March 31, 2014 |             |
|--|----------------------|-------------|----------------------|-------------|
|  | Number               | ₹           | Number               | ₹           |
| Shares outstanding at the beginning of the year                | 46,88,306            | 4,68,83,060 | 46,88,306            | 4,68,83,060 |
| Add: Shares Issued on exercise of Employee Stock Option Scheme | 20,750               | 2,07,500    | -                    | -           |
| Shares Issued on exercise of warrants by preferential offer    | -                    | -           | -                    | -           |
| Shares outstanding at the end of the year                      | 47,09,056            | 4,70,90,560 | 46,88,306            | 4,68,83,060 |

**Details of share holders holding more than 5 percents**

| Name of Shareholder        | As at 31 March 2015 |        | As at 31 March 2014 |        |
|----------------------------|---------------------|--------|---------------------|--------|
|                            | No. of Shares       | % Held | No. of Shares       | % Held |
| Mold-Tek packaging Limited | 4,23,433            | 8.99   | 4,23,433            | 9.03   |
| Janumahanti Sudha Rani     | 3,94,642            | 8.38   | 3,94,642            | 8.42   |
| A Subrahmanyam             | 2,63,018            | 5.59   | 2,63,018            | 5.61   |
| Navya Mythri               | 2,46,548            | 5.24   |                     |        |
| TOTAL                      | 13,27,641           | 28.20  | 10,81,093           | 23.06  |

**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.

1,15,925 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.

|  | As at 31 March |        |
|--|----------------|--------|
|  | 2015           | 2014   |
| Options Outstanding, beginning of the year | 38,300         | 43,475 |
| Add: Granted                               | 115,925        | -      |
| Less: Exercised                            | 20,750         | -      |
| Less: Forfeited                            | 15,275         | 5,175  |
| Options Outstanding, end of the year       | 1,18,200       | 38,300 |

The Discount value (₹42) of Option 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.

During the year 15,275 unexercised options granted to employees have lapsed who have left the company during vesting period. The compensation amount charged off earlier pertaining to such lapsed options along with unamortized deferred employee compensation have been accordingly reversed.

## 4. RESERVES &amp; SURPLUS

₹'000

|   | As at 31 <sup>st</sup> March |                 |           |                 |
|---|------------------------------|-----------------|-----------|-----------------|
|   | 2015                         |                 | 2014      |                 |
| <b>1. Securities Premium</b>                |                              |                 |           |                 |
| Opening Balance                             | 11,06,30                     |                 | 11,06,30  |                 |
| Add: During the Year                        | 12,45                        | 11,18,75        | -         | 11,06,30        |
| <b>2. General Reserve</b>                   |                              |                 |           |                 |
| Opening Balance                             | 1,27,38                      |                 | 1,07,69   |                 |
| Add: Transfer from Profit for the year      | 51,20                        | 1,78,58         | 19,69     | 1,27,38         |
| <b>3. Capital Reserve</b>                   |                              | 3,17,01         |           | 3,17,01         |
| <b>4. Share Options Outstanding Account</b> |                              |                 |           |                 |
| Opening Balance                             | 14,63                        |                 | 16,59     |                 |
| Add: Current Year Transfer                  | -                            |                 | 1,67      |                 |
| Less: Written back in current year          | 13,63                        | 1,00            | 3,63      | 14,63           |
| <b>5. Surplus</b>                           |                              |                 |           |                 |
| Opening Balance                             | 1,31,80                      |                 | 1,79,50   |                 |
| Less: Fixed Asset Adjustment                | (1,13,44)                    |                 | -         |                 |
| Less: Deferred Tax Liability                | -                            |                 | (1,26,17) |                 |
| Add: Profit/(Loss) for the year             | 5,11,99                      | 5,30,35         | 1,96,89   | 2,50,22         |
| <b>Less: Appropriations</b>                 |                              |                 |           |                 |
| a. Interim dividend                         | 94,18                        |                 | 46,88     |                 |
| b. Proposed final dividend                  | 79,63                        |                 | 37,51     |                 |
| c. Tax on Dividend                          | 34,75                        |                 | 14,34     |                 |
| d. General Reserve                          | 51,20                        | 2,59,76         | 19,69     | 1,18,42         |
| <b>TOTAL</b>                                |                              | <b>18,85,93</b> |           | <b>16,97,11</b> |

During the year, in compliance with Schedule II of Companies Act 2013, assets with nil useful life, valuing ₹ 113.44 Lakhs have been identified and the same has been adjusted to reserves and surplus account.

During the year Board of Directors at their meeting held on 15<sup>th</sup> April 2015 has declared an interim dividend of ₹ 2.0 per equity share and the Board of Directors at their Meeting held on May 19, 2015 has recommended a final dividend of ₹ 1.50 per equity share.

## 5. LONG TERM BORROWINGS

₹'000

|                          | As at 31 <sup>st</sup> March 2015 |               | As at 31 <sup>st</sup> March 2014 |               |
|--------------------------|-----------------------------------|---------------|-----------------------------------|---------------|
|                          | Non- Current                      | Other Current | Non- Current                      | Other Current |
| (i) Secured Loans        |                                   |               |                                   |               |
| - Term loan from Banks   | -                                 | -             | -                                 | 31,33         |
| - Hire Purchases Finance | 28,14                             | 8,96          | 19,38                             | 8,31          |
| <b>TOTAL</b>             | <b>28,14</b>                      | <b>8,96</b>   | <b>19,38</b>                      | <b>39,64</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" of the above, undivided share of 400 sq. yards and building of 8,258 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. 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.

**6. OTHER LONG TERM LIABILITIES**

₹'000

|                                   | As at 31 <sup>st</sup> March |              |
|-----------------------------------|------------------------------|--------------|
|                                   | 2015                         | 2014         |
| Rent Deposits                     | 8,10                         | 20,96        |
| Deposits Collected from Employees | 4,52                         | 3,41         |
| <b>TOTAL</b>                      | <b>12,62</b>                 | <b>24,37</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

|                     | As at 31 <sup>st</sup> March |              |
|---------------------|------------------------------|--------------|
|                     | 2015                         | 2014         |
| Gratuity (unfunded) | 1,05,59                      | 18,21        |
| Others              | 2,68                         |              |
| <b>TOTAL</b>        | <b>1,08,27</b>               | <b>18,21</b> |

a. During the year company has made a provision of ₹ 101.97 Lakhs towards current cost of Gratuity and settlements to the tune of ₹ 14.58 Lakhs have been made during the year which are adjusted against the opening provision of ₹ 18.21 Lakhs, which leaves a balance provision of ₹ 105.58 lakhs based on Actuarial Valuation.

b. 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 ₹ 126.17 Lakhs and resulted into Deferred Tax Asset ₹ 66.34 Lakhs for the current year, leaving a net liability of ₹ 59.83 Lakhs.

**9. SHORT TERM BORROWINGS**

₹'000

|                         | As at 31 <sup>st</sup> March |                |
|-------------------------|------------------------------|----------------|
|                         | 2015                         | 2014           |
| <b>a. Secured Loans</b> |                              |                |
| - Cash Credit           | - 6,32,17                    | - 5,78,91      |
| <b>Total</b>            | <b>6,32,17</b>               | <b>5,78,91</b> |

The Company during the year under review has the following facility from Banks: ₹'000

| Bank         | Nature of Borrowing<br>(Fund/ Non-Fund) | Limits as on 31 <sup>st</sup> March |                 | Balance as on 31 <sup>st</sup> March |                |
|--------------|---|-------------------------------------|-----------------|--------------------------------------|----------------|
|              |   | 2015                                | 2014            | 2015                                 | 2014           |
| ICICI        | Fund Based Limit                        | 6,50,00                             | 6,50,00         | 2,74,41                              | 5,78,91        |
| ICICI        | Non- fund Based Limit                   | 5,00,00                             | 5,00,00         | -                                    | -              |
| CITI         | Fund Based Limit                        | 7,50,00                             | -               | 3,50,00                              | -              |
| <b>Total</b> |   | <b>19,00,00</b>                     | <b>11,50,00</b> | <b>6,24,41</b>                       | <b>5,78,91</b> |

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

**10. TRADE PAYABLES**

₹'000

|                             | As at 31 <sup>st</sup> March |              |
|-----------------------------|------------------------------|--------------|
|                             | 2015                         | 2014         |
| Creditors for Expenses      | 77,45                        | 28,45        |
| Creditors for Capital Items | 35,70                        | 49,29        |
| <b>TOTAL</b>                | <b>113,15</b>                | <b>77,74</b> |

Creditor's balances are subject to confirmations and reconciliation.

**11. OTHER CURRENT LIABILITIES**

₹'000

|   | As at 31 <sup>st</sup> March |                |
|---|------------------------------|----------------|
|   | 2015                         | 2014           |
| Current maturities of long term debt                |                              |                |
| Term loans  | -                            | 31,33          |
| Hire purchase loans                                 | 8,96                         | 8,31           |
| Duties & Taxes                                      | 49                           | 25             |
| Unpaid Dividend                                     | 12,33                        | 12,16          |
| Outstanding Expenses Payable                        | 30,45                        | 19,90          |
| Advances from Clients                               | 2,00                         | -              |
| TDS Payable   | 10,80                        | 29,95          |
| Employee salaries, benefits & contributions Payable | 1,81,87                      | 1,53,29        |
| <b>TOTAL</b>  | <b>2,46,90</b>               | <b>2,55,19</b> |

**12. SHORT TERM PROVISIONS**

₹'000

|   | As at 31 <sup>st</sup> March |              |
|---|------------------------------|--------------|
|   | 2015                         | 2014         |
| Provision for Leave Encashment                | 38,84                        | 14,24        |
| Provision for proposed dividend & tax thereon | 2,08,57                      | 43,88        |
| <b>TOTAL</b>                                  | <b>2,47,41</b>               | <b>58,12</b> |

Total liability on actuarial valuation for leave encashment ₹ 38.84 lakhs has been provided for.

