

New milestones

500 crore market cap!



New achievements

CPMA & Elite
Plus Business
Services
Award - 2016



New plants

LOI received to
set up two
dedicated plants
RAK plant
inaugurated



New segments

penetrating
into Food and
FMCG packaging
with IML



New innovations

venturing into
Oxygen barrier
IML packs



MOLD-TEK
Packaging Limited

The Power Of Packaging Unleashed!

ANNUAL REPORT

2016

Pick and Place ROBOTS

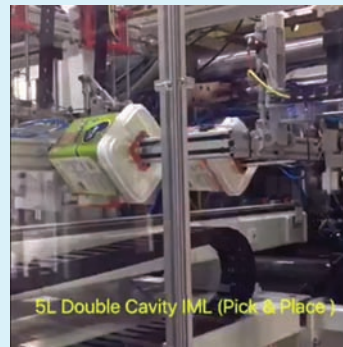
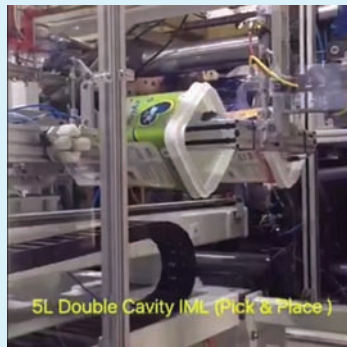


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In Pursuit of perfection

Chairman's Message



Dear Shareholders,

Your company delivered satisfactory performance during financial year 2015-16, Net Profit after tax increased impressively by 42.87% & EBITDA Margins increased by 17.98%.

Your company has registered robust growth on a number of fronts. The performance of your company has enabled to retain its position as a leader in rigid packaging industry in India, with annual profits at Rs.24.10 Crore and market capitalization of Rs.388.5 Crore as on March 31, 2016 and currently above Rs 500 Cr.

Though the growth in gross sales volume is 6.6% during the year, we have grown significantly in, high value added IML products. The percentage of IML sales have grown up from 29% in financial year 2014-15 to 44% in financial year 2015-16.

The Board has also declared an interim dividend of 40% and recommended a final dividend of 25% for the financial year 2015-16. (Total 65% dividend, subject to shareholder's approval for final dividend).

During the year, your company has successfully established a plant at Ras Al Khaimah, UAE, operational from August, 2016 which may result into growth from third or fourth quarter of the financial year 2016-17. The subsidiary has received some commercial orders from established lube, paint and food Industries in the Middle East Countries. Your company also installed new capacities in various plants across India and which shall contribute to the growth of the company in financial year 2016-17.

I am also glad to announce that, M/s. Asian Paints Limited has officially declared and granted a Letter of Intent to set up 2 NEW dedicated pail manufacturing plants for their upcoming plants at Vizag, Andhra Pradesh and Mysuru, Karnataka. With RAK plant going on stream and two plants to be set up for APIL, your Company is poised for a decent double digit volume growth in next five to six years.

Your company's talent development initiatives continued to support business growth. Your Company got opportunities to serve many Food and FMCG MNC's in the current financial year. While our competitors in Injection moulding have many entry barriers in IML Technology, we already have backward integrated IML lables and even "Robots" in-house. We already offered specialized solutions for Industry leaders like Procter and Gamble, Cadburys, MTR foods, Hindustan Unilever and Haldiram's.

Our proven capability to create product specific packaging solutions and an abiding vision to lead the packaging Industry in India, shall ensure our leadership position in Injection Moulding Rigid Packaging in India.

As we move towards new horizons, I draw strength from **"Team Mold-Tek"** and from their dedication to take your company to even greater glory in the coming years. As I conclude, may I on behalf of the Board and the employees of your company, once again thank our valued shareholders, for continued support and confidence reposed on us.

Growth Drivers

Paint & Lube Industry

- The paint industry is expected to grow at 12% annually over the next few years from Rs 350 bn. The per capita paint consumption is 4kgs which is very low compared to developed nations. (USA-25. EU – 15)
- India is now the world's third largest lubricants market, behind only America and China, with a market size of 2.5 billion litres.
- India & Africa are the FASTEST growing lubricant markets in the World

Retail – Modern Trade

- Modern trade is expected to grow three times to \$180 bn in 2020 from \$60 bn in 2015
- Modern trade will grow twice as fast at 20% per annum, compared to traditional trade at 10%, said the Boston Consulting Group and Retailers Association of India

Packaged Food Industry

- Projected to grow by 56% from \$32 to \$50 billion by 2017
- Per capita consumption on ready-to-eat food & packaged quick-foods/beverages steadily growing at 35% from 2010 to 2016
- Urban demand is around 80% in this segment

FMCG Industry

- FMCG sector to reach US\$ 74 billion in 2018 - 50% from Rural 50% from Urban
- Food & Personal Care account to 65%
- An additional \$15 billion in the hands of consumers, starting 2016 – Disposable Income Increases RAPIDLY

New Verticals due to IML

- HIGH potential & Brand-driven fields like FMCG, Food packaging require photorealistic hands-free tamper evident containers
- Retail & Modern Trade has excellent plastic packaging applications

Indian Rigid Packaging Industry to grow @15%

(Source: Business Standard – 25th Jan, 2016 edition)

Geographic

- Planning a new plant near Gwalior to capture demand from North India
- UAE plant to cater to MENA region – Our products are comparably better than local suppliers!

A shift from traditional decoration to IML from any customer means shifting entire volume to MPL

Key Investment Considerations

Rapidly growing

- MPL is India's fastest growing packaging company with new units coming up in UAE, AP & Karnataka

IML Leadership

- MPL is the only company with Integrated facilities for manufacturing molds, In-Mold labels and "ROBOTS"

Expanding product range

- Food & FMCG packaging with superior IML technology - product centric packaging solutions

Increasing EBIDTA Margins

- Increasing EBIDTA Margins with entry into high value added products & better capacity utilization

Mammoth Client base-

- Blue chip clientele – Castrol, P&G, Asian Paints, HUL, Cadbury Moldelez, Amul, Heinz, Britannia, Shell, Akzonobel

High dividend paying

- Consistently high dividend Paying Company

Prospects

Existing Clients

- 2 New dedicated plants in A.P & Karnataka
- Paints & Lube Industries are growing rapidly – A steady 10% rise of existing demand of MTPL is seen year-by-year



Future Verticals

- Tool room working on further innovations like Oxygen barrier IML to replace glass
- Customer-based designs for food & FMCG



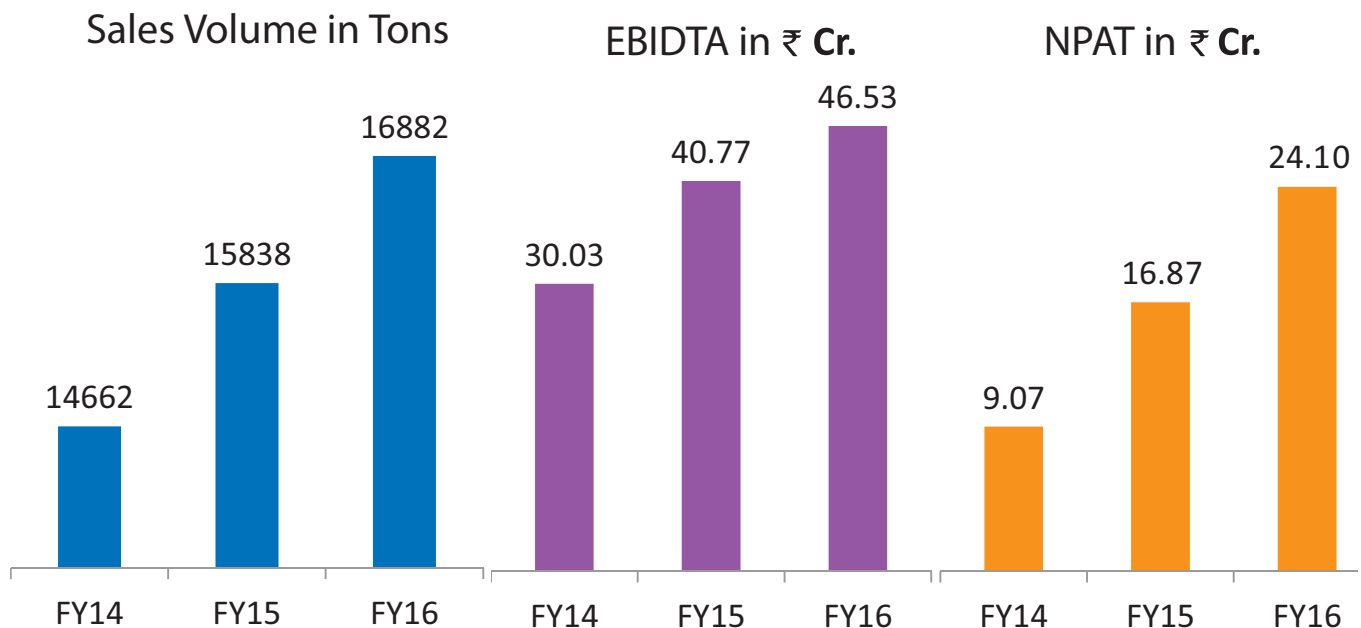
Mold-Tek is aiming to beat the Nation's growth rate and is all set to reach new heights!

Management Achievement

We take immense pleasure in announcing that **Mr Laxman Rao Janumahanthi** has been conferred with **Outstanding Achievement Award** by **CPMA & Elite Plus Business Services Group!** This is in recognition of his exceptional contributions to rigid plastic packaging sector in India in the last 3 decades resulting in instrumental growth of Mold-Tek Packaging Ltd.



Mold-Tek Progress



CORPORATE INFORMATION

BOARD OF DIRECTORS

J. Lakshmana Rao, Chairman & Managing Director

A. Subramanyam, Deputy Managing Director

P. Venkateswara Rao, Deputy Managing Director

J. Mytraeyi, Non-Executive Promoter Director

P. Shyam Sunder Rao, Non-Executive Independent Director

Dr. T. Venkateswara Rao, Non-Executive Independent Director

Vasu Prakash Chitturi, Non-Executive Independent Director

Dr. N.V.N. Varma, Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

A. Seshu Kumari

COMPANY SECRETARY

Priyanka Rajora

STATUTORY AUDITORS

Praturi & Sriram
Chartered Accountants
H.O: 3-6-220, Street No.15,
Himatyatnagar,
Hyderabad - 500 029

B.O:1-9-3 & 1-9-9/6,
Street No.1, Ramnagar,
Hyderabad - 500 020

INTERNAL AUDITORS

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

SECRETARIAL AUDITORS

P. Vijaya Bhaskar & Associates
Company Secretaries
H. No. 6-3-596/90, Naveen Nagar,
Road No.1, Banjara Hills,
Hyderabad - 500 034

LEGAL ADVISOR

M. Radhakrishna Murthy, Advocate
Vidya Nagar,
Hyderabad

BANKERS

Citibank N.A.
Yes Bank Limited
ICICI Bank Limited
HSBC Bank

REGISTERED OFFICE

Plot # 700, Road No. 36,
Jubilee Hills,
Hyderabad - 500 033, Telangana
Phone : +91 40 4030 0300
Fax : +91 40 4030 0328
E-mail : cs@moldtekindia.com

REGISTRAR & SHARE TRANSFER AGENTS

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

WORKS

Unit - I

Annaram Village,
Near Air Force Academy,
Jinnaram Mandal,
Medak District, Telangana

