



MOLD-TEK
Technologies Limited

New Technologies >>New Growth Avenues

ANNUAL REPORT
2016

Civil:

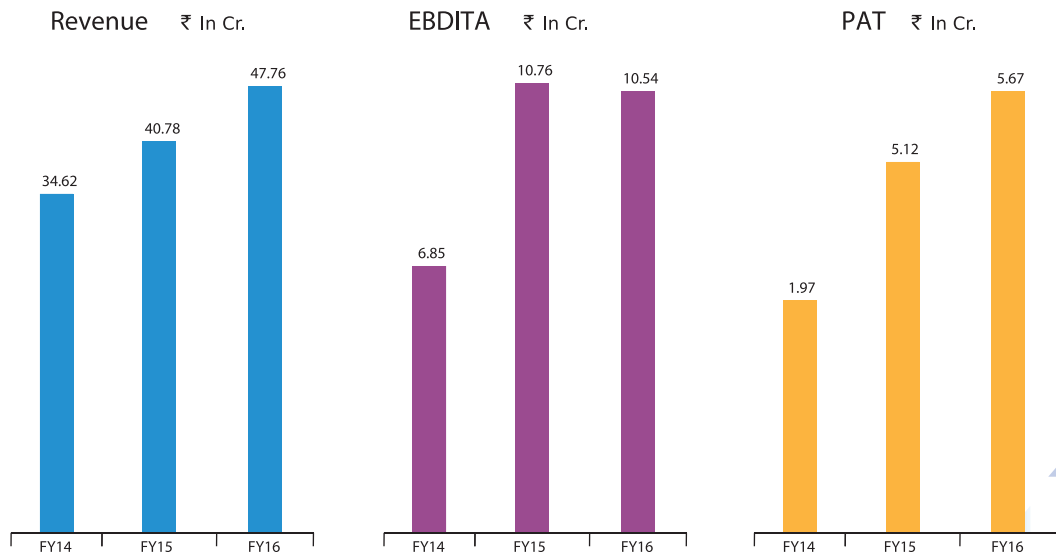
- New office in Vijayawada inaugurated
- Successful visit in NASCC 2016
- Strengthening front end US team by recruiting highly experienced technical resources

Mechanical:

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

IT:

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





Corporate Information

Board of Directors

J. Lakshmana Rao, Chairman & Managing Director

J. Sudha Rani, Whole Time Director

A. Subramanyam, Non -Executive Promoter Director

P. Venkateswara Rao, Non -Executive Promoter Director

P. Shyam Sunder Rao, Non-Executive Independent Director

M. Srinivas, Non-Executive Independent Director

Dr. K. Venkata Appa Rao, Non-Executive Independent Director

Dr. Surya Prakash Gulla, Non-Executive Independent Director

C. Vasant Kumar Roy, Non-Executive Independent Director

Chief Financial Officer

Satya Kishore Nadikatla

Company Secretary

Pooja Jain

Statutory Auditors

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

Secretarial Auditors

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

Bankers

ICICI Bank Limited.
Citi Bank N.A.

Internal Auditors

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

Legal Advisor

M. Radhakrishna Murthy, Advocate
Vidya Nagar, Hyderabad.

Registered Office

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

Subsidiary Companies

Crossroads Detailing Inc.

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

RMM Global, Inc

2541, Riviera Drive
Ohio 44333, USA

Branches

Vijayawada Branch

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

Nasik Branch

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

Ireland

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

Germany

Heinrich Lanz Ring 41a
68519 Viernheim,
Germany

CIN : L25200TG1985PLC005631.

Website : www.moldtekgroup.com

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Notice

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED will be held on Monday, 19th September, 2016 at 12.00 Noon at Best Western Jubilee Ridge, Plot.No.38 & 39, Kavuri Hills, Road.No.36, Jubilee hills, Hyderabad – 500033, Telangana to transact the following business:

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

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare final dividend on Equity Shares for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Ms. Sudha Rani Janumahanti, Director (DIN: 02348322) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify appointment of 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 30th Annual General Meeting of the Company, to hold office from the conclusion of the 30th Annual General Meeting until the conclusion of the 33rd Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 32nd Annual General Meeting until the conclusion of the 33rd

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

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

“RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”), Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and such other applicable laws (including any statutory modifications or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company herein after referred to as “the Board” which terms shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as “the Committee”) to exercise its powers, including the powers conferred by this resolution), consent of the members

of the company be and is hereby accorded to the Board, to introduce, offer, issue, and allot up to 10,00,000 Equity Shares of face value of Rs 2/- each, from time to time in one or more tranches for the benefit of employees as defined in the Regulations as may be amended from time to time, under a Scheme titled **"MTTL Employees Stock Option Scheme-2016"**, (hereinafter referred to as the **"MTTL ESOS -2016"**), on such terms and conditions as may be fixed or determined by the nomination and remuneration committee in accordance with the provisions of the law or Regulations issued by the relevant authority."

"RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee be and is hereby authorized to make any modifications, change(s), variations(s), alteration(s) or revision(s) in the terms and conditions of **"MTTL ESOS -2016"** from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise **"MTTL ESOS -2016."**

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

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under **"MTTL ESOS -2016"** on the Stock Exchanges as per

the provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 2/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to



do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

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

“RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”), Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and such other applicable laws (including any statutory modifications or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company herein after referred to as “the Board” which terms shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as “the Committee”) to exercise its powers, including the powers conferred by this resolution), consent of the members of the company be and is hereby accorded to the Board, to introduce, offer, issue, and allot up to 10,00,000 Equity Shares of face value of Rs 2/- each, from time to time in one or more tranches, as mentioned in resolution no. 5 of this notice, for the benefit of employees as defined in the Regulations as may be amended from time to time, of any existing or future subsidiary companies of the company, under a Scheme titled **“MTTL Employees Stock Option Scheme-2016”**, (hereinafter referred to as the **“MTTL ESOS -2016”**), on such terms and conditions as may be fixed or determined by the nomination and remuneration committee in accordance with the provisions of the law or

regulations issued by the relevant authority”.

“RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee be and is hereby authorized to make any modifications, change(s), variations(s), alteration(s) or revision(s) in the terms and conditions of **“MTTL ESOS -2016”** from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise **“MTTL ESOS -2016”**.

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

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

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under **“MTTL ESOS -2016”** on the Stock Exchanges as per the provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 2/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of

the said allottees.”

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

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

7. To approve revision in remuneration payable to Mr. A. Durga Sundeep, holding office or place of profit

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 as amended from time to time, the consent of the Company be and is hereby accorded for continuing to hold office or place of profit under the company by

Mr. A. Durga Sundeep, Chief Manager, who is a relative of Mr A. Subramanyam, with such designation and remuneration as Board may decide from time to time, subject to monthly remuneration not exceeding ₹ 4,50,000 including all perquisites with effect from 1st October, 2016.”

“RESOLVED FURTHER THAT Mr. A. Durga Sundeep shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by him in connection with the Company's business.”

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

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

8. To approve revision in remuneration payable to Mr. J. Rana Pratap, holding office or place of profit

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and rule 15 of the Companies (Meeting of Board and its Power) Rules 2014 as amended



from time to time, the consent of the Company be and is hereby accorded for continuing to hold office or place of profit under the company by Mr. J. Rana Pratap, Corporate Manager, who is a relative of Mr. J. Lakshmana Rao, Chairman & Managing Director and Ms. J. Sudha Rani, Whole time Director, with such designation and remuneration as board may from time to time decide subject to monthly remuneration not exceeding ₹ 4,50,000 including all perquisites with effect from 1st October, 2016.”

“RESOLVED FURTHER THAT Mr. J. Rana Pratap shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by him in connection with the Company’s business.”

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

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

By order of the Board

for **MOLD-TEK TECHNOLOGIES LIMITED**

J. LAKSHMANA RAO

Chairman & Managing Director
(DIN:00649702)

Place: Hyderabad

Date : 10th August, 2016

NOTES:

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

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

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ written notice is given to the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items 5 to 8 is annexed.
4. In terms Articles of Association of the Company, Ms. Sudha Rani Janumahanti, Director (DIN: 02348322), Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer herself for re-appointment. Information about such Directors as stipulated under SEBI (Listing Obligations

- and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 is contained in the statement annexed hereto. The Board of Directors of the Company recommends the re-appointment of Ms. Sudha Rani Janumahanti, Director (DIN: 02348322) of the Company. She has furnished the requisite declarations for her re-appointment.
5. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
 7. Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2016 to 19th September, 2016 (both days inclusive) for the purpose of Payment of Dividend. The Dividend declared at the Annual General Meeting will be paid to the members whose names appear in the Register of Members of the company at the end of the Business Hours on 12th September, 2016 (record date) and in respect of shares held in electronic form to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).
 8. Members are requested to notify change of address, if any, with pin code to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
 9. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Secretarial and Investor Relation Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
 10. Individual Shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be nominee provided the name of the guardian is given in the nomination form. Non- individuals including society, trust, body corporate, partnership firm, karta of Hindu undivided family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s XL Softech Systems Limited, 3, Sagar Society, Road No 2, Banjara hills, Hyderabad – 500 034, Telangana, the Registrar and Share Transfer Agent of the Company.
 11. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/ Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.
 12. Members are requested to note that as per