13. Fixed Assets

₹'000

| Particulars                       | GROSS BLOCK          |                             |                             | DEPRECIATION          |                      |                     |                | NET BLOCK                   |                       |                       |
|-----------------------------------|----------------------|-----------------------------|-----------------------------|-----------------------|----------------------|---------------------|----------------|-----------------------------|-----------------------|-----------------------|
|                                   | As on 1st April 2014 | Additions during the Period | Delations during the Period | As on 31st March 2015 | As on 1st April 2015 | Adj against reserve | For the Period | Delations during the Period | As on 31st March 2015 | As on 31st March 2014 |
| Land                              | 7,09,14              | -                           | -                           | 7,09,14               | -                    | -                   | -              | -                           | 7,09,14               | 7,09,14               |
| Building                          | 5,92,04              | -                           | -                           | 5,92,04               | 98,19                | -                   | 19,55          | -                           | 4,74,30               | 4,93,85               |
| Electrical Installations          | 2,19,35              | 55                          | -                           | 2,19,90               | 85,26                | 1,95                | 25,31          | -                           | 1,12,52               | 1,34,09               |
| Office Equipments                 | 2,04,65              | 31,15                       | -                           | 2,35,80               | 81,44                | 71,94               | 12,27          | -                           | 1,65,65               | 1,23,21               |
| Computers                         | 3,17,72              | 86,22                       | -                           | 4,03,94               | 2,26,35              | 24,60               | 48,38          | -                           | 2,99,33               | 1,04,61               |
| Furniture & fixtures              | 2,52,81              | 11,61                       | -                           | 2,64,42               | 79,52                | 78                  | 32,70          | -                           | 1,13,00               | 1,73,29               |
| Vehicles                          | 53,25                | 20,68                       | 6,96                        | 66,97                 | 9,67                 |                     | 7,23           | 3,33                        | 13,57                 | 43,58                 |
| <b>Total</b>                      | <b>23,48,96</b>      | <b>1,50,21</b>              | <b>6,96</b>                 | <b>24,92,21</b>       | <b>5,80,43</b>       | <b>99,27</b>        | <b>1,45,44</b> | <b>3,33</b>                 | <b>8,21,81</b>        | <b>17,68,53</b>       |
| <b>Intangible Assets</b>          |                      |                             |                             |                       |                      |                     |                |                             |                       |                       |
| Goodwill                          | 2,51,24              | -                           | -                           | 2,51,24               | 2,00,99              | -                   | 50,25          | -                           | 2,51,24               | 50,25                 |
| Software                          | 7,45,78              | 33,76                       | -                           | 7,79,54               | 6,24,05              | 14,17               | 41,29          | -                           | 6,79,51               | 1,21,73               |
| <b>Total</b>                      | <b>9,97,02</b>       | <b>33,76</b>                | <b>-</b>                    | <b>10,30,78</b>       | <b>8,25,04</b>       | <b>14,17</b>        | <b>91,54</b>   | <b>-</b>                    | <b>9,30,75</b>        | <b>1,71,98</b>        |
| <b>Leasehold Improvement</b>      |                      |                             |                             |                       |                      |                     |                |                             |                       |                       |
| Lease hold - Electrical           | -                    | 13,46                       | -                           | 13,46                 | -                    | -                   | 31             | -                           | 13,15                 | -                     |
| Lease hold - Furniture & Fixtures | -                    | 4,95                        | -                           | 4,95                  | -                    | -                   | 11             | -                           | 4,84                  | -                     |
| <b>Total</b>                      | <b>-</b>             | <b>18,41</b>                | <b>-</b>                    | <b>18,41</b>          | <b>-</b>             | <b>-</b>            | <b>42</b>      | <b>-</b>                    | <b>17,99</b>          | <b>-</b>              |
| <b>Grand Total</b>                | <b>33,45,98</b>      | <b>2,02,38</b>              | <b>6,96</b>                 | <b>35,41,40</b>       | <b>14,05,47</b>      | <b>1,13,44</b>      | <b>2,37,40</b> | <b>3,33</b>                 | <b>17,52,98</b>       | <b>19,40,51</b>       |
| <b>Previous Year</b>              | <b>32,75,34</b>      | <b>80,96</b>                | <b>10,33</b>                | <b>33,45,97</b>       | <b>11,58,65</b>      | <b>-</b>            | <b>2,52,08</b> | <b>5,27</b>                 | <b>14,05,46</b>       | <b>21,17,03</b>       |

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

|  | As at 31 <sup>st</sup> March |              |
|--|------------------------------|--------------|
|  | 2015                         | 2014         |
| Long Term Investments (unquoted)<br>(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

|                               | As at 31 <sup>st</sup> March |              |
|-------------------------------|------------------------------|--------------|
|                               | 2015                         | 2014         |
| Deposits to Government Bodies | 24,30                        | 28,46        |
| Capital Advances              | 30,00                        | 30,00        |
| Other Deposits                | 14,57                        | 533          |
| <b>TOTAL</b>                  | <b>68,87</b>                 | <b>63,79</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 |             |
|----------------------|------------------------------|-------------|
|                      | 2015                         | 2014        |
| Preliminary Expenses | -                            | 3,07        |
| Deferred Interest    | 8,30                         | 6,57        |
| <b>TOTAL</b>         | <b>8,30</b>                  | <b>9,64</b> |

**17. INVENTORY AND WORK IN PROGRESS**

Pertains to cost of contracted partial work completion values as at March 31, 2015 amounting to ₹ 1.86 Crores (March 31, 2014: ₹ 1.22 Crores) which are as certified by the management.

**18. TRADE RECEIVABLES**

₹'000

|                                     | As at 31 <sup>st</sup> March |                 |
|-------------------------------------|------------------------------|-----------------|
|                                     | 2015                         | 2014            |
| <b>Over Six Months</b>              |                              |                 |
| Considered Good                     | 2,17,84                      | 1,14,97         |
| Considered Doubtful                 | 39,27                        | 39,27           |
| <b>Others</b>                       |                              |                 |
| Considered Good                     | 13,33,84                     | 9,54,54         |
| <b>Provision for Doubtful Debts</b> | (39,27)                      | (39,27)         |
| <b>TOTAL</b>                        | <b>15,51,68</b>              | <b>10,69,51</b> |



- a. Trade receivables are subject to confirmations and reconciliations.
- b. Total receivables include ₹1487.47 Lakhs realizable in foreign currency of which ₹1160.04 Lakhs are receivable from company/s wholly owned subsidiaries.
- c. Receivables include balances of ₹105.35 lakhs in foreign currency are beyond 9 Months which is represented by management as being confident of recovering.
- d. Of the total receivables outstanding for more than 6 months ₹257.11 Lakhs, ₹197.34 Lakhs are realizable in foreign currency which includes ₹105.78 Lakhs receivable from wholly owned Subsidiaries.
- e. 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 ₹119.15 Lakhs (including receivables from subsidiaries ₹66.64 Lakhs) and ₹7.39 Lakhs receivable from domestic customers have been written off.

#### 19. CASH AND CASH EQUIVALENTS

₹'000

|                                  | As at 31 <sup>st</sup> March |              |
|----------------------------------|------------------------------|--------------|
|                                  | 2015                         | 2014         |
| Cash in hand                     | 81                           | 26           |
| Bank Current & Dividend Accounts | 20,32                        | 17,56        |
| <b>TOTAL</b>                     | <b>21,13</b>                 | <b>17,82</b> |

Bank balances include unpaid dividend of ₹12.41 lakhs pertaining to other share holders for earlier years.

#### 20. SHORT TERM LOANS AND ADVANCES

₹'000

|                                 | As at 31 <sup>st</sup> March |                |
|---------------------------------|------------------------------|----------------|
|                                 | 2015                         | 2014           |
| Advance Tax & TDS Receivable    | 53,19                        | 56,58          |
| Prepaid Expenses                | 35,10                        | 20,77          |
| Staff Advances                  | 59,06                        | 32,65          |
| Advance to Suppliers & Advances | 12,17                        | 1,89           |
| <b>TOTAL</b>                    | <b>1,59,52</b>               | <b>1,11,89</b> |

#### 21. OTHER CURRENT ASSETS

₹'000

|                            | As at 31 <sup>st</sup> March |              |
|----------------------------|------------------------------|--------------|
|                            | 2015                         | 2014         |
| Gratuity Fund              | 15,55                        | -            |
| Leave Encashment Fund      | 13,24                        | -            |
| Others (Investment Trust)* | 14,62                        | 10,79        |
| <b>TOTAL</b>               | <b>43,41</b>                 | <b>10,79</b> |

\*During the year company created a Mold-Tek Technologies Investment Trust as per scheme of Arrangement approved by the Hon'ble High Court of Andhra Pradesh vide its Order dated 25<sup>th</sup> July 2008. Other Current assets includes 37,520 Shares of Mold-Tek plastics 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 Hon'ble High Court of Andhra Pradesh.

During the year the company transferred the above shares and accumulated dividend there on to Mold-Tek Technologies Investment Trust.

**22. INCOME**

₹'000

|                | Year ended      |                 |
|----------------|-----------------|-----------------|
|                | 2015            | 2014            |
| Domestic Sales | 89,94           | 67,10           |
| Export Sales   | 39,88,02        | 33,95,05        |
| <b>TOTAL</b>   | <b>40,77,96</b> | <b>34,62,15</b> |

**23. OTHER INCOME**

₹'000

|                                      | Year Ended    |                |
|--------------------------------------|---------------|----------------|
|                                      | 2015          | 2014           |
| Foreign Exchange Gain                | 29,29         | 69,32          |
| Misc Income                          | 5,41          | 4,85           |
| Profit / (Loss) on Forward Contracts | 60,61         | (1,11,77)      |
| Rent Received                        | 33,74         | 11,95          |
| <b>TOTAL</b>                         | <b>129,05</b> | <b>(25,65)</b> |

Foreign Exchange Gain mostly pertains to the fluctuation in the currency rates between billing and realization covered under forwards.

**24. CHANGES IN WORK-IN-PROCESS**

₹'000

| Particulars                | Year ended   |                |
|----------------------------|--------------|----------------|
|                            | 2015         | 2014           |
| <b>(i) Work in Process</b> |              |                |
| Opening Stocks             | 1,21,95      | 1,34,38        |
| Closing Stocks             | 1,86,21      | 1,21,95        |
| <b>TOTAL</b>               | <b>64,26</b> | <b>(12,43)</b> |

Closing stock of work in progress includes cost of contracted partial work completion values as at March 31, 2015 amounting to ₹1.86 Crores (March 31, 2014: ₹1.22 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      |                 |
|---------------------------------------|-----------------|-----------------|
|                                       | 2015            | 2014            |
| Salaries, Wages, Allowances & Bonus   | 20,05,13        | 17,00,85        |
| Contribution to Provident Fund & ESIC | 96,54           | 62,38           |
| Welfare Expenses                      | 1,59,19         | 1,48,08         |
| Gratuity                              | 42,92           | 14,19           |
| Leave Encashment                      | 32,76           | 32,58           |
| Directors Remuneration & Perquisites  | 1,16,90         | 1,01,04         |
| Employee Compensation Expenses (ESOS) | (4,90)          | (1,96)          |
| <b>TOTAL</b>                          | <b>24,48,54</b> | <b>20,57,16</b> |

a. Gratuity Payments made during the year are amounting to ₹ 14.58 Lakhs has been adjusted



completely against provision and provision of ₹ 101.97 Lakhs ( Rs.42.92 Lakhs pertains to current year and balance provision of Rs.59.05 Lakhs pertains to earlier years) has been created.

- b. Leave encashment payments made during the year are amounting to ₹ 22.08 Lakhs is charged to profit and loss account and provision of ₹10.67 Lakhs has been created against encashable leaves.
- c. Employee compensation expenses reversal is pertaining to the expenses charged off in earlier years of those employees who have left during the year without exercising the allotted grants to them.

## 26. SELLING & DISTRIBUTION EXPENSES

₹'000

|                              | Year Ended   |              |
|------------------------------|--------------|--------------|
|                              | 2015         | 2014         |
| Sales Promotion & Commission | 10,69        | 15,25        |
| Advertisement Expenses       | 2,42         | 1,07         |
| <b>TOTAL</b>                 | <b>13,11</b> | <b>16,32</b> |

## 27. OTHER EXPENSES

₹'000

|                                    | Year Ended     |                |
|------------------------------------|----------------|----------------|
|                                    | 2015           | 2014           |
| Rent                               | 19,43          | 13,26          |
| Rates & Taxes                      | 21,71          | 19,40          |
| Insurance                          | 17,20          | 7,68           |
| Communication Expenses             | 17,04          | 14,24          |
| Power & Fuel                       | 64,28          | 60,07          |
| Foreign Travel                     | 1,63,90        | 1,22,59        |
| Travelling and conveyance – others | 15,64          | 31,41          |
| Printing & Stationery              | 11,77          | 9,03           |
| Repairs & Maintenance              | 1,01,49        | 66,13          |
| Professional charges               | 63,05          | 87,69          |
| Payments to Auditors               | 3,50           | 3,50           |
| Job work Charges                   | 31,55          | 21,22          |
| Bank Charges                       | 22,73          | 10,49          |
| Exchange Rate Loss                 | 30,95          | 94,68          |
| Loss on Sale of Assets             | 97             | 1,91           |
| CSR                                | 2,69           |                |
| General Expenses                   | 19,33          | 20,18          |
| <b>TOTAL</b>                       | <b>6,07,23</b> | <b>5,83,48</b> |

## AUDITORS' REMUNERATION

₹'000

| Particulars   | 2014-15     | 2013-14     |
|---|-------------|-------------|
| Statutory & Tax Audit Fee including quarterly reviews | 2,75        | 2,75        |
| Retainer Fee for Tax and other Matters                | 75          | 75          |
| <b>Total</b>  | <b>3,50</b> | <b>3,50</b> |

**28. FINANCE COST**

₹'000

| Particulars                     | Year Ended   |                |
|---------------------------------|--------------|----------------|
|                                 | 2015         | 2014           |
| Interest on Term Loans          | 84           | 11,82          |
| Interest on Working Capital     | 74,45        | 87,32          |
| Interest charges on Other Loans | 2,04         | 3,40           |
| <b>TOTAL</b>                    | <b>77,33</b> | <b>1,02,54</b> |

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

₹'000

| Particulars                       | Year Ended |             |
|-----------------------------------|------------|-------------|
|                                   | 2015       | 2014        |
| Opening Balance as on 01-04-2014  | 3,07       | 18,30       |
| Add : Additions                   | -          | -           |
| Less: Written off During the Year | 3,07       | 15,23       |
| <b>TOTAL</b>                      | <b>-</b>   | <b>3,07</b> |

**30. Prior Period Items**

Prior period adjustments of ₹76.12 Lakhs which includes ₹59.05 Lakhs towards Gratuity payable to Directors and Rs.17.12 Lakhs towards Leave encashment.