Unit - II

Survey No.164/Part,
Dommarapochampally Village,
Quthbullapur Mandal,
Ranga Reddy District, Telangana

Unit - III

Survey No.160-A, 161-1, & 161-5,
Kund Falia, Behind Hotel Hilltop,
Near Coastal Highway,
Bhimpore, Nani Daman,
Daman - 396 210

Unit - IV

Survey No.79,
Alinagar, Jinnaram Mandal,
Medak District, Telangana

Unit - V

Survey No.110/1A1, 110/1A2,
Street No.1, Onnalvadi,
Hosur, Krishnagiri District,
Tamilnadu - 635 125

Unit - VI

Shed No. D-17 & 18,
Survey No.283, Phase-1,
Jeedimetla, APIIC Village,
Jeedimetla Industrial Area,
Hyderabad, Ranga Reddy District,
Telangana

Unit - VII

GAT No.656,
Khandala - Lonand Road,
Mhavashi (Village),
Dhawad Wadi, Khandala
Satara District - 412 802, Maharashtra

New plant/Subsidiary

Mold-Tek Packaging FZE
P.O. Box: 328559,
RAK Free Trade Zone,
Ras Al Khaimah - UAE

CIN: L21022TG1997PLC026542 | Website: www.moldtekgroup.com

FIVE YEARS PERFORMANCE REVIEW

₹ Lakhs

	2015-16	2014-15	2013-14	2012-13	2011-12
Gross income from operations	308,71	318,66	283,93	212,99	190,49
<i>Growth rate (%)</i>	(3.12)	12.23	33.31	11.82	16.82
Less: Excise duty	33,04	33,63	30,21	22,66	17,43
Other income	73	80	51	31	26
NET INCOME	276,40	285,83	254,24	190,64	174,56
<i>Growth rate (%)</i>	(3.30)	12.43	33.36	9.21	16.03
Material cost	166,75	185,37	168,27	124,60	116,38
% to Net income	60.33	64.85	66.19	65.36	66.67
Overheads	63,12	59,69	55,94	45,74	35,59
% to Net income	22.84	20.88	22.00	23.99	20.39
EBITDA	46,53	40,77	30,03	20,30	21,34
<i>% to Net income</i>	16.83	14.26	11.81	10.65	12.23
Depreciation	8,50	8,23	6,95	5,46	4,41
Interest & finance expenses	98	7,25	8,40	5,80	3,80
PBT	37,05	25,29	14,68	9,04	13,13
% to Net income	13.40	8.85	5.77	4.74	7.52
Taxes	12,68	8,47	4,82	3,03	3,65
PAT	24,37	16,82	9,86	6,01	9,48
<i>% to Net income</i>	8.82	5.88	3.88	3.15	5.43
Prior period adjustments/extra-ordinary item	27	(5)	79	23	15
NET PROFIT	24,10	16,87	9,07	5,78	9,33
<i>% to Net income</i>	8.72	5.90	3.57	3.03	5.32
<i>Growth rate (%)</i>	42.86	86.00	56.92	(38.06)	16.59
<i>Equity dividend (%)</i>	65	40	30	20	50
<i>Dividend payout (including tax)</i>	10,83	6,64	3,96	2,62	6,52
Share capital	13,85	13,84	11,28	11,25	11,22
Reserves & surplus	115,13	101,82	41,22	37,84	35,10
NETWORTH	128,98	115,66	52,50	49,10	46,32
Net fixed assets	89,51	74,32	74,53	72,87	57,68
Total assets	204,04	169,31	165,60	144,91	121,62
Market capitalization	388,63	294,65	45,12	40,97	65,06
KEY INDICATORS					
Earnings per share (Face value of ₹5) (₹)*	8.70	7.20	4.03	2.57	5.17
Turnover per share (Face value of ₹5) (₹)	99.82	103.25	112.73	84.70	78.18
Book value per share (Face value of ₹5) (₹)	46.56	41.78	23.27	21.81	20.65
Dividend payout ratio	44.94	39.36	43.66	45.33	69.85
Debt:Equity ratio	0.20 : 1	0.13 : 1	1.25 : 1	1.35 : 1	1.11 : 1

* For the previous years, the equity shares and earnings per share have been presented to reflect the adjustment for share split in accordance with Accounting Standard 20 on Earnings per share.

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Mold-Tek Packaging Limited will be held on **Monday, 19th September, 2016, at 11:00 a.m. at Best Western Jubilee Ridge, Plot No. 38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 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 P. Venkateswara Rao, Director (DIN: 01254851) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, the appointment of M/s. Praturi & Sriram, Chartered Accountants, Hyderabad (ICAI Firm Registration No. 0027395), as Auditors of the Company, by resolution passed at the 17th Annual General Meeting of the Company, to hold office from the conclusion of the 17th Annual General Meeting until the conclusion of the 20th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 19th Annual General Meeting until the conclusion of the 20th Annual General Meeting and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee, in consultation with the Auditors."

SPECIAL BUSINESS

5. Issue 3,00,000 equity shares to the eligible employees of the Company under 'MTPL 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'), Securities and Exchange Board of India (Listing Obligations 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 there under 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 to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute, hereinafter referred to as 'the Committee,' to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to introduce, offer, issue and allot up to 3,00,000 equity shares of face value of ₹5 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 '**MTPL Employees Stock Option Scheme-2016**' (hereinafter referred to as '**MTPL 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 '**MTPL 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 'MTPL ESOS-2016.'

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

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under 'MTPL ESOS-2016' on the stock exchanges as per the provisions of the Securities and Exchange Board of India (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 ₹5 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. Issue equity shares to the eligible employees of the Company's subsidiary company(ies) under 'MTPL 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'), Securities and Exchange Board of India (Listing Obligations 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 there under 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 term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute, hereinafter referred to as 'the Committee,' to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to introduce, offer, issue, and allot up to 3,00,000 equity

shares of face value of ₹5 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 '**MTPL Employees Stock Option Scheme-2016**,' (hereinafter referred to as '**MTPL 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 '**MTPL 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 '**MTPL ESOS -2016**.'

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

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under '**MTPL ESOS-2016**' on the stock exchanges as per the provisions of the Securities and Exchange Board of India (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 ₹5 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. Approve revision in remuneration payable to A. Seshu Kumari 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 Section 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 A. Seshu Kumari, Finance Controller and Chief Financial Officer, who is a relative of J. Lakshmana Rao, Chairman & Managing Director, A. Subramanyam,

Deputy Managing Director, and J. Mytraeyi, Director, with such designation and remuneration as the Board may from time to time decide subject to monthly remuneration not exceeding ₹5,00,000 (Rupees Five lakhs only) including all perquisites with effect from 1st October, 2016.

"RESOLVED FURTHER THAT A. Seshu Kumari shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by her 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 her 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 authorized 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. Approve revision in remuneration payable to J. Navya Mythri, 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 Section 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 J. Navya Mythri, Assistant Finance Controller, who is a relative of J. Lakshmana Rao, Chairman & Managing Director with such designation and remuneration as Board may from time to time decide subject to monthly remuneration not exceeding ₹4,50,000 (Rupees Four lakhs fifty thousand only) including all perquisites with effect from 1st October, 2016.

"RESOLVED FURTHER THAT J. Navya Mythri shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by her 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 her 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 authorized 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."

9. Approve revision in remuneration payable to Kavya Sarraju, 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 to hold office or place of profit under the Company by Kavya Sarraju, Manager - Marketing & Co-ordination, who is a relative of J. Lakshmana Rao, Chairman & Managing Director with such designation and remuneration as Board may from time to time decide subject to monthly remuneration not exceeding ₹4,50,000, (Rupees Four lakhs fifty thousand only) including all perquisites with effect from 1st October, 2016.

"RESOLVED FURTHER THAT Kavya Sarraju shall also be entitled for reimbursement of actual entertainment, traveling, boarding, lodging expenses or any other expense incurred by her 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 her 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 authorized 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 PACKAGING LIMITED**



J. LAKSHMANA RAO

Chairman & Managing Director
DIN: 00649702

Hyderabad
1st 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 per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent, 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 9 is annexed.
4. In terms Articles of Association of the Company, P. Venkateswara Rao, Director (DIN: 01254851) of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Information about the Director as stipulated under Securities and Exchange Board of India

(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 P. Venkateswara Rao, Director. P. Venkateswara Rao, Director has furnished the requisite declarations for his 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 number and those who hold shares in physical form are requested to write their Folio Number 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 as at the end of the Business Hours on **12th September, 2016** 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 Agents 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 Departments 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 avail 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 provided 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 the Registrar and Share Transfer Agents of the Company, M/s. XL Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana.
11. Members may please take note that the 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 Agents of the Company for registration of transfer of shares in the physical mode.
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 Act. Members who have not yet encashed the dividend warrant(s) for the year 2008-09 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie with the Company in respect of such amount. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th September, 2015 (i.e. date of last Annual General Meeting) on the website of the Company (www.moldtekgroup.com) and also filed the same with the Ministry of Corporate Affairs.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting. All relevant documents referred in the Notice and the Explanatory Statement shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10:00 a.m. to 6:00 p.m.) on all working days (except Saturdays) up to the date of AGM of the Company.
14. A route map showing direction to reach the venue of 19th Annual General Meeting is provided in the Annual Report as per the requirement of the Secretarial Standard-2 on General Meetings.
15. The Certificate from the Auditors of the Company on implementation of Scheme in pursuance of Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 stating compliance as per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999, as amended, from time to time and resolution of the Company passed in the general meeting, will be available for inspection by the Members at the AGM.
16. The Ministry of Corporate Affairs, Government of India (vide its Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 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 Sections 101 and 136 of the Companies Act, 2013 read with relevant rules made there under, 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 E-mail, wherever the E-mail addresses are available; and through permitted modes of service where E-mail addresses have not been registered. **Accordingly, Members are requested to support this initiative by registering their E-mail 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 Agents, M/s. XL Softech Systems Limited.**

Voting through electronic means

1. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically.
2. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is annexed to the Notice.
3. Mr. Ashish Gaggar, Practicing Company Secretary (Membership No. FCS 6687) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through poll paper shall be treated as invalid.
6. The e-voting period commences on **16th September, 2016 at 9:00 a.m.** and ends on **18th September, 2016 at 5:00 p.m.** During this period, Members holding shares either in physical form or demat form, as on **12th September, 2016**, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name 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. **12th September, 2016**, only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

8. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting, then you can use your existing User ID and password for casting your vote.
9. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.moldtekgroup.com and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
11. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

The instructions for Members for voting electronically are as under:

- i. The voting period begins on **16th September, 2016 at 9:00 a.m.** and ends on **18th September, 2016 at 5:00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **12th September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the website: www.evotingindia.com
- iii. Click on Shareholder's Tab.

- iv. Now, enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID;
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- v. Next, enter the image verification as displayed and click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

For Members holding shares in demat form and physical form	
PAN	<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"> Members who have not updated their PAN with the Company/depository participant are requested to use the sequence number which is printed on postal ballot/attendance slip indicated in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<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>
Dividend bank details	<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"> Please enter the DOB or dividend bank details in order to login. If the details are not recorded with the Depository or Company please enter the member ID/folio number in the dividend bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on 'SUBMIT' tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be 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 PACKAGING 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 custodians are required to log on to and register themselves as corporates.

- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in

PDF format in the system for the scrutinizer to verify the same.

- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at under help section or you can also contact on below mentioned details:

Contact details for queries relating to e-voting:

Mr. Mehboob Lakhani, Assistant Manager
Central Depository Services (India) Limited
16th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001.
E-mail ID: helpdesk.evoting@cdslindia.com
Phone: 1800 200 5533

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Items 5 & 6

Human resource plays a vital role in the growth and success of an organization. The Board has identified the need to reward the employees and to enable them to participate in the future growth and financial success of the Company, has proposed to offer the employees an option to acquire the equity shares of the Company under Employees Stock Option Scheme (ESOS) formulated in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the Regulations'). The Board has reserved an appropriate number of equity shares under the ESOS to be allotted against the stock options to be granted to the employees of the Company. The Board has duly approved the MTPL Employees Stock Option Scheme-2016 at its meeting held on 1st August, 2016.

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

The salient features of the 'MTPL Employees Stock Option Scheme-2016' are as under:

1. Brief description of the 'MTPL Employees Stock Option Scheme-2016'

The Company proposes to introduce the MTPL Employees Stock Option Scheme-2016 for the benefit of the existing permanent employees of the Company and its subsidiary company(ies), employees joining the Company or its subsidiary company(ies) in future, its directors, and such other persons/entities as may be prescribed by

Securities and Exchange Board of India (SEBI) from time to time, and in accordance with the provisions of prevailing regulations including the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

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

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

2. Total number of Options to be granted

- The Nomination and Remuneration Committee/ Board shall grant up to 3,00,000 options under the ESOS, in addition to which it may also re-issue the lapsed/forfeited options.
- Each option granted, shall entitle the employee to apply for and be allotted one equity share of the Company subject to the fulfillment of vesting requirements.
- Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.

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

The following employees shall be entitled to participate in the Scheme:

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

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

Grant date of the options shall be the date of meeting of the Nomination and Remuneration Committee/the Board in which the options are granted to the employees.

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

Vesting period shall commence on the expiry of one year from the Grant date and shall extend up to 8 years from the date of grant as per vesting schedule. The option may vest in tranches subject to the terms and conditions as may be stipulated by the Board/the Nomination and Remuneration Committee. The vesting dates in respect of the options granted under the Scheme shall be determined by the Nomination and Remuneration Committee/Board and may vary from an employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

The vesting requirements shall, *inter alia* consist of satisfactory performance of the employees, their continued employment in the Company and such other

reasonable requirements as may be specified by the Compensation Committee.

5. Exercise price or pricing formula

- a. Exercise price for the purpose of the grant of options shall be the price as reduced up to a maximum of 50% of the closing market price of the equity shares of the Company available on the stock exchange on which the shares of the Company are listed on the date immediately preceding the grant date, subject to minimum of the face value of the equity shares. If equity shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the closing market price.
- b. The employee shall bear all tax liabilities in relation to grant of options.
- c. The exercise price may vary between grant of options to different set of employees of Mold-Tek Packaging Limited and its subsidiaries.

6. Exercise period and process of exercise

Option can be exercised by submitting requisite application form to the Company within a period of 2 months for each tranche as per vesting schedule from the date of vesting and paying the exercise price at the time of making of such application, in the manner prescribed by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee/Board shall decide the exercise period from time to time which can be extended up to 2 years from the vesting date(s).

7. Appraisal process for determining the eligibility of the employees

The Nomination and Remuneration Committee shall decide number of options to be granted to the eligible employees based on an appraisal process consisting, *inter alia*, of the employee's grade, years of service, present performance and potential, conduct and such other factors as may be specified by the Nomination and Remuneration Committee.

8. Maximum number of options to be granted per employee

Maximum number of options to be issued per employee per year shall not exceed 1% of the issued capital of the Company except with the approval of the Company in the general meeting.

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

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

10. Scheme implementation

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

11. Source of acquisition of shares under the Scheme

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

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

This is currently not contemplated under the present Scheme.

13. Maximum percentage of secondary acquisition

This is not relevant under the present Scheme.

14. Accounting and disclosure policies

The Company shall conform to the accounting policies specified in Regulation 15 of the regulations applicable to the ESOS.

15. Method of option valuation

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

16. Declaration

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

The Board/Nomination and Remuneration Committee shall have absolute authority to vary or modify the terms of the ESOS in accordance with the SEBI Regulations applicable to the ESOS from time to time,

provided such variation or modification is not detrimental to the interests of the eligible employees.

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

ESOP Regulations also require separate approval of Members by way of special resolution to grant stock options to the employees of holding and/or subsidiary companies. Accordingly, a separate resolution under Item 6 is proposed to extend the benefits of MTPL Employees Stock Option Scheme-2016 to the employees of subsidiary company (ies) as may be decided by the Nomination and Remuneration Committee from time to time under applicable laws.

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

A copy of the draft MTPL ESOS 2016 will be available for inspection on all working days (Monday to Friday) between 11:00 a.m. and 1:00 p.m. at the registered office of the Company.

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

The Board recommends passing of the resolution(s) as set out under Items 5 and 6 for approval of the Members as special resolution(s).

Item 7

The Members of the Company had passed special resolution, pursuant to erstwhile Section 314(1B) of the Companies Act, 1956 at the 16th Annual General Meeting held on 30th September, 2013, revising the remuneration payable to A. Seshu Kumari, to provide monthly remuneration not exceeding ₹2,45,000 per month including all perquisites.

A. Seshu Kumari has been looking after the finance activities

of the Company for the past 25 years. She has ample experience in the field of accounts and finance. Considering her vast and rich experience and increased growth of the Company, the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meeting held on 1st August, 2016 approved the revision in remuneration payable to A. Seshu Kumari with effect from 1st October, 2016, subject to approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

A. Seshu Kumari is in the exclusive employment of the Company and will not hold a place of profit in any other company.

The proposed remuneration of A. Seshu Kumari, who has been the Finance Controller and promoted as Chief Financial Officer, for more than 7 years with 25 years of experience, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

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

Name of the related party	A. Seshu Kumari
Name of the director or key managerial personnel who is related	J. Lakshmana Rao, A. Subramanyam and J. Mytraeyi
Nature of relationship	a. J. Lakshmana Rao, Chairman and Managing Director - Brother b. A. Subramanyam, Deputy Managing Director - Spouse c. J. Mytraeyi, Director - Mother
Nature, material terms, monetary value and particulars of the contract or arrangement	A. Seshu Kumari, is holding the office or place of profit as Chief Financial Officer of the Company. Her remuneration is proposed to be revised as per the terms set out in the resolution given at Item 7.
Any other information relevant or important for the Members to take a decision on the proposed resolution	Not applicable

Except A. Seshu Kumari, J. Lakshmana Rao, A. Subramanyam and J. Mytraeyi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item 7 for approval of the Members as Ordinary resolution(s).

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

Item 8

The members of the Company had passed special resolution, pursuant to erstwhile Section 314(1B) of the Companies Act, 1956 at the 16th Annual General Meeting held on 30th September, 2013, revising the remuneration payable to J. Navya Mythri, to provide monthly remuneration not exceeding ₹2,45,000 per month including all perquisites.

J. Navya Mythri has been looking after the accounting activities of the Company and is responsible for supervising accounts and financial matters of our Company. She is a qualified Chartered Accountant and is a member of the Institute of Chartered Accountants of India.

The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 1st August, 2016 approved the revision in remuneration payable to J. Navya Mythri with effect from 1st October, 2016, subject to the approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

J. Navya Mythri is in the exclusive employment of the Company and will not hold a place of profit in any other company.

The proposed remuneration of J. Navya Mythri, who has been Assistant Finance Controller with 4 years of work experience, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

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

Name of the related party	J. Navya Mythri
Name of the director or key managerial personnel who is related	J. Lakshmana Rao
Nature of relationship	J. Lakshmana Rao, Chairman and Managing Director - Father
Nature, material terms, monetary value and particulars of the contract or arrangement	J. Navya Mythri, is holding the office or place of profit as Assistant Financial Controller of the Company. Her remuneration is proposed to be revised as per the terms set out in the resolution given at Item 8.
Any other information relevant or important for the Members to take a decision on the proposed resolution	Not applicable

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

The Board recommends passing of the resolution(s) as set out under Item 8 for approval of the Members as Ordinary resolution(s).

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

Item 9

Kavya Sarraju, is a post graduate in Master of Business Administration - Marketing from Symbiosis Institute of Business Management, Pune. She has over 4 years of experience in the field of marketing having worked with FMCG firms. She has been associated with Mold-Tek Group since 2014. She is appointed as Manager- Marketing & Co-ordination with effect from 1st January, 2016 in Mold-Tek Packaging Limited and is involved mainly in new business development.

The Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company at their meetings held on 1st August, 2016 approved remuneration to Kavya Sarraju with effect from 1st October, 2016, subject to approval of the Members, pursuant to Section 188 of the Companies Act, 2013.

Kavya Sarraju is in the exclusive employment of the Company and will not hold a place of profit in any other company.

The proposed remuneration of Kavya Sarraju, who has been the Manager - Marketing & Co-ordination, having more than 4 years of experience, is considered as minimum remuneration as compared with the remuneration package for similar position in the industry, as this is a very challenging position. Similarly placed employees in the Company are/will be getting comparable salary.

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

Name of the related party	Kavya Sarraju
Name of the director or key managerial personnel who is related	J. Lakshmana Rao
Nature of relationship	J. Lakshmana Rao, Chairman and Managing Director - Son's wife
Nature, material terms, monetary value and particulars of the contract or arrangement	Kavya Sarraju is holding the office or place of profit as Manager - Marketing & Co-ordination of the Company. Her remuneration is proposed to be revised as per the terms set out in the resolution given at Item 9.
Any other information relevant or important for the Members to take a decision on the proposed resolution	Not applicable

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

The Board recommends passing of the resolution(s) as set out under Item 9 for approval of the Members as Ordinary resolution(s).

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

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



J. LAKSHMANA RAO
Chairman & Managing Director
DIN: 00649702

Hyderabad
1st August, 2016

Annexure

Additional Information on Directors seeking appointment/re-appointment in the Annual General Meeting (under sub-regulation 3 of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard-2

Statement of Disclosure

Name of the Director	P. Venkateswara Rao
Date of birth	18th January, 1957
Age	59 Years
Qualification	Bachelor's degree in Arts & Post graduate in materials management
Date of first appointment on the Board	27th August, 2008
Terms & conditions of re-appointment along with remuneration sought to be paid	Not applicable
Remuneration last drawn	₹91,94,333 for financial year 2015-16
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in specific functional area	Materials management
Number of meetings of the Board attended during the year	7 meetings attended during the financial year 2015-16
Names of other companies in which holds the directorship	Mold-Tek Technologies Limited
Names of other companies in which holds the membership of committees of the board	Mold-Tek Technologies Limited
No. of shares held in the Company as on 31st March, 2016	2,40,396

Brief profile

P. Venkateswara Rao, is the Deputy Managing Director of the Company. He holds a bachelor's degree in arts from Osmania University and Post graduate in materials management. He has over 37 years of work experience. He was awarded with Pride of India Award for outstanding individual achievements and distinguished service to the nation and a Gold Medal for Excellence from Citizens Integration Peace Society.

He looks after all commercial and marketing activities of Company. He is conversant with all aspects of the management and the affairs of the Company.