**31. Derivatives & Forwards**

During the year the company gained of ₹60.62 Lakhs on account of forwards.

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 31.03.2015:

| Currency | Deal ID  | Sell   | Closing Date | Strike Price₹ |
|----------|----------|--------|--------------|---------------|
| USD      | 22515206 | 100000 | 30-Apr-15    | 64.14         |
| USD      | 22520976 | 50000  | 30-Apr-15    | 64.76         |
| EUR      | 22192944 | 40000  | 30-Apr-15    | 88.44         |
| USD      | 22488424 | 100000 | 30-Apr-15    | 63.91         |
| USD      | 22727583 | 50000  | 30-Apr-15    | 64.19         |
| USD      | 23043012 | 50000  | 30-Apr-15    | 63.83         |
| USD      | 22488438 | 100000 | 29-May-15    | 64.26         |
| USD      | 22515207 | 100000 | 29-May-15    | 64.5          |
| USD      | 22520980 | 50000  | 29-May-15    | 65.12         |
| USD      | 23043043 | 50000  | 29-May-15    | 64.17         |
| USD      | 22727581 | 50000  | 29-May-15    | 64.59         |



| Currency | Deal ID  | Sell   | Closing Date | Strike Price₹ |
|----------|----------|--------|--------------|---------------|
| USD      | 23043046 | 50000  | 30-Jun-15    | 64.54         |
| USD      | 22488437 | 100000 | 30-Jun-15    | 64.63         |
| USD      | 22727643 | 50000  | 30-Jun-15    | 65.01         |
| USD      | 22515208 | 100000 | 30-Jun-15    | 64.89         |
| USD      | 22520986 | 50000  | 30-Jun-15    | 65.5          |
|          |          |        |              |               |
| USD      | 22515209 | 100000 | 30-Jul-15    | 65.24         |
| USD      | 22520987 | 100000 | 31-Jul-15    | 65.87         |
| USD      | 23043073 | 50000  | 31-Jul-15    | 64.9          |
| USD      | 22772846 | 50000  | 31-Jul-15    | 65.65         |
| USD      | 22727642 | 50000  | 31-Jul-15    | 65.42         |
|          |          |        |              |               |
| USD      | 22727648 | 200000 | 31-Aug-15    | 65.79         |
| USD      | 22773474 | 50000  | 31-Aug-15    | 66.04         |
| USD      | 23043002 | 100000 | 31-Aug-15    | 65.26         |
|          |          |        |              |               |
| USD      | 22773549 | 200000 | 25-Sep-15    | 66.36         |
| USD      | 23111508 | 50000  | 30-Sep-15    | 65.78         |
| USD      | 23043080 | 100000 | 30-Sep-15    | 65.61         |
|          |          |        |              |               |
| USD      | 23043082 | 200000 | 30-Oct-15    | 65.945        |
| USD      | 23111601 | 150000 | 30-Oct-15    | 66.1          |
|          |          |        |              |               |
| USD      | 23111608 | 300000 | 30-Nov-15    | 66.41         |
|          |          |        |              |               |
| USD      | 23357140 | 200000 | 31-Dec-15    | 65.84         |
|          |          |        |              |               |
| USD      | 23357153 | 150000 | 29-Jan-16    | 66.12         |

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 2015 (reinstated) on account of export sales:

|         | 31.03.2015  |                       | 31.03.2014   |                  |
|---------|-------------|-----------------------|--------------|------------------|
|         | ₹(in Lakhs) | Foreign currency      | ₹ (in Lakhs) | Foreign currency |
| Debtors | 1310.66     | USD 20,94,034         | 822.35       | USD 13,69,212    |
|         | 176.81      | EUR & Others 2,61,329 | 208.59       | EUR 2,51,655     |

**33. EARNINGS PER SHARE**

| Particulars  | 2014-15     | 2013-14     |
|--|-------------|-------------|
| Profit available for equity share holders (₹)                                    | 5,11,99,198 | 1,96,88,710 |
| No. of equity shares outstanding for BEPS  | 47,09,056   | 46,88,306   |
| Weighted Average no. of potential equity shares, warrants and ESOP's outstanding | 6,02,400    | 38,300      |
| Total number of equity shares for DEPS   | 53,11,456   | 47,26,606   |
| -Earning per share – Face Value of ₹ 10/-  |             |             |
| - Basic (₹)  | 10.87       | 4.20        |
| - Diluted (₹)  | 9.64        | 4.17        |

**34. CONTINGENT LIABILITIES (AS ON 31.03.2015)**

₹ Lakhs

| Particulars  | As at 31 <sup>st</sup> March 2015(₹ In Lakhs) | As at 31 <sup>st</sup> March 2014(₹ 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          | 2014-15 (₹ Lakhs) | 2013-14 (₹ Lakhs) |
|----------------------|-------------------|-------------------|
| FOB Value of Exports | 3988.02           | 3395.05           |

**b. Expenditure in Foreign Currency**

| Particulars | 2014-15 (₹ Lakhs) | 2013-14(₹ Lakhs) |
|-------------|-------------------|------------------|
| Travelling  | 163.90            | 122.57           |

**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 Sundeep – Chief Manager-ITB – Son of Director
- J. Kavya- Manager Marketing & Coordination - Chairman & Managing Director's Son's Wife

**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. Associated Companies

- 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

|  | Subsidiaries |         | Associate Companies |         | Key Management Personnel |         | Others  |         |
|--|--------------|---------|---------------------|---------|--------------------------|---------|---------|---------|
|  | 2014-15      | 2013-14 | 2014-15             | 2013-14 | 2014-15                  | 2013-14 | 2014-15 | 2013-14 |
| <b>Sales</b>   |              |         |                     |         |                          |         |         |         |
| Crossroads Detailing, Inc., USA                      | 1788.33      | 1142.16 |                     |         |                          |         |         |         |
| RMM Global Inc., USA                                 | 1338.07      | 1203.06 |                     |         |                          |         |         |         |
| Mold-tek Packaging Ltd                               |              |         | -                   | -       |                          |         |         |         |
| J. Lakshmana Rao                                     |              |         |                     |         | 65.54*                   | 56.84*  |         |         |
| J. Sudharani   |              |         |                     |         | 50.40                    | 43.19   |         |         |
| J. Rana Pratap                                       |              |         |                     |         |                          |         | 19.34   | 17.76   |
| A.Durga sandeep                                      |              |         |                     |         |                          |         | 16.47   | 11.73   |
| J. Pratap  |              |         |                     |         |                          |         | 2.25    | -       |
| J. Kavya   |              |         |                     |         |                          |         | 12.49   | -       |
| <b>Dividend</b>                                      |              |         |                     |         |                          |         |         |         |
| J. Lakshmana Rao                                     |              |         |                     |         | 0.30                     | 0.41    |         |         |
| J. Sudharani   |              |         |                     |         | 3.16                     | 7.10    |         |         |
| Mold -tek Packaging Ltd                              |              |         | 3.39                | 4.23    |                          |         |         |         |
| RMM Global LLC., USA                                 |              |         |                     |         | 0.62                     | 0.78    |         |         |
| <b>Outstanding receivables as at 31st March 2013</b> |              |         |                     |         |                          |         |         |         |
| Crossroads Detailing, Inc., USA                      | 708.97       | 481.05  |                     |         |                          |         |         |         |
| RMM Global Inc., USA                                 | 451.06       | 261.01  |                     |         |                          |         |         |         |
| <b>Other Payables</b>                                |              |         |                     |         |                          |         |         |         |
| Mold-tek Packaging Ltd                               |              |         | -                   | -       |                          |         |         |         |
| <b>Personnel Guarantee given to bank</b>             |              |         |                     |         |                          |         |         |         |
| 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. 0027395

**Sri Raghuram Praturi**

Partner

Membership No. 221770

Hyderabad. 19th May 2015

for and on behalf of the Board of Directors

**A.SUBRAHMANYAM**  
Director  
DIN: 00654046

**S. DURGAPRASAD**  
Chief Financial Officer

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

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

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



## RMM Global Inc, USA

### Balance Sheet As at 31st March 2015

|                                       | March 31, 2015 |                | March 31, 2014 |                |
|---------------------------------------|----------------|----------------|----------------|----------------|
|                                       | USD            | ₹'000          | USD            | ₹'000          |
| <b>ASSETS</b>                         |                |                |                |                |
| Current Assets                        |                |                |                |                |
| Corporate Checkings/savings           | 179,887        | 1,12,59        | 74,601         | 44,81          |
| Accounts receivable                   | 511,551        | 3,20,18        | 356,535        | 2,14,14        |
| Total Checkings/Savings               | <b>691,438</b> | <b>4,32,77</b> | <b>431,136</b> | <b>2,58,95</b> |
| Fixed Assets                          |                |                |                |                |
| Accumalated Depreciation              | (36,958)       | (21,42)        | (21,167)       | (11,72)        |
| Vehicles & Computers                  | 100,770        | 58,78          | 45,149         | 24,04          |
| Total Fixed Assets                    | <b>63,812</b>  | <b>37,36</b>   | <b>23,982</b>  | <b>12,32</b>   |
| Other Assets                          |                |                |                |                |
| Loans & Advances                      | 500            | 31             | 500            | 30             |
| Total Other Assets                    | <b>500</b>     | <b>31</b>      | <b>500</b>     | <b>30</b>      |
| <b>TOTAL ASSETS</b>                   | <b>755,750</b> | <b>4,70,44</b> | <b>455,618</b> | <b>2,71,57</b> |
| <b>LIABILITIES &amp; EQUITY</b>       |                |                |                |                |
| Liabilities                           |                |                |                |                |
| Current Liabilities                   |                |                |                |                |
| Accounts Payable                      |                |                |                |                |
| Accounts Payable                      | 6,469          | 4,05           | 3,437          | 2,06           |
| Total Accounts Payable                | <b>6,469</b>   | <b>4,05</b>    | <b>3,437</b>   | <b>2,06</b>    |
| Other Liabilities                     |                |                |                |                |
| Related Party Due                     | 720,662        | 4,51,06        | 434,595        | 2,61,02        |
| Total Long Term Liabilities           | <b>720,662</b> | <b>4,51,06</b> | <b>434,595</b> | <b>2,61,02</b> |
| Total Liabilities                     | <b>727,131</b> | <b>4,55,11</b> | <b>438,031</b> | <b>2,63,08</b> |
| Equity                                |                |                |                |                |
| Common stock                          | 1,000          | 50             | 1,000          | 50             |
| Retained Earnings                     | 16,587         | 8,93           | 6,045          | 2,52           |
| Foreign Currency Translation Reserve  | -              | 15             | -              | (95)           |
| Current Year earnings                 | 11,032         | 5,75           | 10,542         | 6,41           |
| Total Equity                          | <b>28,619</b>  | <b>15,33</b>   | <b>17,587</b>  | <b>8,49</b>    |
| <b>TOTAL LIABILITIES &amp; EQUITY</b> | <b>755,750</b> | <b>4,70,44</b> | <b>455,618</b> | <b>2,71,57</b> |