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their report on the business and operations of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS

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

Particulars	Year ended	
	31st March, 2016	31st March, 2015
Sales	308,71	318,66
Other income	73	80
Total income	309,44	319,46
Profit before interest, depreciation & tax	46,53	40,77
Interest	98	7,25
Depreciation	8,50	8,23
Profit before tax & extra-ordinary items	37,05	25,29
Prior period adjustments & extra-ordinary items	27	(5)
Provision for current tax	11,74	8,42
Provision for deferred tax	94	5
Net profit	24,10	16,87
Profit brought forward from previous years	15,05	8,25
Previous year excess dividend provision reversal	–	(1)
Depreciation as per Companies Act, 2013	–	(88)
Profit available for appropriation	39,15	24,23
Appropriation		
Transferred to general reserve	(3,62)	(2,53)
Proposed dividend	(9,00)	(5,54)
Corporate dividend tax	(1,83)	(1,11)
Balance carried forward	24,70	15,05

Note: During the period, the consolidated financial results are not reported; the revenues are yet to be generated from subsidiary - M/s. Mold-Tek Packaging FZE.

OPERATIONS

In this financial year, the raw material prices have decreased by 18%, due to steep reduction in crude oil prices. Your Company has shown improved performance in terms of sales

volume, EBIDTA & PAT. In spite of 7% growth in sales volume, your Company has achieved a total revenue of ₹308,71 lakhs (₹318,66 lakhs in the previous year) due to reduction in raw material prices. However, the sales volume has increased from 15,838 tons to 16,882 tons in the financial year 2015-16, the operating profit (EBIDTA) increased by 14.12%, from ₹40,77 lakhs to ₹46,53 lakhs, overall resulting into sharp increase in net profits by 42.86% amounting to ₹24,10 lakhs as against the profit of ₹16,87 lakhs for financial year 2014-15. The EPS on weighted average equity has increased from ₹7.20 in the financial year 2014-15 to ₹8.70 in the financial year 2015-16.

In the financial year 2015-16 the Company's overall performance is satisfactory because of improved product mix and sales. Considerable investments have been made in the financial year 2015-16 in Mold-Tek Packaging FZE, RAK and other plants across India to expand operations across geographies. The Company is expected to grow at higher pace in coming years on materialization of investments made in last 1-2 years.

FUTURE OUTLOOK

The future looks very exciting as investments made in expansion of Indian plants, and new plant at RAK are going to yield sizeable growth in sales. Mold-Tek Packaging is looking at an increased pace of growth in the financial year 2016-17.

We envision 4 major factors that would drive sustainable growth during the next few financial years:

a. Geographic expansion into untapped markets

Considering the fact that our products are definitely comparable or better in quality than injection molding plastic packaging products in Middle East market with reference to tamper-evidence, decoration, strength and leak-proofing, we decided to build capacity and start supplies from this region itself. Our new plant at RAK, Mold-Tek Packaging FZE, will commence its operations from August 2016 and is all set to add decent revenue from the third or fourth quarter of this financial year itself. We have already booked some orders from some established lube, paint and food companies and are in discussions with a couple of other major players in paint and food sectors.

b. Existing long-term clients and related ventures

Paints & lube industries are growing rapidly. Robust growth of 10% plus in paint volumes are expected in

this year. Asian Paints has officially declared and granted a Letter of Intent to us to set up 2 new dedicated pail manufacturing units for their upcoming plants at Vizag, Andhra Pradesh and Mysuru, Karnataka. We have to set up these plants by 2018-19 with a capacity of 3,500 tons p.a. to grow to overall capacity of 14,000 tons p.a. by 2024. This great opportunity would ensure higher growth in sales volume and better performance for considerable period in future. RAK FZE plant too will be adding numbers from the middle of this financial year 2016-17 and will reach much better capacity utilization from 2017-18 onwards.

c. IML based packaging solutions for new & highly margin industry verticals

The Company is shifting gears as it moves into the highly growing, profitable and brand driven industries like packaged food & FMCG. Our expertise in building specialized and a product specific packing solution through new designs, new molds, and robots is going to change the face of packaging for these products in India. While our competitors in injection moulding have many entry barriers in IML technology, we have already backward integrated IML labels and even 'Robots' in-house. We have already offered specialized solutions for industry leaders such as Procter and Gamble, Cadburys, MTR Foods, Hindustan Unilever and Haldirams.

d. Expanding product portfolio through square 5 litre & 15 litre packs

The square pails introduced this year were slow to take off due to increased raw material prices in last few months (from ₹72,000 per ton to ₹87,000 per ton) has resulted in higher prices, hence lesser adoption. However, square edible oils pails are gradually being accepted by many oil, ghee and other food product manufacturers as a superior mode of packaging. The Company expects better volumes in coming quarters from these packs.

Steep fall in raw material prices may dampen absolute revenue numbers as we have monthly raw material adjustment policy with almost all clients. However, increased sale of high value added IML products and better capacity utilization of all the IML facilities may result in improved profitability.

If the above plans materialize, Mold-Tek can easily achieve double digit growth rates in the coming years.

CREDIT RATING

Your Company has received credit rating from two agencies D&B Rating and ICRA.

D&B Rating

The Credit rating is 5A2 and condition is stated as Good.

D&B Indicative Risk Rating of 5A2 implies that the Company has a tangible net worth of ₹645,950,000 and above as per the latest available financial Statements. Composite Appraisal 2 indicates that the overall status of the Company is good.

ICRA

The outlook on the long-term rating from ICRA has also been upgraded from stable to positive. The rating details are as follows:

Instrument	Before	Revised
Term loan	[ICRA] BBB (Stable)	[ICRA] BBB+(Positive)
Long-term loans fund based	(ICRA) BBB (Stable)	[ICRA] BBB+(Positive)
Short-term non-fund based	(ICRA) A2	[ICRA] A2+
Long-term/short-term proposed	[ICRA] BBB (Stable)/ [ICRA]A2	[ICRA] BBB+ (Positive)/A2+

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

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

SUBSIDIARY

Your Company has floated a wholly owned subsidiary in Ras Al Khaimah, UAE by name Mold-Tek Packaging FZE, incorporated on 12th January, 2016. The operations are commencing from August, 2016 to cater to the needs of entire GCC and North African markets.

The financial position of the said Company is given in the Notes to Consolidated Financial Statements.

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

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

Consolidated Financial Statements (CFS)

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

The CFS should therefore be read in conjunction with the Board's report, financial notes, cash flow statements and the independent auditor's report of the subsidiary.

DIVIDEND

Your Directors have recommended a final dividend of ₹1.25 per equity share @ 25% of face value of ₹5 each, in addition to interim dividend of ₹2.00 (40%) hitherto declared, making a total of ₹3.25 (65%) per equity share (previous year ₹4.00 per equity share @ 40% of face value of ₹10 each) for the financial year ended 31st March, 2016. The final dividend, if approved, will be paid to those Members whose names appear in Register of Members as on 12th September, 2016. In respect of shares held in dematerialized form, it will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. This will entail an outflow of ₹10,83 lakhs (Inclusive of dividend tax).

The dividend payout for the year 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 ₹3.62 crore to general reserve out of the profits earned by the Company.

SHARE CAPITAL AND CONSEQUENT CHANGES

During the year, with a view to broad-base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Company after obtaining Members' approval on 3rd February, 2016 has sub-divided the existing equity

shares of the Company having a face value of ₹10 (Rupees Ten only) each fully paid up into 2 (Two) equity shares of ₹5 (Rupees Five only) each fully paid up.

Consequent upon sub-division of equity shares of the Company, the Capital Clause of Memorandum of Association of the Company was amended with the approval of the Members i.e. from ₹14,50,00,000 (Rupees Fourteen crore fifty lakhs only) divided into 1,45,00,000 (One crore forty five lakhs) equity shares of ₹10 (Rupees Ten) each to 2,90,00,000 (Two crore ninety lakhs) equity shares of ₹5 (Rupees Five) each.

PAID UP SHARE CAPITAL

The paid up share capital of the Company was ₹13,84,05,260 as on 31st March, 2015. In the Board meeting dated 9th April, 2015, the capital has been increased to ₹13,84,55,260 pursuant to allotment of 5,000 equity shares of ₹10 each at a price of ₹26 [comprising nominal value of ₹10 and premium of ₹16 each] to its employees who have exercised the option vested on them under the MTPL Employees Stock Option Scheme

The Company has sub-divided its face value of equity shares from ₹10 each to ₹5 each pursuant to the resolution passed by the Members of the Company in the Extra-ordinary General Meeting held on 3rd February, 2016. The paid up capital of the Company is ₹13,84,55,260 divided into 2,76,91,052 equity shares of ₹5 each as on 31st March, 2016.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

DEPOSITS

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

INTERNAL CONTROLS SYSTEMS AND ADEQUACY

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

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

DETAILS OF DIRECTORS/KEY MANAGERIAL PERSONNEL

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

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

In accordance with the provisions of Section 152 of the Act, P. Venkateswara Rao, Director of the Company is liable to retire by rotation and is eligible for re-appointment.

There has been no change in Directors and Key Managerial Personnel.

EMPLOYEE STOCK OPTION SCHEME

The Company has in operation Mold-Tek Packaging Employees Stock Option Scheme-2009 for granting stock options to the employees of the Company, in accordance with the Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

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 Annexure-A is also available on website of the Company at www.moldtekgroup.com

GOVERNANCE GUIDELINES

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

NOMINATION, REMUNERATION AND PERFORMANCE EVALUATION POLICY

The requisite details as required by Section 134(3), Section 178(3) & (4) of Companies Act, 2013 and Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Report on Corporate Governance.

TRANSACTIONS WITH RELATED PARTIES

The requisite details as required by Sections 134 & 188 of Companies Act, 2013 and Regulation 23, 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Report on Corporate Governance and 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 Section 173(1) of the Companies Act, 2013 and Regulation 17(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

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

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has constituted a CSR Committee. The Corporate Social Responsibility Committee comprises of 3 Executive Directors and one independent Director, chaired by J. Lakshmana Rao. The composition of the Corporate Social Responsibility Committee meets the requirements of Section 135 of the Companies Act, 2013. The Board of Directors, based on the recommendations of the Committee, formulated a CSR Policy. The requisite details on CSR activities pursuant to Section 135 of the Act and as per Annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed as Annexure-B to this Report.

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

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH)

Committee, to inquire into complaints of sexual harassment and recommend appropriate action. In the financial year 2015-16, the Company has not received any complaint which falls within the scope of this policy. The policy is available on website of the Company at <http://moldteckpackaging.com/pdf/corporate-governance/MPL-Policy-of-SH.pdf>

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The requisite details as required by Section 177 of Companies Act, 2013 and Regulation 22 & 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Report on Corporate Governance.

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

a. Statutory Auditors

M/s. Praturi & Sriram, Chartered Accountants are the statutory auditors of the Company and hold office till the conclusion of the 20th Annual General Meeting (AGM). Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members are requested to consider the ratification of appointment of Auditors for the balance term. The notes to the accounts referred to in Auditors' Report are self-explanatory and do not call for any further comments. The Audit Report does not contain any qualification, reservation or adverse remark.

b. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. P. Vijaya Bhaskar & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. The Secretarial Audit Report is annexed as **Annexure-C**. The Auditors' Report and the Secretarial Audit Report for the financial year ended 31st March, 2016 do 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-D**.