**RMM GLOBAL Inc, USA**  
**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st March 2015**

|                                | 31st March, 2015 |                 | 31st March, 2014 |                 |
|--------------------------------|------------------|-----------------|------------------|-----------------|
|                                | USD              | ₹'000           | USD              | ₹'000           |
| <b>Ordinary Income/Expense</b> |                  |                 |                  |                 |
| Income                         |                  |                 |                  |                 |
| Detailing                      | 2,114,109        | 12,96,92        | 2,168,338        | 13,19,92        |
| Consulting Income              | 637,051          | 3,92,78         | 352,045          | 2,13,46         |
| Other Income                   | 388              | 24              | -                | -               |
| <b>Total Income</b>            | <b>2,751,548</b> | <b>16,89,94</b> | <b>2,520,383</b> | <b>15,33,38</b> |
| Cost of Goods Sold             | <b>2,188,911</b> | <b>13,45,97</b> | <b>1,983,117</b> | <b>12,06,63</b> |
| <b>Gross Profit</b>            | <b>562,637</b>   | <b>3,43,97</b>  | <b>537,266</b>   | <b>3,26,75</b>  |
| Expense                        |                  |                 |                  |                 |
| Back Charges                   | 10,547           | 6,54            | 23,405           | 14,40           |
| Bank Service Charges           | 1,626            | 99              | 1,992            | 1,22            |
| Insurance                      | 24,377           | 14,91           | 28,596           | 17,39           |
| Exhibition Expenses            | 5,984            | 3,67            | 8,575            | 5,30            |
| Office Supplies                | 4,337            | 2,69            | 1,635            | 98              |
| Payroll Expenses               | 317,112          | 1,95,04         | 285,060          | 1,73,08         |
| Printing and Reproduction      | 1,867            | 1,15            | 1,466            | 88              |
| Rent                           | 17,417           | 10,70           | 13,585           | 8,27            |
| Postage and Delivery           | 408              | 25              | 382              | 24              |
| Taxes                          | 29,191           | 17,87           | 32,558           | 20,29           |
| Professional Fees              | 15,980           | 971             | 13,230           | 7,79            |
| Travelling Exp                 | 40,513           | 24,67           | 22,295           | 13,31           |
| Computer Maintenance           | 46,107           | 27,79           | 78,749           | 47,96           |
| Communication Expenses         | 8,068            | 4,95            | 6,962            | 4,21            |
| Dues & Subscription            | 12,278           | 7,60            | -                | -               |
| Depreciation                   | 15,791           | 9,70            | 8,234            | 5,02            |
| <b>Total Expense</b>           | <b>551,605</b>   | <b>3,38,23</b>  | <b>526,724</b>   | <b>3,20,34</b>  |
| <b>Net Income</b>              | <b>11,032</b>    | <b>5,74</b>     | <b>10542</b>     | <b>641</b>      |

## Accountant's Compilation Report

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

We have compiled the accompanying Balance Sheet of Crossroads Detailing, Inc. as of March 31, 2015 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 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 15, 2015

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

We have compiled the accompanying Balance Sheet of RMM Global, Inc. as of March 31, 2015 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 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 15, 2015



## Crossroads Detailing Inc, USA

Balance Sheet As at 31st March 2015

|                                       | Mar 31, 2015     |                | Mar 31, 2014   |                |
|---------------------------------------|------------------|----------------|----------------|----------------|
|                                       | USD              | ₹'000          | USD            | ₹'000          |
| <b>ASSETS</b>                         |                  |                |                |                |
| Current Assets                        |                  |                |                |                |
| Checking/Savings                      |                  |                |                |                |
| Corporate Checkings/savings           | 361,986          | 2,26,57        | 178,330        | 1,07,11        |
| Accounts receivable                   | 833,873          | 5,21,92        | 676,163        | 4,06,10        |
| Total Current Assets                  | <b>1,195,859</b> | <b>7,48,49</b> | <b>854,493</b> | <b>5,13,21</b> |
| <b>TOTAL ASSETS</b>                   | <b>1,195,859</b> | <b>7,48,49</b> | <b>854,493</b> | <b>5,13,21</b> |
| <b>LIABILITIES &amp; EQUITY</b>       |                  |                |                |                |
| Liabilities                           |                  |                |                |                |
| Current Liabilities                   |                  |                |                |                |
| Accounts Payable                      | 1,132,725        | 7,08,97        | 800,958        | 4,81,06        |
| Other Payables                        | 1,020            | 64             | 431            | 26             |
| Total Accounts Payable                | 1,133,746        | 7,09,61        | 801,389        | 4,81,32        |
| Total Current Liabilities             | <b>1,133,746</b> | <b>7,09,61</b> | <b>801,389</b> | <b>4,81,32</b> |
| Equity                                |                  |                |                |                |
| Common Stock                          | 84,441           | 33,79          | 84,441         | 33,79          |
| Retained Earnings                     | (31,338)         | (4,46)         | (38,997)       | (9,13)         |
| Foreign currency translation reserve  | -                | 4,71           |                | 2,57           |
| Profit & Loss Current year            | 9,010            | 4,83           | 7,660          | 4,66           |
| Total Equity                          | <b>62,113</b>    | <b>38,88</b>   | <b>53,105</b>  | <b>31,89</b>   |
| <b>TOTAL LIABILITIES &amp; EQUITY</b> | <b>1,195,859</b> | <b>7,48,49</b> | <b>854,493</b> | <b>5,13,21</b> |

**Crossroads Detailing Inc, USA**  
**PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31 ST MARCH 2015**

|                                | 31st March, 2015 |                 | 31st March, 2014 |                 |
|--------------------------------|------------------|-----------------|------------------|-----------------|
|                                | USD              | ₹'000           | USD              | ₹'000           |
| <b>Ordinary Income/Expense</b> |                  |                 |                  |                 |
| Income                         |                  |                 |                  |                 |
| Detailing                      | 3,285,847        | 20,13,92        | 2,192,129        | 13,41,47        |
| Consulting Income              | 206,439          | 1,26,50         | 113,225          | 68,68           |
| Other Income                   | 8,100            | 4,90            | -                | -               |
| <b>Total Income</b>            | <b>3,500,386</b> | <b>21,45,32</b> | <b>2,305,354</b> | <b>14,10,15</b> |
| Cost of Goods sold             | <b>3,040,763</b> | <b>18,63,07</b> | <b>1,914,653</b> | <b>11,71,42</b> |
| Gross Profit                   | <b>459,623</b>   | <b>2,82,25</b>  | <b>390,701</b>   | <b>2,38,73</b>  |
| Expense                        |                  |                 |                  |                 |
| Back Charges                   | 16,154           | 10,02           | 42,062           | 26,37           |
| Bank Charges                   | 2,431            | 1,50            | 1,650            | 1,01            |
| Advertsing                     | 4,344            | 2,70            | -                | -               |
| Membership & Subscription      | -                | -               | 1,181            | 73              |
| Health Insurance               | 33,515           | 20,55           | 28,909           | 17,62           |
| Office Supplies                | 480              | 29              | 160              | 10              |
| Payroll Expenses               | 382,517          | 2,35,52         | 305,076          | 1,85,76         |
| Printing and Reproduction      | 83               | 5               | 240              | 15              |
| Taxes                          | 1,958            | 1,21            | 181              | 11              |
| Professional Fee               | 3,343            | 2,04            | 1,997            | 1,26            |
| Telephone & Internet           | 1,587            | 97              | 1,583            | 96              |
| Travelling                     | 4,200            | 2,57            | -                | -               |
| <b>Total Expense</b>           | <b>450,613</b>   | <b>2,77,42</b>  | <b>383,041</b>   | <b>2,34,07</b>  |
| <b>Net Income</b>              | <b>9,010</b>     | <b>4,83</b>     | <b>7,660</b>     | <b>4,66</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, 2015, 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 but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. 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 audit evidence obtained by the other auditors in terms of their reports referred to in first paragraph of the Other Matters mentioned below, is 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, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Without qualifying our report, we are commenting on the debtors outstanding for more than 9 months amounting to Rs. 111.56 Lakhs, company has proceeded legally against a party from whom Rs.48.30 Lakhs is receivable. No provision has been made for these amounts; the management opines that all the amounts are recoverable.

## Other Matters

We did not audit the financial statements / financial information of two wholly owned Subsidiaries namely M/s. Cross Roads Detailing, Inc. and M/s. RMM Global, Inc., whose financial statements / financial information reflect total assets of Rs. 1218.93 Lakhs as at 31st March, 2015, total revenues of Rs. 203.32 Lakhs and net cash flows amounting to Rs. 339.16 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/loss of Rs. 3.86 Lakhs for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and 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, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information 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 other auditors and the financial statements / financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies, associate companies and jointly controlled companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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, 2015 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, 2015 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 35 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 32 to 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

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

**Sri Raghuram Praturi**  
Partner  
Membership No. 221770

Hyderabad  
19<sup>th</sup> May, 2015



## MOLD-TEK TECHNOLOGIES LIMITED

### Consolidated Balance Sheet as at 31st March, 2015

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|  | Notes | As at 31st March |                 |
|--|-------|------------------|-----------------|
|  |       | 2015             | 2014            |
| <b>EQUITY AND LIABILITIES</b>                    |       |                  |                 |
| <b>SHAREHOLDERS' FUNDS</b>                       |       |                  |                 |
| Share Capital                                    | 4     | 4,70,91          | 4,68,83         |
| Money received against share warrants            |       | 46,80            | 46,80           |
| Reserves & Surplus                               | 5     | 19,15,54         | 17,12,88        |
| <b>SHARE APPLICATION MONEY PENDING ALLOTMENT</b> |       | -                | -               |
| <b>NON-CURRENT LIABILITIES</b>                   |       |                  |                 |
| Long-term borrowings                             | 6     | 28,14            | 19,38           |
| Other Long-term Liabilities                      | 7     | 12,62            | 24,37           |
| Long-term provisions                             | 8     | 1,08,27          | 18,21           |
| Deferred tax liabilities (Net)                   | 9     | 59,83            | 1,26,17         |
| <b>CURRENT LIABILITIES</b>                       |       |                  |                 |
| Short-term borrowings                            | 10    | 6,32,17          | 5,78,91         |
| Trade Payables                                   | 11    | 1,13,79          | 99,76           |
| Other Current Liabilities                        | 12    | 2,50,95          | 2,57,24         |
| Short-term provisions                            | 13    | 2,47,41          | 58,12           |
| <b>Total</b>                                     |       | <b>38,86,43</b>  | <b>34,10,67</b> |
| <b>ASSETS</b>                                    |       |                  |                 |
| <b>NON-CURRENT ASSETS</b>                        |       |                  |                 |
| Fixed Assets                                     |       |                  |                 |
| Tangible Assets                                  | 14    | 16,80,61         | 17,68,88        |
| Intangible Assets                                | 14    | 1,27,16          | 1,84,29         |
| Capital Work-in-Progress                         |       | -                | -               |
| Leasehold building                               | 14    | 17,99            | -               |
| Goodwill on Consolidation                        |       | -                | -               |
| Long-term loans & Advances                       | 15    | 68,87            | 63,79           |
| Other Non-Current Assets                         | 16    | 8,30             | 9,64            |
| <b>2. CURRENT ASSETS</b>                         |       |                  |                 |
| Current Investments                              |       | -                | -               |
| Inventories                                      | 17    | 1,86,21          | 1,21,95         |
| Trade Receivables                                | 18    | 12,33,75         | 9,69,44         |
| Cash and cash equivalents                        | 19    | 3,60,29          | 1,69,73         |
| Short-term loans & Advances                      | 20    | 1,59,84          | 1,12,16         |
| Other Current Assets                             | 21    | 43,41            | 10,79           |
| <b>TOTAL</b>                                     |       | <b>38,86,43</b>  | <b>34,10,67</b> |

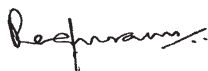
The accompanying notes 1 to 36 are an integral part of the financial statements.