PARTICULARS OF REMUNERATION

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

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

EXTRACT OF ANNUAL RETURN

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

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in the Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with.

A Company Secretary in Practice has certified that conditions of Corporate Governance as stipulated under

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with 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 & Managing Director forms part of the Corporate Governance Report.

CEO/CFO CERTIFICATION

J. Lakshmana Rao, Chairman & Managing Director and A. Seshu Kumari, Financial Controller & Chief Financial Officer of the Company have given a certificate to the Board as contemplated in Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RISK MANAGEMENT

All assets of your 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, Yes Bank, HSBC, 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

Hyderabad
1st August, 2016

Chairman & Managing Director
DIN: 00649702

Annexure-A

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

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.	Description	Year ended 31st March, 2016
1.	Date of shareholders' approval	9th February, 2010
2.	Total number of options approved under ESOS	2,50,000 (Post-split 5,00,000)
3.	Vesting requirements	Commences at the expiry of one/two years to 4 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 BSE 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 31st March, 2016 (Post-Split)	Year ended 31st March, 2016 (Pre-Split)
1.	Number of options outstanding at the beginning of the year (out of total number of options approved under ESOS)	1,27,200	63,600
2.	Number of options granted during the year	Nil	Nil
3.	Number of options forfeited/lapsed during the year	Nil	Nil
4.	Number of options vested during the year	Nil	Nil
5.	Number of options exercised during the year	Nil	Nil
6.	Number of shares arising as a result of exercise of options	10,000*	5,000*
7.	Amount realized by exercise of options (₹)	Nil	Nil
8.	Loan repaid by the Trust during the year from exercise price received	Not applicable	Not applicable
9.	Number of options outstanding at the end of the year (out of total number of options approved under ESOS)	1,27,200	63,600
10.	Number of options exercisable at the end of the year (out of total number of options approved under ESOS)	Nil	Nil
11.	Weighted-average exercise	Not applicable	Not applicable
12.	Weighted-average fair values	Not applicable	Not applicable
13.	Employee wise details of options granted to		
	a. Key managerial personnel	Nil	Nil
	b. Any other employee who receive a grant of options in any one year of option amounting to 5% or more of option granted during the year	Nil	Nil
	c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of grant	Nil	Nil

* During the financial year 2015-16, total of 5,000 shares which were exercised in previous year were allotted in the Board Meeting held on 9th April, 2015.

Annexure-B

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

S.No.	Particulars	Disclosures
1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	Mold-Tek has aimed at serving the needs for the community and is a socially responsible corporate to give back to the society towards sustainable care and development. The policy includes all the programmes as per schedule VII of Companies Act, 2013. Mold-Tek takes keen responsibility to develop education and rural areas. The Company has framed a CSR policy, to regulate CSR activities. The policy is available on the website of the Company: http://moldteckpackaging.com/pdf/corporate-governance/CSR-Policy.pdf
2.	The composition of the CSR Committee	J. Lakshmana Rao, Chairman A. Subramanyam, Member P. Venkateswara Rao, Member P. Shyam Sunder Rao, Member
3.	Average net profit of the Company for last three financial years	₹16,33 Lakhs.
4.	Prescribed CSR expenditure (two per cent of the amount as in item 3 above)	₹33 Lakhs.
5.	Details of CSR spent for the financial year: a. Total amount to be spent for the financial year b. Amount unspent, if any c. Manner in which the amount spent during the financial year	The Company has created a provision of ₹41 lakhs for CSR in the financial year 2015-16. The Company is yet to spend the amount of CSR.
6.	Reasons for not spending the amount	The Company has initiated a project for development of education and advances were paid in the financial year 2015-16. The Company is looking forward for the activities as listed out in Schedule VII of Companies Act, 2013 to spend the amount of CSR. The provision for the same has been created for the financial year 2014-15 and 2015-16. The amount will be spent in the near future.
7.	Responsibility Statement	The implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company. Although, the Company has not spent any amount in the last financial year 2014-15 & 2015-16, a provision for the same is created and the Company has also initiated the project of development of education in government school.



J. LAKSHMANA RAO
(Chairman & Managing Director)
(Chairman of the Committee)
DIN: 00649702

Annexure-C SECRETARIAL AUDIT REPORT

The Members
Mold-Tek Packaging Limited
8-2-293/82/A/700, Ground Floor,
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 with 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 31st March, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

The Members,
Mold-Tek Packaging Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mold-Tek Packaging 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 Packaging 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 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of foreign direct investment, overseas direct investment and external commercial borrowings;
- v. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - 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 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;*
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;*

* Not applicable to the Company for the period under review.

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

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

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

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the year.

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

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

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

I further report that during the audit period the Company has:

- a. Convened an Extra-ordinary General Meeting on 3rd February, 2016 for sub-division of equity shares of the Company having face value of ₹10 (Rupees Ten only) into 2 (Two) equity shares of ₹5 (Rupees Five only) each fully paid-up as on record date i.e. 17th February, 2016.
- b. Approved allotment of 5,000 stock options [Face value of ₹10 each issued at ₹26 each (₹16 as premium)] to the eligible employees of the Company under 'MTPL Employee Stock Option Scheme - 2009' during the year.



P. Vijaya Bhaskar

Hyderabad
1st August, 2016

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

Annexure-D

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

a. Conservation of energy

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 consumers of these resources, the onus should lie on the industrial sector to limit & minimize its demand for energy. The need of the hour is to conserve and preserve the energy resources for future of the mankind.

Steps taken for conservation of energy

- Replaced the conventional and HPSV/HPMP lamps with the LED lamps;
- Replacement of old machines with energy efficient machines;
- Monitoring and analysis of energy consumption on periodic basis.
- Regular monitoring and benchmarking of energy intensive equipment.

b. Technology absorption

Mold-Tek operates in an industry which requires continuous technology upgradation for manufacturing products and research activities to stay ahead of the market. Currently, the Company has a centralized integrated tool room to develop and repair molds. While the Company's centralized tool room provides advantages such as early development of products at cheaper cost, Mold-Tek will continue to make investments in R&D including and not limited to developing robots, new molds and processes since the Company depends significantly on such processes for upgrading the technologies and processes from time to time. The top management devotes considerable time to develop new design and technologies at the tool room. These R&D activities are critical since it may improve demand for the Company's products and profitability, if the same proves to be successful.

c. Foreign exchange earnings and outgo

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:

	₹ Lakhs	
	2015-16	2014-15
Foreign exchange earnings	4,23	5,30
Foreign exchange outgo	2,50	2,55

Annexure-E

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

- a. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Remuneration (₹)	Median remuneration (₹)	Ratio to median remuneration
Executive Directors			
J. Lakshmana Rao	52,20,000	1,93,949	26.91:1
A. Subramanyam	1,07,15,136	1,93,949	55.25:1
P. Venkateswara Rao	91,94,333	1,93,949	47.41:1
Non-Executive Directors			
J. Mytraeyi	–	1,93,949	NA
T. Venkateswara Rao	–	1,93,949	NA
P. Shyam Sunder Rao	–	1,93,949	NA
Dr. N. V. N. Varma	–	1,93,949	NA
Vasu Prakash Chitturi	–	1,93,949	NA

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

Name	Designation	Increase %
J. Lakshmana Rao	Chairman & Managing Director	40.3
A. Subramanyam	Deputy Managing Director	6.9
P. Venkateswara Rao	Deputy Managing Director	29.7
J. Mytraeyi	Non-Executive Promoter Director	Nil
T. Venkateswara Rao	Independent Director	Nil
P. Shyam Sunder Rao	Independent Director	Nil
Dr. N. V. N. Varma	Independent Director	Nil
Vasu Prakash Chitturi	Independent Director	Nil
A. Seshu Kumari	Chief Financial Officer	7.0
Priyanka Rajora	Company Secretary	35.0

- c. Percentage increase in the median remuneration of employees in the financial year: 16.85%
- d. Number of permanent employees on the rolls of the Company as on 31st March, 2016: 433
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The aggregate remuneration of employees excluding managerial personnel grew by 18.87% over the previous financial year. The aggregate remuneration for KMPs grew by 20.5% over the previous financial year. This was based on the recommendation of the Nomination and Remuneration Committee to revise the remuneration as per industry benchmarks. There was no exceptional circumstance or increase for managerial personnel in the last financial year.

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

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

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

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

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

Employees employed throughout the year and were in receipt of remuneration of not less than ₹1,02 lakhs per annum and receipt of remuneration in excess of that drawn by the Managing Director

Name	Designation/ nature of employment	Qualification	Age (Years)	Date of joining	Remuneration received (₹)	Overall experience (Years)	Particulars of last employment
A. Subramanyam	Deputy Managing Director	B.E.	62	Refer Note*	1,07,15,136	35	Director, Mold-Tek Technologies Limited
P. Venkateswara Rao	Deputy Managing Director	Bachelor of Arts and P.G. in Materials Management	59	Refer Note*	91,94,333	37	Director, Mold-Tek Technologies Limited

Note: Percentage of equity shares held and relation with other directors of the above employees has been disclosed in the Report on Corporate Governance.

* High Court of Judicature, Andhra Pradesh at Hyderabad by its Order dated 25th July, 2008 has approved the Scheme of Arrangement between Teckmen Tools Private Limited, the Transferor Company, Mold-Tek Technologies Limited, the Transferee Company and the Demerged Company and Mold-Tek Packaging Limited (Former name - Mold-Tek Plastics Limited), the Resulting Company. The employees of Mold-Tek Technologies Limited and Teckmen Tools Private Limited continue to be in employment of Mold-Tek Packaging Limited.

Details of the names of the top ten employees in terms of remuneration drawn

S. No.	Name	Designation	Qualification	Age (Years)	Date of joining	Remuneration (₹)	Overall experience (Years)	Last employment
1.	J. Lakshmana Rao	Chairman & Managing Director	Bachelor's degree in Civil Engineering & Post graduate diploma in management from the Indian Institute of Management, Bangalore	57	Refer Note*	52,20,000	33	Founder of Mold-Tek Group Chairman & Managing Director of Mold-Tek Packaging Limited and Mold-Tek Technologies Limited
2.	A. Subramanyam	Deputy Managing Director	Bachelor's degree in Mechanical Engineering	62	Refer Note*	1,07,15,136	35	Director, Mold-Tek Technologies Limited
3.	P. Venkateswara Rao	Deputy Managing Director	Bachelor of Arts & P.G. in Materials Management	59	Refer Note*	91,94,333	37	Director, Mold-Tek Technologies Limited
4.	M. Srinivas	Chief General Manager	Bachelor's degree in Mechanical Engineering	49	Refer Note*	52,00,000	27	Director, Teckmen Tools Private Limited* Limited
5.	A. Seshu Kumari	Chief Financial Officer & Finance Controller	Bachelor's degree in Science	56	Refer Note*	27,60,000	25	Mold-Tek Technologies Limited*
6.	Mohan Padmanabhan	Senior General Manager - Marketing and Co-ordination	Bachelor's degree in Science	50	Refer Note*	22,28,700	25	Mold-Tek Technologies Limited*
7.	Srinivas Volaity	General Manager - New Projects	Bachelor's degree in Science & Post graduate diploma in Small Business Management	51	18th July, 2011	18,06,664	27	Tata International Limited
8.	Kavya Sarraju	Manager - Marketing & Co-ordination	Master of Business Administration - Marketing	28	1st January, 2016	3,99,999	4	Mold-Tek Technologies Limited
9.	M. Rajeshwara Rao	General Manager - Commercial and Plant Operations	Bachelor's degree in Mechanical Engineering and P.G Diploma in Materials Management	46	Refer Note*	15,49,050	23	Mold-Tek Technologies Limited*
10.	Alluri Venkatapathi Raju	General Manager	Bachelor's degree in Commerce	56	Refer Note*	13,89,360	33	Mold-Tek Technologies Limited*

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

* High Court of Judicature, Andhra Pradesh at Hyderabad by its Order dated 25th July, 2008 has approved the Scheme of Arrangement between Teckmen Tools Private Limited, the Transferor Company, Mold-Tek Technologies Limited, the Transferee Company and the Demerged Company and Mold-Tek Packaging Limited (Former name - Mold-Tek Plastics Limited), the Resulting Company. The employees of Mold-Tek Technologies Limited and Teckmen Tools Private Limited continue to be in employment of Mold-Tek Packaging Limited.

Annexure-F
EXTRACT OF ANNUAL RETURN

MGT-9

as on the financial year ended on 31st March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L21022TG1997PLC026542
Registration date	28th February, 1997
Name of the Company	Mold-Tek Packaging Limited
Category/sub-category of the Company	Company limited by shares
Address of the Registered Office and contact details	8-2-293/82/A/700, Ground Floor, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agents	XL Softech Systems Limited 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034. Phone : +91 40 2354 5913/14/15 Fax : +91 40 2355 3214 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.	Manufacturing of plastic packaging containers	22203	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name and address of the Company	CIN/GLN associate	Holding/ subsidiary/ held	% of shares	Applicable Section
1.	Mold-Tek Packaging FZE RAK Free Trade Zone, Technology Park, PO Box No. 328559, Ras Al Khaimah, UAE	Registration No: RAKFTZA-FZE- 4016196	Wholly owned subsidiary	100	2(87)

IV. Shareholding 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
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a. Individuals/HUF	48,39,068	—	48,39,068	34.96	93,65,712	—	93,65,712	33.82	1.14
b. Central government	—	—	—	—	—	—	—	—	—
c. State government(s)	—	—	—	—	—	—	—	—	—
d. Bodies corporate	—	—	—	—	—	—	—	—	—
e. Banks/FI	—	—	—	—	—	—	—	—	—
f. Any other	—	—	—	—	—	—	—	—	—
Sub-total (A) (1)	48,39,068	—	48,39,068	34.96	93,65,712	—	93,65,712	33.82	1.14
2. Foreign									
a. NRIs - Individuals	—	—	—	—	30,240	—	30,240	0.11	0.11
b. Other - Individuals	—	—	—	—	—	—	—	—	—
c. Bodies corporate	—	—	—	—	—	—	—	—	—
d. Banks/FI	—	—	—	—	—	—	—	—	—
e. Any other	—	—	—	—	—	—	—	—	—
Sub-total (A) (2)	—	—	—	—	—	—	—	—	—
Total shareholding of promoter									
A = (A)(1) + (A)(2)	48,39,068	—	48,39,068	34.96	93,95,952	—	93,95,952	33.93	1.03
B. Public shareholding									
1. Institutions									
a. Mutual Funds	22,06,290	—	22,06,290	15.94	46,12,106	—	46,12,106	16.66	0.72
b. Banks/FI	5,760	—	5,760	0.04	11,520	—	11,520	0.04	0.00
c. Central government/ state government	—	—	—	—	—	—	—	—	—
d. Venture capital funds	—	—	—	—	—	—	—	—	—
e. Insurance companies	—	—	—	—	—	—	—	—	—
f. FIIs	6,53,168	—	6,53,168	4.72	7,36,792	—	7,36,792	2.66	2.06
g. Foreign venture capital funds	—	—	—	—	—	—	—	—	—
h. Others	—	—	—	—	—	—	—	—	—
Sub-total (B)(1)	28,65,218	—	28,65,218	20.70	53,60,418	—	53,60,418	19.36	1.34
2. Non-Institutions									
a. Bodies corporate	13,14,296	6,530	13,20,826	9.54	34,60,972	—	34,60,972	12.50	2.96
b. Individuals									
i. Individual shareholders holding nominal share capital up to ₹1 lakh	27,67,308	1,99,179	29,66,487	21.43	50,88,712	3,73,308	54,62,020	19.72	1.71
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	15,35,799	1,25,000	16,60,799	12.00	33,70,711	2,50,000	36,20,711	13.08	1.08
c. NRI	1,64,197	—	1,64,197	1.19	3,71,996	—	3,71,996	1.34	0.15
d. Clearing members	23,931	—	23,931	0.17	18,983	—	18,983	0.07	-0.10
e. Others	—	—	—	—	—	—	—	—	—
Sub-total (B)(2)	58,05,531	3,30,709	61,36,240	44.34	1,23,11,374	6,23,308	1,29,34,682	46.71	2.37
Total shareholding of public = (B) (1) + (B) (2)	86,70,749	3,30,709	90,01,458	65.04	1,76,71,792	6,23,308	1,82,95,100	66.07	1.03
C. Shares held by custodian for GDRs & ADRs									
	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	1,35,09,817	3,30,709	1,38,40,526	100.00	2,70,67,744	6,23,308	2,76,91,052	100.00	—

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.	J. Lakshmana Rao	12,62,466	9.12	–	25,57,594	9.24	–	0.12
2.	A. Subramanyam	10,14,562	7.33	–	20,29,124	7.33	–	–
3.	Janumahanti Sudha Rani	6,60,019	4.77	–	13,20,038	4.77	–	–
4.	A. Seshu Kumari	3,88,591	2.81	–	5,42,000	1.96	–	-0.85
5.	N. Padmavathi	2,63,000	1.90	–	4,66,200	1.68	–	-0.22
6.	Madireddi Srinivas	2,18,518	1.58	–	4,37,036	1.58	–	–
7.	Pattabhi Sai Lakshmi	1,26,831	0.92	–	2,53,662	0.92	–	–
8.	Adhivishnu Lakshmi Mythri	96,000	0.69	–	2,40,000	0.87	–	0.18
9.	Adivishnu Durga Sundeeep	1,18,231	0.85	–	2,36,462	0.85	–	–
10.	Pattabhi Venkateshwara Rao	1,20,198	0.87	–	2,40,396	0.87	–	–
11.	J. Bhujanga Rao	1,00,210	0.72	–	1,88,918	0.68	–	-0.04
12.	J. Sarada	29,245	0.21	–	61,924	0.22	–	0.01
13.	N. V. Prasad	45,265	0.33	–	90,530	0.33	–	–
14.	Golukonda Satyavati	36,433	0.26	–	73,000	0.26	–	–
15.	Madireddi Hyma	13,845	0.10	–	27,690	0.10	–	–
16.	J. Mytraeyi	29,520	0.21	–	86,700	0.31	–	0.10
17.	Swetha Mythri Janumahanti	22,224	0.16	–	41,448	0.15	–	-0.01
18.	K. Veeranna	18,394	0.13	–	–	–	–	-0.13
19.	Seshupriya Vemula	11,086	0.08	–	22,172	0.08	–	–
20.	Janumahanti Navya Mythri	71,862	0.52	–	1,23,724	0.45	–	-0.07
21.	G. Prasanna Kumar	13,450	0.10	–	26,958	0.10	–	–
22.	J. Pratap Kumar	13,830	0.10	–	–	–	–	-0.10
23.	Koteshwara Rao Madireddi	15,120	0.11	–	30,240	0.11	–	–
24.	Janumahanti Rana Pratap	72,947	0.53	–	1,45,894	0.53	–	–
25.	Sathya Sravya Janumahanti	72,034	0.52	–	1,44,068	0.52	–	–
26.	K. V. Rama Rao	5,041	0.04	–	9,882	0.04	–	–
27.	P. Appa Rao	146	0.00	–	292	0.00	–	–
	Total	48,39,068	34.96	–	93,95,952	33.93	–	–

iii. Change in promoters' shareholding (please specify, if there is no change):

S.No.	Name of the promoter	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.	J. Lakshmana Rao				
	At the beginning of the year (of face value of ₹10 each)	12,62,466	9.12	12,62,466	9.12
a.	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
	18th April, 2015 to 24th April, 2015 (Market purchase)	10	0.00	12,62,476	9.12
b.	20th June, 2015 to 26th June, 2015 (Market purchase)	6,962	0.05	12,69,438	9.17
c.	27th June, 2015 to 3rd July, 2015 (Market purchase)	897	0.01	12,70,335	9.18
d.	4th July, 2015 to 10th July, 2015 (Market purchase)	4,200	0.03	12,74,535	9.21
e.	11th July, 2015 to 17th July, 2015 (Market purchase)	1,182	0.01	12,75,717	9.21
f.	12th December, 2015 to 18th December, 2015 (Market sale)	-100	0.00	12,75,617	9.21
g.	16th January, 2016 to 23 January, 2016 (Market purchase)	2,882	0.02	12,78,499	9.23
h.	24th January, 2016 to 29th January, 2016 (Market purchase)	298	0.00	12,78,797	9.24
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	12,78,797	9.24	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	25,57,594	9.24	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	25,57,594	9.24
	At the end of the year (of face value of ₹5 each)	25,57,594	9.24	25,57,594	9.24
2.	A. Subramanyam				
	At the beginning of the year (of face value of ₹10 each)	10,14,562	7.33	10,14,562	7.33
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	—	—	10,14,562	7.33
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	10,14,562	7.33	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	20,29,124	7.33	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	20,29,124	7.33
	At the end of the year (of face value of ₹5 each)	20,29,124	7.33	20,29,124	7.33
3.	J. Sudha Rani				
	At the beginning of the year (of face value of ₹10 each)	6,60,019	4.77	6,60,019	4.77

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	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
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	6,60,019	4.77
	No of shares of ₹10 each held as on record date i.e. 18th February, 2016	6,60,019	4.77	–	–
	No of shares of ₹5 each held as on record date i.e. 18th February, 2016	13,20,038	4.77	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	13,20,038	4.77
	At the end of the year (of face value of ₹5 each)	13,20,038	4.77	13,20,038	4.77
4.	A. Seshu Kumari				
	At the beginning of the year (of face value of ₹10 each)	3,88,591	2.81	3,88,591	2.81
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	–	–
a.	2nd May, 2015 to 8th May, 2015 (Off-Market transfer)	-1,24,000	-0.90	2,64,591	1.91
b.	25th June, 2015 to 3rd July, 2015 (Market purchase)	6,409	0.05	2,71,000	1.96
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,71,000	1.96	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	5,42,000	1.96	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	5,42,000	1.96
	At the end of the year (of face value of ₹5 each)	5,42,000	1.96	5,42,000	1.96
5.	N. Padmavathi				
	At the beginning of the year (of face value of ₹10 each)	2,63,000	1.90	2,63,000	1.90
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
a.	2nd May, 2015 to 8th May, 2015 (Market sale)	42	0.00	2,63,042	1.90
b.	9th May, 2015 to 15th May, 2015 (Market sale)	-29,978	-0.22	2,33,064	1.68
c.	9th January, 2016 to 15th January, 2016 (Market purchase)	36	0.00	2,33,100	1.68
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,33,100	1.68	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	4,66,200	1.68	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	4,66,200	1.68
	At the end of the year (of face value of ₹5 each)	4,66,200	1.68	4,66,200	1.68