Per our report of even date

**Praturi & Sriram**

Chartered Accountants

Firm Registration No. 002739S



**Sri Raghuram Praturi**

Partner

Membership No. 221770

Hyderabad. 19th May 2015

for and on behalf of the Board of Directors



**A.SUBRAHMANYAM**

Director

DIN: 00654046



**J. LAKSHMANA RAO**

Chairman & Managing Director

DIN: 00649702



**J. SUDHA RANI**

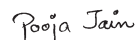
Whole Time Director

DIN: 02348322



**S. DURGAPRASAD**

Chief Financial Officer



**POOJA JAIN**

Company Secretary

Mem No.: A38224



# MOLD - TEK TECHNOLOGIES LIMITED

₹'000

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2015

| PARTICULARS   | Notes | Year Ended 31st March |                 |
|---|-------|-----------------------|-----------------|
|   |       | 2015                  | 2014            |
| <b>INCOME</b>   |       |                       |                 |
| Domestic Sales  |       | 89,94                 | 67,10           |
| Export Sales  | 22    | 46,09,10              | 39,57,18        |
| Other Income  | 23    | 1,34,19               | (22,06)         |
| WIP Increase/(Decrease)                                 | 24    | 64,26                 | (12,43)         |
| <b>TOTAL</b>  |       | <b>48,97,49</b>       | <b>39,89,79</b> |
| <b>EXPENDITURE</b>                                      |       |                       |                 |
| Employees Remuneration & Benefits                       | 25    | 28,90,35              | 24,32,21        |
| Selling & Distribution Expenses                         | 26    | 19,48                 | 21,61           |
| Other Expenses  | 27    | 7,41,64               | 7,08,28         |
| Interest & Financial Charges                            | 28    | 77,33                 | 1,02,54         |
| Provision for bad debts & back charges                  |       | 1,43,11               | 1,23,24         |
| Preliminary & Defferred Expenses Written Off            | 29    | 3,07                  | 15,23           |
| Depreciation  | 14    | 2,47,10               | 2,57,10         |
| <b>TOTAL</b>  |       | <b>41,22,08</b>       | <b>36,60,21</b> |
| <b>Profit Before Prior Period Adjustments &amp; Tax</b> |       | <b>7,75,41</b>        | <b>3,29,58</b>  |
| Provision for Taxation for the year                     |       | 1,76,67               | 1,21,62         |
| <b>Profit After Tax</b>                                 |       | <b>5,98,74</b>        | <b>207,96</b>   |
| Extraordinary Items & Prior Period Adjustments          |       | 76,17                 | -               |
| <b>Profit Transferred to Balance sheet</b>              |       | <b>5,22,57</b>        | <b>2,07,96</b>  |
| Earning Per Share                                       |       |                       |                 |
| - Basic (₹)   |       | 11.10                 | 4.44            |
| - Diluted (₹)   |       | 9.84                  | 4.40            |

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

*Praturi & Sriram*

**Sri Raghuram Praturi**

Partner

Membership No. 221770

Hyderabad. 19th May 2015

for and on behalf of the Board of Directors

*A. Subrahmanyam*

**A.SUBRAHMANYAM**

Director

DIN: 00654046

*J. Lakshmana Rao*

**J. LAKSHMANA RAO**

Chairman & Managing Director

DIN: 00649702

*J. Sudha Rani*

**J. SUDHA RANI**

Whole Time Director

DIN: 02348322

*S. Durgaprasad*

**S. DURGAPRASAD**

Chief Financial Officer

*Pooja Jain*

**POOJA JAIN**

Company Secretary

Mem No.: A38224


## MOLD-TEK TECHNOLOGIES LIMITED

### Consolidated Cash Flow Statement for the year ended 31st March, 2015 ₹'000

|   | For the year ended 31st March |           |
|---|-------------------------------|-----------|
|   | 2015                          | 2014      |
| <b>A. CASH FLOW FROM OPERATIONS</b>                             |                               |           |
| Net profit as per Statement of Profit and Loss                  | 6,99,24                       | 3,29,58   |
| Adjustment for  |                               |           |
| Depreciation  | 2,47,10                       | 2,57,10   |
| Preliminary expenses & deferred expenses                        | 3,07                          | 15,23     |
| Interest paid   | 77,33                         | 1,02,54   |
| Operating profit before working capital changes                 | 10,26,74                      | 7,04,45   |
| Adjustment for  |                               |           |
| Trade and other receivables                                     | (2,64,30)                     | (1,63,40) |
| Work-in-process   | (64,27)                       | 12,43     |
| Trade payables & other liabilities (Including derivatives loss) | 2,75,34                       | (74,60)   |
| Advances/receivables  | (88,34)                       | 5,67      |
| Cash generated from operations                                  | 8,85,17                       | 4,84,55   |
| Differed Tax Adjustment   | (66,34)                       | -         |
| Cash generated from operations                                  | 8,18,83                       | 4,84,55   |
| <b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>                  |                               |           |
| Purchase of fixed assets  | (2,37,12)                     | (87,78)   |
| Sale of fixed assets  | 3,63                          | 5,07      |
| Capital work-in-progress and pending capitalisation             | 0                             | 0         |
|   | (2,33,49)                     | (82,71)   |
|   | 5,85,34                       | 4,01,84   |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                   |                               |           |
| Capital reserve   | 0                             | 0         |
| Share capital   | 2,08                          | 0         |
| Share application money   | 0                             | 46,80     |
| Share premium   | 12,45                         | 0         |
| Employee stock option scheme                                    | (13,62)                       | (1,96)    |
| Provision for taxation  | (1,76,67)                     | (1,21,62) |
| Provision for proposed dividend                                 | (79,64)                       | (37,51)   |
| Additions/ repayment of secured loans                           | 62,02                         | (62,32)   |
| Interim dividend paid   | (94,18)                       | (54,85)   |
| Foreign Currency Reserve  | 4,86                          | 1,61      |
| Provision for corporate dividend tax                            | (34,75)                       | (6,37)    |
| Interest paid   | (77,33)                       | (1,02,54) |
| Prior period & extraordinary items                              | 0                             | 0         |
|   | (3,94,78)                     | (3,38,76) |
| <b>Net increase / (decrease) in cash &amp; cash equivalents</b> | 1,90,56                       | 63,08     |
| <b>D. Opening Balance of Cash &amp; Cash equivalents</b>        | 1,69,73                       | 1,06,65   |
| <b>E. Closing Balance of Cash &amp; Cash equivalents</b>        | 3,60,29                       | 1,69,73   |


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. 0027395

  
 Sri Raghuram Praturi  
 Partner

Membership No. 221770  
 Hyderabad. 19th May 2015

for and on behalf of the Board of Directors

  
**A.SUBRAHMANYAM**  
 Director  
 DIN: 00654046

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

  
**S. DURGAPRASAD**  
 Chief Financial Officer

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

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



## 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 financials statements of the subsidiaries are drawn up to 31<sup>st</sup> March, 2015.

#### 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 that has accumulated at the Balance sheet date. Expenses on non-accumulating leaves is recognized in the period in which the absences occur.

#### **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**

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 yearend are restated at year end rates. Contingent liabilities are converted into Indian rupees using the closing rates.

The financial statements of the subsidiary are considered using the following conversion rates into Indian rupees:

- a. All assets and liabilities are converted into

Indian rupees at the year ended rates.

- b. All revenue and expenditure items are converted into Indian rupees using the average rate for the period of consolidation.
- c. In accordance with Accounting Standard 11, a suitable foreign currency translation reserve has been created in the books as stipulated in the said Standard and appears in the books at ₹4.86 Lakhs. The operations of the subsidiaries have been considered as non-integral operations.

#### **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 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 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, 31<sup>st</sup> March, 2015.

- 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, 2015.

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<br>March 31, 2015 | As at<br>March 31, 2014 |
|---|-------------------------|-------------------------|
| <b>Authorized:</b>  |                         |                         |
| 1,30,00,000 equity shares of ₹10 each<br>(March 31,2014: 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</b>   |                         |                         |
| 47,09,056 equity shares of ₹10 each<br>(March 31, 2014: 46,88,306 equity shares of ₹10 each)    | 4,70,91                 | 4,68,83                 |
|   | <b>4,70,91</b>          | <b>4,68,83</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.

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

|  | As at March 31, 2015 |             | As at March 31, 2014 |             |
|--|----------------------|-------------|----------------------|-------------|
|  | Number               | ₹           | Number               | ₹           |
| Shares outstanding at the beginning of the year                | 46,88,306            | 4,68,83,060 | 46,88,306            | 4,68,83,060 |
| Add: Shares Issued on exercise of Employee Stock Option Scheme | 20,750               | 2,07,500    | -                    | -           |
| Shares Issued on exercise of warrants by preferential offer    | -                    | -           | -                    | -           |
| Shares outstanding at the end of the year                      | 47,09,056            | 4,70,90,560 | 46,88,306            | 4,68,83,060 |



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

| Name of Shareholder        | As at 31 March 2015 |              | As at 31 March 2014 |        |
|----------------------------|---------------------|--------------|---------------------|--------|
|                            | No. of Shares       | % Held       | No. of Shares       | % Held |
| Mold-Tek packaging Limited | 4,23,433            | 8.99         | 4,23,433            | 9.03   |
| Janumahanti Sudha Rani     | 3,94,642            | 8.38         | 3,94,642            | 8.42   |
| A Subrahmanyam             | 2,63,018            | 5.59         | 2,63,018            | 5.61   |
| Navya Mythri               | 2,46,548            | 5.24         |                     |        |
| <b>TOTAL</b>               | <b>13,27,641</b>    | <b>28.20</b> | 10,81,093           | 23.06  |

**MTTL 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.

|  | As at 31 March |        |
|--|----------------|--------|
|  | 2015           | 2014   |
| Options Outstanding, beginning of the year | 38,300         | 43,475 |
| Add: Granted                               | 1,15,925       | -      |
| Less: Exercised                            | 20,750         | -      |
| Less: Forfeited                            | 15,275         | 5,175  |
| Options Outstanding, end of the year       | 1,18,200       | 38,300 |

The Discount value (₹42) of Option 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.

During the year 15,275 unexercised options granted to employees have lapsed who have left the company during vesting period. The compensation amount charged off earlier pertaining to such lapsed options along with unamortized deferred employee compensation have been accordingly reversed.