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	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
6.	Madireddi Srinivas				
	At the beginning of the year (of face value of ₹10 each)	2,18,518	1.58	2,18,518	1.58
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	2,18,518	1.58
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,18,518	1.58	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	4,37,036	1.58	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	4,37,036	1.58
	At the end of the year (of face value of ₹5 each)	4,37,036	1.58	4,37,036	1.58
7.	Pattabhi Sai Lakshmi				
	At the beginning of the year (of face value of ₹10 each)	1,26,831	0.92	1,26,831	0.92
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	1,26,831	0.92
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	1,26,831	0.92	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	2,53,622	0.92	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	2,53,622	0.92
	At the end of the year (of face value of ₹5 each)	2,53,622	0.92	2,53,622	0.92
8.	Adivishnu Lakshmi Mythri				
	At the beginning of the year (of face value of ₹10 each)	96,000	0.69	96,000	0.69
a.	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
	2nd May 2015 to 8th May 2015 (Off-market acquisition)	24,000	0.17	1,20,000	0.87
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	1,20,000	0.87	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	2,40,000	0.87	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	2,40,000	0.87
	At the end of the year (of face value of ₹5 each)	2,40,000	0.87	2,40,000	0.87
9.	Adivishnu Durga Sundeep				
	At the beginning of the year (of face value of ₹10 each)	1,18,231	0.85	1,18,231	0.85
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	1,18,231	0.85

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	1,18,231	0.85	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	2,36,462	0.85	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	2,36,462	0.85
	At the end of the year (of face value of ₹5 each)	2,36,462	0.85	2,36,462	0.85
10.	Pattabhi Venkateswara Rao				
	At the beginning of the year (of face value of ₹10 each)	1,20,198	0.87	1,20,198	0.87
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	—	—	1,20,198	0.87
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	1,20,198	0.87	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	2,40,396	0.87	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	2,40,396	0.87
	At the end of the year (of face value of ₹5 each)	2,40,396	0.87	2,40,396	0.87
11.	J. Bhujanga Rao				
	At the beginning of the year (of face value of ₹10 each)	1,00,210	0.72	1,00,210	0.72
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
a.	18th April, 2015 to 24th April, 2015 (Market sale)	-4,999	-0.04	95,211	0.69
b.	25th April, 2015 to 1st May, 2015 (Market sale)	-130	0.00	95,080	0.69
c.	11th July, 2015 to 17th July, 2015 (Market sale)	-850	-0.01	94,230	0.68
d.	29th August, 2015 to 4th September, 2015 (Market purchase)	229	0.00	94,459	0.68
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	94,459	0.68	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	1,88,918	0.68	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	1,88,918	0.68
	At the end of the year (of face value of ₹5 each)	1,88,918	0.68	1,88,918	0.68

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	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
12.	J. Sarada				
	At the beginning of the year (of face value of ₹10 each)	29,245	0.21	29,245	0.21
a.	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
	1st April, 2015 to 3rd April, 2015 (Market sale)	-10	0.00	29,235	0.21
b.	28th August, 2015 to 5th September, 2015 (Market purchase)	1,350	0.01	30,585	0.22
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	30,585	0.22	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	61,170	0.22	–	–
a.	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)				
	19th February, 2016 to 27th February, 2016 (Market purchase)	754	0.00	61,924	0.22
	At the end of the year (of face value of ₹5 each)	61,924	0.22	61,924	0.22
13.	Madireddi Hyma				
	At the beginning of the year (of face value of ₹10 each)	13,845	0.10	13,845	0.10
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	13,845	0.10
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	13,845	0.10	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	27,690	0.10	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	27,690	0.10
	At the end of the year (of face value of ₹5 each)	27,690	0.10	27,690	0.10
14.	N. V. Prasad				
	At the beginning of the year (of face value of ₹10 each)	45,265	0.33	45,265	0.33
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	45,265	0.33
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	45,265	0.33	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	90,530	0.33	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	90,530	0.33
	At the end of the year (of face value of ₹5 each)	90,530	0.33	90,530	0.33

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	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
15.	J. Mytraeyi				
	At the beginning of the year (of face value of ₹10 each)	29,520	0.21	29,520	0.21
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	29,520	0.21
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	29,520	0.21	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	59,040	0.21	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	–	–
a.	12th March, 2016 to 18th March, 2016 (Transmission of shares)	27,660	0.10	86,700	0.31
	At the end of the year (of face value of ₹5 each)	86,700	0.31	86,700	0.31
16.	Swetha Mythri Janumahanti				
	At the beginning of the year (of face value of ₹10 each)	22,224	0.16	22,224	0.16
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
a.	4th April, 2015 to 10th April, 2015 (Market sale)	-1000	-0.01	21,224	0.15
b.	1st August, 2015 to 7th August, 2015 (Market sale)	-500	0.00	20,724	0.15
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	20,724	0.15	–	–
	No of shares of ₹5 each held as on record date i.e. 18th February, 2016	41,448	0.15	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	41,448	0.15
	At the end of the year (of face value of ₹5 each)	41,448	0.15	41,448	0.15
17.	K. Veeranna				
	At the beginning of the year (of face value of ₹10 each)	18,394	0.13	18,394	0.13
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
a.	23rd May, 2015 to 29th May, 2015 (Transmission)	-18,394	-0.13	–	–
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	–	–	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	–	–	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	–	–

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	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
	At the end of the year (of face value of ₹5 each)	–	–	–	–
18.	Seshupriya Vemula				
	At the beginning of the year (of face value of ₹10 each)	11,086	0.08	11,086	0.08
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	11,086	0.08
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	11,086	0.08	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	22,172	0.08	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	22,172	0.08
	At the end of the year (of face value of ₹5 each)	22,172	0.08	22,172	0.08
19.	Golukonda Satyavati				
	At the beginning of the year (of face value of ₹10 each)	36,433	0.26	36,433	0.26
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
a.	4th July, 2015 to 10th July, 2015 (Market purchase)	776	0.01	37,209	0.27
b.	1st August, 2015 to 7th August, 2015 (Market sale)	-500	0.00	36,709	0.27
c.	8th August, 2015 to 15th August, 2015 (Market sale)	-209	0.00	36,500	0.26
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	36,500	0.26	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	73,000	0.26	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	73,000	0.26
	At the end of the year (of face value of ₹5 each)	73,000	0.26	73,000	0.26
20.	Janumahanti Navya Mythri				
	At the beginning of the year (of face value of ₹10 each)	71,862	0.52	71,862	0.52
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
	2nd May, 2015 to 8th May, 2015 (Off-Market transfer)	-10,000	-0.07	61,862	0.45
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	61,862	0.45	–	–

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	1,23,724	0.45	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	1,23,724	0.45
	At the end of the year (of face value of ₹5 each)	1,23,724	0.45	1,23,724	0.45
21.	J. Pratap Kumar				
	At the beginning of the year (of face value of ₹10 each)	13,830	0.10	13,830	0.10
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	13,830	0.10
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	13,830	0.10	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	27,660	0.10	–	–
	Increase/decrease during the period (19th February 2016 to 31st March, 2016)				
a.	12th March 2016 to 18th March, 2016 (Transmission)	-27,660	-0.10	–	–
	At the end of the year (of face value of ₹5 each)	–	–	–	–
22.	Prasanna Kumar Golkonda				
	At the beginning of the year (of face value of ₹10 each)	13,450	0.10	13,450	0.10
a.	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
	18th April, 2015 to 24th April, 2015 (Market sale)	-1,000	-0.01	12,450	0.09
b.	25th April, 2015 to 1st May, 2015 (Market purchase)	8	0.00	12,458	0.09
c.	2nd May, 2015 to 8th May, 2015 (Market purchase)	97	0.00	12,555	0.09
d.	9th May, 2015 to 15th May, 2015 (Market purchase)	95	0.00	12,650	0.09
e.	30th May, 2015 to 5th June, 2015 (Market purchase)	29	0.00	12,679	0.09
f.	6th June, 2015 to 12th June, 2015 (Market purchase)	100	0.00	12,779	0.09
g.	20th June, 2015 to 26th June, 2015 (Market purchase)	400	0.00	13,179	0.10
h.	27th June, 2015 to 3rd July, 2015 (Market purchase)	100	0.00	13,279	0.10
i.	8th August, 2015 to 14th August, 2015 (Market purchase)	100	0.00	13,379	0.10
j.	16th October, 2015 to 23rd October, 2015 (Market purchase)	100	0.00	13,479	0.10

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	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
k.	24th October, 2015 to 30th October, 2015 (Market sale)	-100	0.00	13,379	0.10
l.	19th December, 2015 to 25th December, 2015 (Market purchase)	100	0.00	13,479	0.10
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	13,479	0.10	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	26,958	0.10	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	26,958	0.10
	At the end of the year (of face value of ₹5 each)	26,958	0.10	26,958	0.10
23.	Koteswara Rao Madireddi				
	At the beginning of the year (of face value of ₹10 each)	15,120	0.11	15,120	0.11
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	15,120	0.11
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	15,120	0.11	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	30,240	0.11	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	30,240	0.11
	At the end of the year (of face value of ₹5 each)	30,240	0.11	30,240	0.11
24.	Rana Pratap J.				
	At the beginning of the year (of face value of ₹10 each)	72,947	0.53	72,947	0.53
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	72,947	0.53
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	72,947	0.53	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	1,45,894	0.53	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	1,45,894	0.53
	At the end of the year (of face value of ₹5 each)	1,45,894	0.53	1,45,894	0.53
25.	Sathya Sravya Janumahanti				
	At the beginning of the year (of face value of ₹10 each)	72,034	0.52	72,034	0.52
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	72,034	0.52
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	72,034	0.52	–	–

(Contd.)

Change in promoters' shareholding (Contd.)

S.No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	1,44,068	0.52	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	1,44,068	0.52
	At the end of the year (of face value of ₹5 each)	1,44,068	0.52	1,44,068	0.52
26.	K. V. Rama Rao				
	At the beginning of the year (of face value of ₹10 each)	5,041	0.04	5,041	0.04
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	5,041	0.04
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	5,041	0.04	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	10,082	0.04	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)				
a.	27th February, 2016 to 4th March, 2016 (Market sale)	-100	0.00	9,982	0.04
b.	19th March, 2016 to 25th March, 2016 (Market sale)	-100	0.00	9,882	0.04
	At the end of the year (of face value of ₹5 each)	9,882	0.04	9,882	0.04
27.	P. Appa Rao				
	At the beginning of the year (of face value of ₹10 each)	146	0.00	146	0.00
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	146	0.00
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	146	0.00	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	292	0.00	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	292	0.00
	At the end of the year (of face value of ₹5 each)	292	0.00	292	0.00

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	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	DSP Blackrock 3 Years Close Ended Equity				
	At the beginning of the year	6,13,000	4.43	6,13,000	4.43
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	23,816	0.17	6,36,816	4.60
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	6,36,816	4.60	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	12,73,632	4.60	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	12,73,632	4.60
	At the end of the year (of face value of ₹5 each)	12,73,632	4.60	12,73,632	4.60
2.	SBI Magnum Midcap Fund				
	At the beginning of the year	4,06,504	2.94	4,06,504	2.94
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	43761	0.32	4,50,265	3.25
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	4,50,265	3.25	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	9,00,530	3.25	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	9,00,530	3.25
	At the end of the year (of face value of ₹5 each)	9,00,530	3.25	9,00,530	3.25
3.	SBI Equity Opportunities Fund Series				
	At the beginning of the year	3,63,355	2.63	3,63,355	2.63
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	-25,000	-0.18	3,38,355	2.44
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	3,38,355	2.44	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	6,76,710	2.44	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	6,76,710	2.44
	At the end of the year (of face value of ₹5 each)	6,76,710	2.44	6,76,710	2.44
4.	Passage To India Master Fund Limited				
	At the beginning of the year	3,62,624	2.62	3,62,624	2.62
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	3,62,624	2.62
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	3,62,624	2.62	–	–
	No. of shares of ₹5 each held as on – record date i.e. 18th February, 2016	7,25,248	2.62	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	(2,000)	(0.01)	7,23,248	2.61

(Contd.)