## 5. RESERVES & SURPLUS

₹'000

|  | As at 31 <sup>st</sup> March |                 |           |                 |
|--|------------------------------|-----------------|-----------|-----------------|
|  | 2015                         |                 | 2014      |                 |
| <b>1. Securities Premium</b>                   |                              |                 |           |                 |
| Opening Balance                                | 11,06,30                     |                 | 11,06,30  |                 |
| Add: During the Year                           | 12,45                        | 11,18,75        | -         | 11,06,30        |
| <b>2. General Reserve</b>                      |                              |                 |           |                 |
| Opening Balance                                | 1,27,38                      |                 | 1,07,69   |                 |
| Add: Transfer from Profit for the year         | 51,20                        | 1,78,58         | 19,69     | 1,27,38         |
| <b>3. Capital Reserve</b>                      |                              | 3,17,01         |           | 3,17,01         |
| <b>4. Share Options Outstanding Account</b>    |                              |                 |           |                 |
| Opening Balance                                | 14,63                        |                 | 16,59     |                 |
| Add: Current Year Transfer                     | -                            |                 | 1,67      |                 |
| Less: Written back in current year             | 13,63                        | 1,00            | 3,63      | 14,63           |
| <b>5. Surplus</b>                              |                              |                 |           |                 |
| Opening Balance                                | 1,36,26                      |                 | 1,72,89   |                 |
| Less: Fixed Asset Adjustment                   | (1,13,44)                    |                 | -         |                 |
| Less: Deferred Tax Reinstatement               | -                            |                 | (1,26,17) |                 |
| Add: Profit/(Loss) for the year                | 5,22,57                      | 5,45,39         | 2,07,96   | 2,54,68         |
| <b>6. Foreign Currency Translation Reserve</b> |                              |                 |           |                 |
| Opening Balance                                | 1,61                         |                 | 1,17      |                 |
| Add: Profit/(Loss) for the year                | 3,25                         | 4,86            | 44        | 1,61            |
| <b>7. Capital Reserve on Consolidation</b>     |                              | 9,71            |           | 9,71            |
| <b>Less: Appropriations</b>                    |                              |                 |           |                 |
| a. Interim dividend                            | 94,18                        |                 | 46,88     |                 |
| b. Proposed final dividend                     | 79,63                        |                 | 37,51     |                 |
| c. Tax on Dividend                             | 34,75                        |                 | 14,34     |                 |
| d. General Reserve                             | 51,20                        | 2,59,76         | 19,69     | 1,18,42         |
| <b>TOTAL</b>                                   |                              | <b>19,15,54</b> |           | <b>17,12,89</b> |

During the year in compliance with Schedule II of Companies Act 2013, assets with nil useful life worth ₹113.44 Lakhs have been identified and the value of the same has been adjusted to surplus account.

During the year Board of Directors declared an interim dividend of ₹2.0 per equity share and the Board of Directors at their Meeting held on May 19, 2015 has recommended a final dividend of ₹1.50 per equity share.

**6. LONG TERM BORROWINGS**

₹'000

|                          | As at 31 <sup>st</sup> March 2015 |               | As at 31 <sup>st</sup> March 2014 |               |
|--------------------------|-----------------------------------|---------------|-----------------------------------|---------------|
|                          | Non- Current                      | Other Current | Non- Current                      | Other Current |
| (i) Secured Loans        |                                   |               |                                   |               |
| - Term loan from Banks   | -                                 | -             | -                                 | 31,33         |
| - Hire Purchases Finance | 28,14                             | 8,96          | 19,38                             | 8,31          |
| <b>TOTAL</b>             | <b>28,14</b>                      | <b>8,96</b>   | <b>19,38</b>                      | <b>39,64</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" of the above, undivided share of 400 sq. yards and building of 8,258 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.

**7. OTHER LONG TERM LIABILITIES**

₹'000

|                                   | As at 31 <sup>st</sup> March |              |
|-----------------------------------|------------------------------|--------------|
|                                   | 2015                         | 2014         |
| Rent Deposits                     | 8,10                         | 20,96        |
| Deposits Collected from Employees | 4,52                         | 3,41         |
| <b>TOTAL</b>                      | <b>12,62</b>                 | <b>24,37</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

|                     | As at 31 <sup>st</sup> March |              |
|---------------------|------------------------------|--------------|
|                     | 2015                         | 2014         |
| Gratuity (unfunded) | 1,05,59                      | 18,21        |
| Others              | 2,68                         |              |
| <b>TOTAL</b>        | <b>1,08,27</b>               | <b>18,21</b> |

- During the year company has made a provision of ₹ 101.97 Lakhs towards current cost of Gratuity and settlements to the tune of ₹ 14.58 Lakhs have been made during the year which are adjusted against the opening provision of ₹ 18.21 Lakhs, which leaves a balance provision of ₹ 105.58 lakhs based on Actuarial Valuation.
- 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 ₹126.17 Lakhs and resulted into Deferred Tax Asset ₹66.34 Lakhs for the current year. The net liability of ₹59.83 Lakhs has been adjusted against reserves and surplus.

## 10. SHORT TERM BORROWINGS

₹'000

|  | As at 31 <sup>st</sup> March |                |      |                |
|--|------------------------------|----------------|------|----------------|
|  | 2015                         |                | 2014 |                |
| a. Secured Loans                               |                              |                |      |                |
| - ICICI Bank Cash Credit<br>(Short Term Loans) | -                            | 6,32,17        | -    | 5,78,91        |
| <b>Total</b>                                   |                              | <b>6,32,17</b> |      | <b>5,78,91</b> |

The Company during the year under review has been availed the following facility from Banks: ₹'000

| Bank       | Nature of Borrowing<br>(Fund/ Non-Fund) | Limits as on 31 <sup>st</sup> March |         |
|------------|---|-------------------------------------|---------|
|            |   | 2015                                | 2014    |
| ICICI Bank | Fund Based Limit                        | 6,50,00                             | 6,50,00 |
| ICICI Bank | Non- fund Based Limit                   | 5,00,00                             | 5,00,00 |
| CITI Bank  | Fund Based Limit                        | 7,50,00                             | -       |

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

## 11. TRADE PAYABLES

₹'000

|                             | As at 31 <sup>st</sup> March |              |
|-----------------------------|------------------------------|--------------|
|                             | 2015                         | 2014         |
| Creditors for Expenses      | 78,09                        | 28,45        |
| Creditors for Capital Items | 35,70                        | 71,31        |
| <b>TOTAL</b>                | <b>1,13,79</b>               | <b>99,76</b> |

Creditor balances are subject to confirmations and reconciliations

**12. OTHER CURRENT LIABILITIES**

₹'000

| Particulars   | As at 31 <sup>st</sup> March |                |
|---|------------------------------|----------------|
|   | 2015                         | 2014           |
| Current maturities of long term debt                |                              |                |
| Term loans  | -                            | 31,33          |
| Hire purchase loans                                 | 8,96                         | 8,31           |
| Duties & Taxes                                      | 49                           | 25             |
| Unpaid Dividend                                     | 12,33                        | 12,16          |
| Outstanding Expenses Payable                        | 30,45                        | 19,89          |
| Advances from Clients                               | 2,00                         | -              |
| TDS Payable   | 10,80                        | 29,95          |
| Employee salaries, benefits & contributions Payable | 1,85,92                      | 1,55,35        |
| <b>TOTAL</b>  | <b>2,50,95</b>               | <b>2,57,24</b> |

**13. SHORT TERM PROVISIONS**

₹'000

|   | As at 31 <sup>st</sup> March |              |
|---|------------------------------|--------------|
|   | 2015                         | 2014         |
| Provision for Leave Encashment                | 38,84                        | 14,24        |
| Provision for proposed dividend & tax thereon | 2,08,57                      | 43,88        |
| <b>TOTAL</b>                                  | <b>2,47,41</b>               | <b>58,12</b> |

Total liability on actuarial valuation for leaves encashment ₹ 38.84 lakhs has been provided for.

#### 14. FIXED ASSETS

₹'000

| Particulars                           | GROSS BLOCK          |                             |                             |                       | DEPRECIATION         |                |                             |                       | NET BLOCK             |                       |
|---------------------------------------|----------------------|-----------------------------|-----------------------------|-----------------------|----------------------|----------------|-----------------------------|-----------------------|-----------------------|-----------------------|
|                                       | As on 1st April 2014 | Additions during the Period | Deletions during the Period | As on 31st March 2015 | As on 1st April 2014 | For the Period | Deletions during the Period | As on 31st March 2015 | As on 31st March 2015 | As on 31st March 2014 |
|                                       |                      |                             |                             |                       |                      |                |                             |                       |                       |                       |
| <b>Tangible Assets</b>                |                      |                             |                             |                       |                      |                |                             |                       |                       |                       |
| Land                                  | 7,09,14              | -                           | -                           | 7,09,14               | -                    | -              | -                           | -                     | 7,09,14               | 7,09,14               |
| Building                              | 5,92,04              | -                           | -                           | 5,92,04               | 98,19                | 19,55          | -                           | 1,17,74               | 4,74,30               | 4,93,85               |
| Electrical Installations              | 2,19,35              | 55                          | -                           | 2,19,90               | 85,26                | 25,31          | -                           | 1,12,52               | 1,07,38               | 1,34,09               |
| Office Equipments                     | 2,04,65              | 31,15                       | -                           | 2,35,80               | 81,44                | 12,27          | -                           | 1,65,65               | 70,15                 | 1,23,21               |
| Computers                             | 3,17,72              | 86,22                       | -                           | 4,03,94               | 2,26,35              | 48,38          | -                           | 2,99,33               | 1,04,61               | 91,37                 |
| Furniture & fixtures                  | 2,52,81              | 11,61                       | -                           | 2,64,42               | 79,52                | 32,70          | -                           | 1,13,00               | 1,51,42               | 1,73,29               |
| Vehicles                              | 53,25                | 20,67                       | 6,96                        | 66,96                 | 9,67                 | 7,23           | 3,33                        | 13,57                 | 53,39                 | 43,92                 |
| Software at RMM Global Inc            | 3,33                 | 10,52                       | -                           | 13,85                 | 3,32                 | 31             | -                           | 3,63                  | 10,22                 | 1                     |
| <b>Total</b>                          | <b>23,52,29</b>      | <b>1,60,72</b>              | <b>6,96</b>                 | <b>25,06,05</b>       | <b>5,83,75</b>       | <b>1,45,75</b> | <b>3,33</b>                 | <b>8,25,44</b>        | <b>16,80,61</b>       | <b>17,68,88</b>       |
| <b>Intangible Assets</b>              |                      |                             |                             |                       |                      |                |                             |                       |                       |                       |
| Goodwill                              | 2,51,24              | -                           | -                           | 2,51,24               | 2,00,99              | 50,25          | -                           | 2,51,24               | -                     | 50,25                 |
| Software                              | 7,45,78              | 33,77                       | -                           | 7,79,55               | 6,24,06              | 41,29          | -                           | 6,79,52               | 1,00,03               | 1,21,73               |
| Software at RMM Global Inc            | 20,71                | 24,22                       | -                           | 44,93                 | 8,40                 | 9,40           | -                           | 17,80                 | 27,13                 | 12,31                 |
| <b>Total</b>                          | <b>10,17,73</b>      | <b>57,99</b>                | <b>-</b>                    | <b>10,75,72</b>       | <b>8,33,45</b>       | <b>1,00,94</b> | <b>-</b>                    | <b>9,48,56</b>        | <b>1,27,16</b>        | <b>1,84,29</b>        |
| Leasehold Improvement                 |                      |                             |                             |                       |                      |                |                             |                       |                       |                       |
| Lease hold - Electrical               | -                    | 13,46                       | -                           | 13,46                 | -                    | 31             | -                           | 31                    | 13,15                 | -                     |
| 02. Lease hold - Furniture & Fixtures | -                    | 4,95                        | -                           | 4,95                  | -                    | 11             | -                           | 11                    | 4,84                  | -                     |
| <b>Total</b>                          | <b>-</b>             | <b>18,41</b>                | <b>-</b>                    | <b>18,41</b>          | <b>-</b>             | <b>42</b>      | <b>-</b>                    | <b>42</b>             | <b>17,99</b>          | <b>-</b>              |
| <b>GRAND TOTAL</b>                    | <b>33,70,02</b>      | <b>2,37,12</b>              | <b>6,96</b>                 | <b>36,00,18</b>       | <b>14,17,20</b>      | <b>2,47,11</b> | <b>3,33</b>                 | <b>17,74,42</b>       | <b>18,25,76</b>       | <b>19,53,17</b>       |
| Previous Year                         | 32,92,60             | 87,77                       | 10,33                       | 33,70,04              | 11,65,02             | 2,57,12        | 5,27                        | 14,16,87              | 19,53,17              | 21,27,56              |

During the year in compliance with Schedule II of Companies Act 2013, assets with nil useful life worth ₹113.44 Lakhs have been identified and the value of the same has been adjusted to surplus account.

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 |              |
|-------------------------------|------------------------------|--------------|
|                               | 2015                         | 2014         |
| Deposits to Government Bodies | 24,30                        | 28,46        |
| Capital Advances              | 30,00                        | 30,00        |
| Other Deposits                | 14,57                        | 5,33         |
| <b>TOTAL</b>                  | <b>68,87</b>                 | <b>63,79</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 |             |
|----------------------|------------------------------|-------------|
|                      | 2015                         | 2014        |
| Preliminary Expenses | -                            | 3,07        |
| Deferred Interest    | 8,30                         | 6,57        |
| <b>TOTAL</b>         | <b>8,30</b>                  | <b>9,64</b> |

**17. INVENTORIES & WORK IN PROGRESS**

Pertains to cost of contracted partial work completion values as at March 31, 2015 amounting to ₹1.86 Crores (March 31, 2014: ₹1.22 Crores) which are as certified by the management.

**18. TRADE RECEIVABLES**

₹'000

|                              | As at 31 <sup>st</sup> March |                |
|------------------------------|------------------------------|----------------|
|                              | 2015                         | 2014           |
| Over Six Months              |                              |                |
| Considered Good              | 3,06,83                      | 2,06,92        |
| Considered Doubtful          | 39,27                        | 39,27          |
| Others                       |                              |                |
| Considered Good              | 9,26,92                      | 7,62,52        |
| Provision for Doubtful Debts | (39,27)                      | (39,27)        |
| <b>TOTAL</b>                 | <b>12,33,75</b>              | <b>9,69,44</b> |

- Trade Receivables are subject to confirmation and reconciliation.
- 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 ₹119.15 Lakhs (including receivables from subsidiaries ₹ 66.64 Lakhs) and ₹7.39 Lakhs receivable from domestic customers have been written off.
- For balance overdue receivables management is confident in recovering in full.

**19. CASH AND CASH EQUIVALENTS**

₹'000

|                             | As at 31 <sup>st</sup> March |                |
|-----------------------------|------------------------------|----------------|
|                             | 2015                         | 2014           |
| Cash in hand                | 81                           | 26             |
| Current & Dividend Accounts | 3,59,48                      | 1,69,47        |
| <b>TOTAL</b>                | <b>3,60,29</b>               | <b>1,69,73</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

|                                 | As at 31 <sup>st</sup> March |                |
|---------------------------------|------------------------------|----------------|
|                                 | 2015                         | 2014           |
| Advance Tax & TDS Receivable    | 53,19                        | 56,58          |
| Prepaid Expenses                | 35,10                        | 20,76          |
| Staff Advances                  | 59,06                        | 32,65          |
| Advance to suppliers & advances | 12,49                        | 2,20           |
| <b>TOTAL</b>                    | <b>1,59,84</b>               | <b>1,12,19</b> |

**21. OTHER CURRENT ASSETS**

₹'000

|                                  | As at 31 <sup>st</sup> March |              |
|----------------------------------|------------------------------|--------------|
|                                  | 2015                         | 2014         |
| Others (Employee Welfare Trust)* | 14,62                        | 10,79        |
| Gratuity Fund                    | 15,55                        | -            |
| Leave Encashment Fund            | 13,24                        | -            |
| <b>TOTAL</b>                     | <b>43,41</b>                 | <b>10,79</b> |

\*During the year company created a Mold-Tek Technologies Limited Investment Trust as per scheme of Arrangement approved by the Hon'ble High Court of Andhra Pradesh vide its Order dated 25<sup>th</sup> July 2008.

**22. INCOME**

₹'000

|                | Year ended      |                 |
|----------------|-----------------|-----------------|
|                | 2015            | 2014            |
| Domestic Sales | 89,94           | 67,10           |
| Export Sales   | 46,09,10        | 39,57,18        |
| <b>TOTAL</b>   | <b>46,99,04</b> | <b>40,24,28</b> |

**23. OTHER INCOME**

₹'000

|                           | Year Ended     |                |
|---------------------------|----------------|----------------|
|                           | 2015           | 2014           |
| Foreign Exchange Gain     | 29,29          | 69,32          |
| Misc Income               | 10,55          | 8,44           |
| Loss on Forward contracts | 60,61          | (1,11,77)      |
| Rent Received             | 33,74          | 11,95          |
| <b>TOTAL</b>              | <b>1,34,19</b> | <b>(22,06)</b> |



**24. CHANGES IN WORK-IN-PROCESS**

₹'000

|                     | Year ended |              |         |                |
|---------------------|------------|--------------|---------|----------------|
|                     | 2015       |              | 2014    |                |
| (i) Work in Process |            |              |         |                |
| Opening Stocks      | 1,21,95    |              | 1,34,38 |                |
| Closing Stocks      | 1,86,21    | 64,26        | 1,21,95 | (12,43)        |
| <b>TOTAL</b>        |            | <b>64,26</b> |         | <b>(12,43)</b> |

Closing stock of work in progress includes cost of contracted partial work completion values as at March 31, 2015 amounting to ₹ 1.86 Crores (March 31, 2014: ₹ 1.22 Crores) primarily comprising value in relation to efforts on contract on the basis of extent of completion.

**25. EMPLOYEE REMUNERATION & BENEFITS**

₹'000

|                                       | Year Ended      |                 |
|---------------------------------------|-----------------|-----------------|
|                                       | 2015            | 2014            |
| Salaries, Wages, Allowances & Bonus   | 24,46,94        | 20,75,90        |
| Contribution to Provident Fund & ESIC | 96,54           | 62,38           |
| Welfare Expenses                      | 1,59,19         | 1,48,07         |
| Gratuity                              | 42,92           | 14,19           |
| Leave Encashment                      | 32,76           | 32,58           |
| Directors Remuneration & Perquisites  | 1,16,90         | 1,01,05         |
| Employee Compensation Expenses (ESOS) | (4,90)          | (1,96)          |
| <b>TOTAL</b>                          | <b>28,90,35</b> | <b>24,32,21</b> |

- Employee Gratuity amounts settled during the year ₹ 14.58 Lakhs has been adjusted completely against provision and provision of ₹ 101.97 Lakhs has been created.
- Leave encashment payments made during the year are amounting to ₹ 22.08 Lakhs is charged to profit and loss account and provision of ₹10.67 Lakhs has been created against encashable leaves.
- Employee compensation expenses reversal is pertaining to the expenses charged off in earlier years of those employees who have left during the year without exercising the allotted grants to them.

**26. SELLING & DISTRIBUTION EXPENSES**

₹'000

| Particulars                  | Year Ended   |              |
|------------------------------|--------------|--------------|
|                              | 2015         | 2014         |
| Sales Promotion & Commission | 10,69        | 15,24        |
| Advertisement Expenses       | 8,79         | 6,37         |
| <b>TOTAL</b>                 | <b>19,48</b> | <b>21,61</b> |

**27. OTHER EXPENSES**

₹'000

|                                    | Year Ended     |                |
|------------------------------------|----------------|----------------|
|                                    | 2015           | 2014           |
| Rent                               | 30,13          | 21,53          |
| Rates & Taxes                      | 22,92          | 20,11          |
| Insurance                          | 52,66          | 42,71          |
| Communication Expenses             | 23,21          | 19,65          |
| Power & Fuel                       | 64,28          | 60,07          |
| Foreign Travel                     | 1,88,57        | 1,35,89        |
| Travelling and conveyance - others | 18,20          | 31,41          |
| Printing & Stationery              | 12,98          | 10,06          |
| Repairs & Maintenance              | 1,32,25        | 1,15,17        |
| Professional charges               | 74,80          | 96,74          |
| Payment to Auditors                | 3,50           | 3,50           |
| Job work Charges                   | 31,55          | 21,95          |
| Bank Charges                       | 25,23          | 12,72          |
| Loss on Sale of Assets             | 97             | 1,91           |
| Exchange Rate Fluctuation          | 30,95          | 94,68          |
| General Expenses                   | 26,75          | 20,18          |
| CSR Provision                      | 2,69           |                |
| <b>TOTAL</b>                       | <b>7,41,64</b> | <b>7,08,28</b> |

**PAYMENTS TO AUDITOR**

₹'000

|   | 2014-15     | 2013-14     |
|---|-------------|-------------|
| Statutory & Tax Audit Fee Including Quarterly Reviews | 2,75        | 2,75        |
| Tax Matters   | 75          | 75          |
| <b>Total</b>  | <b>3,50</b> | <b>3,50</b> |

**28. INTEREST & FINANCIAL CHARGES**

₹'000

|                                 | Year Ended   |                |
|---------------------------------|--------------|----------------|
|                                 | 2015         | 2014           |
| Interest on Term Loans          | 84           | 11,82          |
| Interest on Working Capital     | 74,45        | 87,32          |
| Interest charges on Other Loans | 2,04         | 3,40           |
| <b>TOTAL</b>                    | <b>77,33</b> | <b>1,02,54</b> |

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

₹'000

|                                   | Year Ended |             |
|-----------------------------------|------------|-------------|
|                                   | 2015       | 2014        |
| Opening Balance as on 01-04-2014  | 3,07       | 18,30       |
| Add : Additions                   | -          | -           |
| Less: Written off During the Year | 3,07       | 15,23       |
| <b>TOTAL</b>                      | <b>-</b>   | <b>3,07</b> |

**30. DERIVATIVES AND FORWARDS**

During the year the company gained of ₹ 60.62 Lakhs on account of forwards.

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 cash flow hedging contracts as on 31.03.2015:

| Currency | Deal ID  | Sell   | Closing Date | Strike Price |
|----------|----------|--------|--------------|--------------|
| USD      | 22515206 | 100000 | 30-Apr-15    | 64.14        |
| USD      | 22520976 | 50000  | 30-Apr-15    | 64.76        |
| EUR      | 22192944 | 40000  | 30-Apr-15    | 88.44        |
| USD      | 22488424 | 100000 | 30-Apr-15    | 63.91        |
| USD      | 22727583 | 50000  | 30-Apr-15    | 64.19        |
| USD      | 23043012 | 50000  | 30-Apr-15    | 63.83        |
|          |          |        |              |              |
| USD      | 22488438 | 100000 | 29-May-15    | 64.26        |
| USD      | 22515207 | 100000 | 29-May-15    | 64.5         |
| USD      | 22520980 | 50000  | 29-May-15    | 65.12        |
| USD      | 23043043 | 50000  | 29-May-15    | 64.17        |
| USD      | 22727581 | 50000  | 29-May-15    | 64.59        |
|          |          |        |              |              |
| USD      | 23043046 | 50000  | 30-Jun-15    | 64.54        |
| USD      | 22488437 | 100000 | 30-Jun-15    | 64.63        |
| USD      | 22727643 | 50000  | 30-Jun-15    | 65.01        |
| USD      | 22515208 | 100000 | 30-Jun-15    | 64.89        |
| USD      | 22520986 | 50000  | 30-Jun-15    | 65.5         |
|          |          |        |              |              |
| USD      | 22515209 | 100000 | 30-Jul-15    | 65.24        |
| USD      | 22520987 | 100000 | 31-Jul-15    | 65.87        |
| USD      | 23043073 | 50000  | 31-Jul-15    | 64.9         |
| USD      | 22772846 | 50000  | 31-Jul-15    | 65.65        |
| USD      | 22727642 | 50000  | 31-Jul-15    | 65.42        |



| Currency | Deal ID  | Sell   | Closing Date | Strike Price |
|----------|----------|--------|--------------|--------------|
| USD      | 22727648 | 200000 | 31-Aug-15    | 65.79        |
| USD      | 22773474 | 50000  | 31-Aug-15    | 66.04        |
| USD      | 23043002 | 100000 | 31-Aug-15    | 65.26        |
|          |          |        |              |              |
| USD      | 22773549 | 200000 | 25-Sep-15    | 66.36        |
| USD      | 23111508 | 50000  | 30-Sep-15    | 65.78        |
| USD      | 23043080 | 100000 | 30-Sep-15    | 65.61        |
|          |          |        |              |              |
| USD      | 23043082 | 200000 | 30-Oct-15    | 65.945       |
| USD      | 23111601 | 150000 | 30-Oct-15    | 66.1         |
|          |          |        |              |              |
| USD      | 23111608 | 300000 | 30-Nov-15    | 66.41        |
|          |          |        |              |              |
| USD      | 23357140 | 200000 | 31-Dec-15    | 65.84        |
|          |          |        |              |              |
| USD      | 23357153 | 150000 | 29-Jan-16    | 66.12        |

The impact of both the transactions derivative as well as forwards is recognized immediately in profit and loss account on settlement of specific transaction.

### 31. EARNINGS PER SHARE

| Particulars  | 2014-15     | 2013-14     |
|--|-------------|-------------|
| Profit available for equity share holders Rs                                     | 5,22,57,081 | 2,07,96,036 |
| No. of equity shares outstanding for BEPS  | 47,09,056   | 46,88,306   |
| Weighted Average no. of potential equity shares, warrants and ESOP'S outstanding | 6,02,400    | 38,300      |
| Total number of equity shares for DEPS   | 53,11,456   | 47,26,606   |
| -Earning per share – Face Value of ₹10   |             |             |
| - Basic (₹)  | 11.10       | 4.44        |
| - Diluted (₹)  | 9.84        | 4.40        |

### 32. CONTINGENT LIABILITIES

₹ LAKHS

|              | As at 31st March 2015<br>(₹ In Lakhs) | As at 31st March 2014<br>(₹ 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.

**33. 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

**2. KEY MANAGEMENT PERSONNEL**

- a. J. LAKSHMANA RAO, CHAIRMAN & MANAGING DIRECTOR
- b. J. SUDHARANI, WHOLE TIME DIRECTOR, WIFE OF CHAIRMAN & MANAGING DIRECTOR
- c. RMM GLOBAL LLC.,(USA)

**3. ASSOCIATED COMPANIES**

- A. MOLD-TEK PACKAGING LTD (COMPRISING THE PLASTIC DIVISION DEMERGED FROM YOUR COMPANY EFFECTIVE 1<sup>ST</sup> APRIL 2007.

**34. RELATED PARTY TRANSACTIONS**

₹ in lakhs

| Particulars                                   | Subsidiaries |         | Associate Companies |         | Key Management Personnel |         | Others  |         |
|---|--------------|---------|---------------------|---------|--------------------------|---------|---------|---------|
|   | 2014-15      | 2013-14 | 2014-15             | 2013-14 | 2014-15                  | 2013-14 | 2014-15 | 2013-14 |
| Sales   |              |         |                     |         |                          |         |         |         |
| Crossroads Detailing, Inc., USA               | 1788.33      | 1142.16 |                     |         |                          |         |         |         |
| RMM Global Inc., USA                          | 1338.08      | 1203.06 |                     |         |                          |         |         |         |
| Mold-tek Packaging Ltd                        |              |         | -                   | -       |                          |         |         |         |
| Remuneration / Salary                         |              |         |                     |         |                          |         |         |         |
| J. Lakshmana Rao                              |              |         |                     |         | 65.54*                   | 56.84*  |         |         |
| J. Sudharani                                  |              |         |                     |         | 50.40                    | 43.19   |         |         |
| J. Rana Pratap                                |              |         |                     |         |                          |         | 19.34   | 17.76   |
| A.Durga sandeep                               |              |         |                     |         |                          |         | 16.47   | 11.73   |
| J. Pratap                                     |              |         |                     |         |                          |         | 2.25    | -       |
| Dividend                                      |              |         |                     |         |                          |         |         |         |
| J. Lakshmana Rao                              |              |         |                     |         | 0.35                     | 0.41    |         |         |
| J. Sudharani                                  |              |         |                     |         | 3.16                     | 7.10    |         |         |
| Mold -tek Packaging Ltd                       |              |         | 3.39                | 7.62    |                          |         |         |         |
| RMM Global LLC., USA                          |              |         |                     |         | 0.63                     | 0.78    |         |         |
| Outstanding receivables as at 31st March 2013 |              |         |                     |         |                          |         |         |         |
| Crossroads Detailing, Inc., USA               | 708.97       | 481.05  |                     |         |                          |         |         |         |
| RMM Global Inc., USA                          | 451.06       | 261.01  |                     |         |                          |         |         |         |
| Other Payables                                |              |         |                     |         |                          |         |         |         |



|                                   |  |  |  |   |   |     |     |  |  |
|-----------------------------------|--|--|--|---|---|-----|-----|--|--|
| Mold-tek Packaging Ltd            |  |  |  | - | - |     |     |  |  |
| Personnel Guarantee given to bank |  |  |  |   |   |     |     |  |  |
| 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 Praturi**  
Partner  
Membership No. 221770  
Hyderabad. 19th May 2015

for and on behalf of the Board of Directors

**A. SUBRAHMANYAM**  
Director  
DIN: 00654046

**S. DURGAPRASAD**  
Chief Financial Officer

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

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

**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.62.59 per \$ | \$ & Exchange rate taken as Rs.62.59 per \$ |
| 4.      | Share capital   | 33.79                                       | 0.50  |
| 5.      | Reserves & surplus  | 5.09  | 14.83                                       |
| 6.      | Total assets  | 748.49                                      | 470.44                                      |
| 7.      | Total Liabilities   | 709.61                                      | 455.11                                      |
| 8.      | Investments   | 0   | 0   |
| 9.      | Turnover  | 277.35                                      | 343.73                                      |
| 10.     | Profit before taxation  | 4.83  | 10.66                                       |
| 11.     | Provision for taxation  | 0   | 4.92  |
| 12.     | Profit after taxation   | 4.83  | 5.74  |
| 13.     | Proposed Dividend   | Nil   | Nil   |
| 14.     | % of shareholding   | 100%  | 100%  |

- Names of subsidiaries which are yet to commence operations : Nil
- 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

**Note:** This form is to be certified in the same manner in which the Balance Sheet is to be certified.**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

  
**A. SUBRAHMANYAM**  
 Director  
 DIN: 00654046

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

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

  
**S. DURGA PRASAD**  
 Chief Financial Officer

  
**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)

**31<sup>st</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 31st Annual General Meeting of the Company at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road.No.36, Jubilee Hills, Hyderabad – 500033 at 12.00 Noon on Monday, 28th day of September, 2015.

\_\_\_\_\_

\_\_\_\_\_

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

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

Website: www.moldtekindia.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 31<sup>st</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 at Monday 28th day of September, 2015 at 12.00 Noon, and at any adjournment thereof in respect of such resolutions as indicated below:



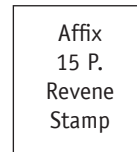
**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2015 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, 2015.
3. To appoint a Director in place of P.Venkateswara Rao (DIN 01254851), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s Praturi & Sriram & Co Chartered Accountants (ICAI Firm Registration No. 002739S)

**Special Business**

5. To approve revision of remuneration of J. Lakshmana Rao (DIN: 00649702), Chairman & Managing Director of the Company.
6. To approve and adopt draft form of the regulations contained in the Articles of Association in substitution of the existing Articles of Association of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015



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

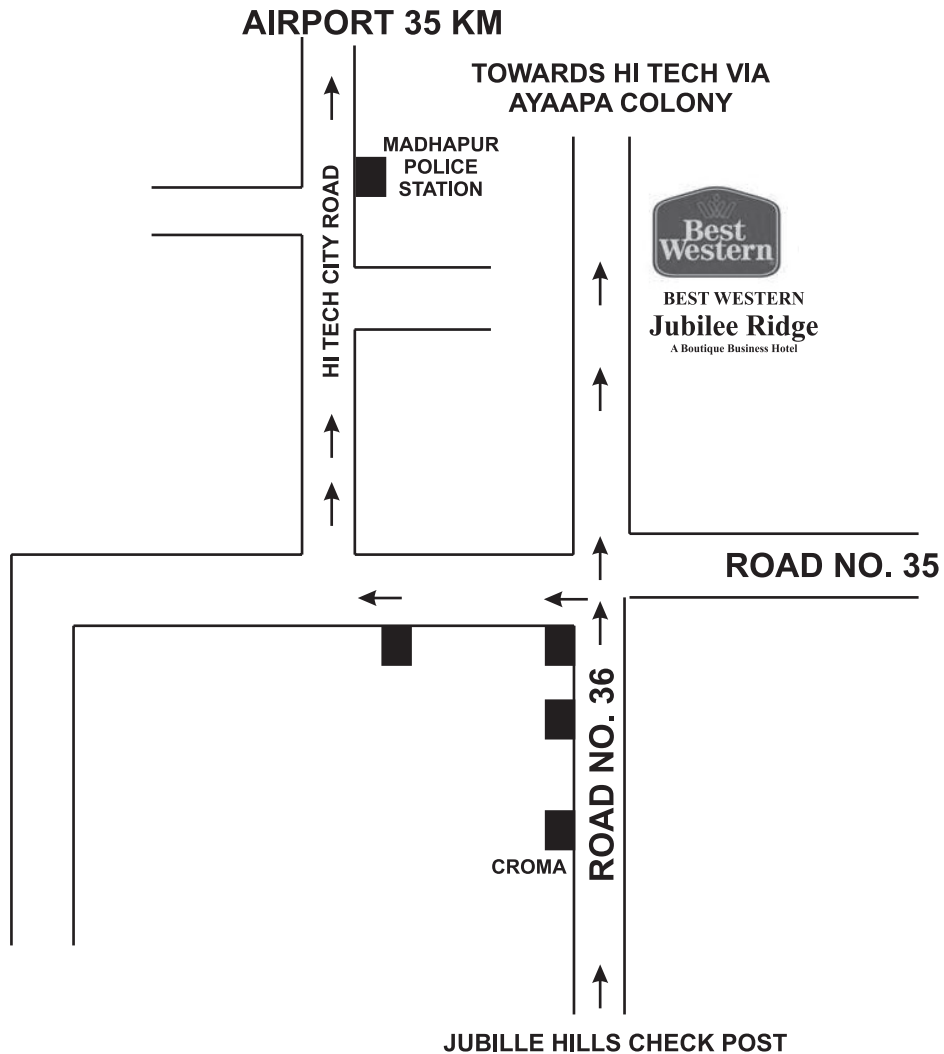
\_\_\_\_\_  
Signature of Proxy holder(s)

**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, 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



# 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.





Offshore Development Center  
being set up for a German client



Entered into  
fast growing  
SMAC technologies

If undelivered, please return to



**MOLD-TEK**  
*Technologies Limited*

Plot # 700, Road No.36,  
Jubilee Hills, Hyderabad - 500 033  
Phone : +91 40 4030 0300/01/02/04 Fax :+91 40 4030 0328