Shareholding pattern of top ten shareholders (Contd.)

S.No.	Name of the promoter	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
	At the end of the year (of face value of ₹5 each)	7,23,248	2.61	7,23,248	2.61
5.	AKG Finvest Limited**				
	At the beginning of the year	2,80,000	2.02	2,80,000	2.02
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	-36,700	-0.27	2,43,300	1.76
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,43,300	1.76	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	4,86,600	1.76	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	-3,96,600	-1.43	90,000	0.33
	At the end of the year (of face value of ₹5 each)	90,000	0.33	90,000	0.33
6.	UNO Metals Limited				
	At the beginning of the year	2,80,000	2.02	2,80,000	2.02
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	2,80,000	2.02
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,80,000	2.02	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	5,60,000	2.02	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	5,60,000	2.02	11,20,000	4.04
	At the end of the year (of face value of ₹5 each)	11,20,000	4.04	11,20,000	4.04
7.	SBI Magnum Multicap Fund				
	At the beginning of the year	2,27,097	1.64	2,27,097	1.64
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	42,903	0.31	2,70,000	1.95
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,70,000	1.95	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	5,40,000	1.95	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	5,40,000	1.95
	At the end of the year (of face value of ₹5 each)	5,40,000	1.95	5,40,000	1.95
8.	Amundi Funds A/c Amundi Funds Equity India**				
	At the beginning of the year	2,27,000	1.64	2,27,000	1.64
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	-2,27,000	-1.64	–	–
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	–	–	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	–	–	–	–

(Contd.)

Shareholding pattern of top ten shareholders (Contd.)

S.No.	Name of the promoter	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
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	—	—
	At the end of the year (of face value of ₹5 each)	—	—	—	—
9.	Principal Trustee Company Private Limited - A/c Principal Mutual Fund				
	At the beginning of the year	2,16,000	1.56	2,16,000	1.56
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	46,500	0.34	2,62,500	1.90
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,62,500	1.90		
	No. of shares of ₹5 each held as on record date i.e. 18/02/2016	5,25,000	1.90		
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	-9,000	-0.03	5,16,000	1.86
	At the end of the year (of face value of ₹5 each)	5,16,000	1.86	5,16,000	1.86
10.	Dinero Wealth Advisors Private Limited				
	At the beginning of the year	1,76,872	1.28	1,76,872	1.28
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	—	—	1,76,872	1.28
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	1,76,872	1.28	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	3,53,744	1.28	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	3,53,744	1.28
	At the end of the year (of face value of ₹5 each)	3,53,744	1.28	3,53,744	1.28
11.	Quant Broking Private Limited***				
	At the beginning of the year	—	—	—	—
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	55,120	0.40	55,120	0.40
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	55,120	0.40	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	1,10,240	0.40	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	-1,10,240	-0.40	—	—
	At the end of the year (of face value of ₹5 each)	—	—	—	—
12.	Canara Robeco Mutual Fund A/c Canara Robeco Equity Diversified***				
	At the beginning of the year	1,29,000	0.93	1,29,000	0.93
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	-1,29,000	-0.93	—	—
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	—	—	—	—

(Contd.)

Shareholding pattern of top ten shareholders (Contd.)

S.No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	—	—	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	—	—
	At the end of the year (of face value of ₹5 each)	—	—	—	—
13.	Quant Capital Holdings Private Limited***				
	At the beginning of the year	50,000	0.36	50,000	0.36
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	-50,000	-0.36	—	—
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	—	—	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	—	—	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	—	—
	At the end of the year (of face value of ₹5 each)	—	—	—	—
14.	Kitara India Micro Cap Growth Fund*				
	At the beginning of the year	—	—	—	—
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	4,50,000	3.25	4,50,000	3.25
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	4,50,000	3.25	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	9,00,000	3.25	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	9,00,000	3.25
	At the end of the year (of face value of ₹5 each)	9,00,000	3.25	9,00,000	3.25
15.	Sangeeta Purushottam*				
	At the beginning of the year	—	—	—	—
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	1,25,494	0.91	1,25,494	0.91
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	1,25,494	0.91	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	2,50,988	0.91	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	2,50,988	0.91
	At the end of the year (of face value of ₹5 each)	2,50,988	0.91	2,50,988	0.91

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

*Not in the list of Top 10 shareholders as on 1st April, 2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31st March, 2016.

**Ceased to be in the list of Top 10 shareholders as on 31st March, 2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 1st April, 2015.

***Not in the list of Top 10 shareholders as on 1st April, 2015 and 31st March, 2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders during the financial year.

v. Shareholding of Directors and Key Managerial Personnel

S.No.	Name	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.	J. Lakshmana Rao				
	At the beginning of the year (of face value of ₹10 each)	12,62,466	9.12	12,62,466	9.12
a.	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)				
	18th April, 2015 to 24th April, 2015 (Market purchase)	10	0.00	12,62,476	9.12
b.	20th June, 2015 to 26th June, 2015 (Market purchase)	6,962	0.05	12,69,438	9.17
c.	27th June, 2015 to 3rd July, 2015 (Market purchase)	897	0.01	12,70,335	9.18
d.	4th July, 2015 to 10th July, 2015 (Market purchase)	4,200	0.03	12,74,535	9.21
e.	11th July, 2015 to 17th July, 2015 (Market purchase)	1,182	0.01	12,75,717	9.21
f.	12th December, 2015 to 18th December, 2015 (Market sale)	-100	0.00	12,75,617	9.21
g.	16th January, 16 to 23rd January, 2016 (Market purchase)	2,882	0.02	12,78,499	9.23
h.	24th January, 16 to 29th January, 2016 (Market purchase)	298	0.00	12,78,797	9.24
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	12,78,797	9.24	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	25,57,594	9.24	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	25,57,594	9.24
	At the end of the year (of face value of ₹5 each)	25,57,594	9.24	25,57,594	9.24
2.	A. Subramanyam				
	At the beginning of the year (of face value of ₹10 each)	10,14,562	7.33	10,14,562	7.33
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	10,14,562	7.33
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	10,14,562	7.33	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	20,29,124	7.33	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	20,29,124	7.33
	At the end of the year (of face value of ₹5 each)	20,29,124	7.33	20,29,124	7.33
3.	Pattabhi Venkateswara Rao				
	At the beginning of the year (of face value of ₹10 each)	1,20,198	0.87	1,20,198	0.87

(Contd.)

Shareholding of Directors and Key Managerial Personnel (Contd.)

S.No.	Name	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
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	1,20,198	0.87
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	1,20,198	0.87	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	2,40,396	0.87	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	2,40,396	0.87
	At the end of the year (of face value of ₹5 each)	2,40,396	0.87	2,40,396	0.87
4.	J. Mytraeyi				
	At the beginning of the year (of face value of ₹10 each)	29,520	0.21	29,520	0.21
	Increase/decrease during the period (1st April, 2015 to 18th Feb 2016)	–	–	29,520	0.21
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	29,520	0.21	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	59,040	0.21	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	–	–
	12th March, 2016 to 18th March, 2016 (Market purchase)	27,660	0.10	86,700	0.31
	At the end of the year (of face value of ₹5 each)	86,700	0.31	86,700	0.31
5.	P. Shyam Sunder Rao				
	At the beginning of the year (of face value of ₹10 each)	20	0.00	20	0.00
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	20	0.00
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	20	0.00	–	–
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	40	0.00	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	40	0.00
	At the end of the year (of face value of ₹5 each)	40	0.00	40	0.00
6.	T. Venkateswara Rao				
	At the beginning of the year (of face value of ₹10 each)	89,000	0.64	89,000	0.64
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	–	–	–	–
a.	9th May, 2015 to 15th May, 2015 (Market purchase)	1,000	0.01	90,000	0.65

(Contd.)

Shareholding of Directors and Key Managerial Personnel (Contd.)

S.No.	Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	90,000	0.65	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	1,80,000	0.65	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	1,80,000	0.65
	At the end of the year (of face value of ₹5 each)	1,80,000	0.65	1,80,000	0.65
7.	DR. N.V.N. Varma				
	At the beginning of the year (of face value of ₹10 each)	—	—	—	—
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	—	—	—	—
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	—	—	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	—	—	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	—	—
	At the end of the year (of face value of ₹5 each)	—	—	—	—
8.	Vasu Prakash Chitturi				
	At the beginning of the year (of face value of ₹10 each)	—	—	—	—
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	—	—	—	—
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	—	—	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	—	—	—	—
	Increase/decrease during the period (19th Feb 2016 to 31st March, 2016)	—	—	—	—
	At the end of the year (of face value of ₹5 each)	—	—	—	—
9.	CS Priyanka Rajora				
	At the beginning of the year (of face value of ₹10 each)	—	—	—	—
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016)	—	—	—	—
	No. of shares of ₹10 each held as on record date i.e. 18th February, 2016	—	—	—	—
	No. of shares of ₹5 each held as on record date i.e. 18th February, 2016	—	—	—	—
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	—	—	—	—

(Contd.)

Shareholding of Directors and Key Managerial Personnel (Contd.)

S.No.	Name	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
	At the end of the year (of face value of ₹5 each)	–	–	–	–
10.	A. Seshu Kumari				
	At the beginning of the year (of face value of ₹10 each)	3,88,591	2.81	3,88,591	2.81
	Increase/decrease during the period (1st April, 2015 to 18th February, 2016) 2nd May, 2015 to 8th May, 2015 (Off-Market transfer)	-1,24,000	-0.90	2,64,591	1.91
	25th June, 2015 to 3rd July, 2015 (Market purchase)	6,409	0.05	2,71,000	1.96
	No of shares of ₹10 each held as on record date i.e. 18th February, 2016	2,71,000	1.96	–	–
	No of shares of ₹5 each held as on record date i.e. 18th February, 2016	5,42,000	1.96	–	–
	Increase/decrease during the period (19th February, 2016 to 31st March, 2016)	–	–	5,42,000	1.96
	At the end of the year (of face value of ₹5 each)	5,42,000	1.96	5,42,000	1.96

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

V. INDEBTEDNESS

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

₹ Lakhs

	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	11,80	6,58	–	18,38
ii. Interest due but not paid	–	–	–	–
iii. Interest accrued but not due	3	–	–	3
Total (i+ii+iii)	11,83	6,58	–	18,41
Change in indebtedness during the financial year				
Addition	15,71	–	–	15,71
Reduction	3,90	91	–	4,81
Net change	11,81	91	–	10,90
Indebtedness at the end of the financial year				
i. Principal amount	23,62	5,67	–	29,29
ii. Interest due but not paid	–	–	–	–
iii. Interest accrued but not due	2	–	–	2
Total (i+ii+iii)	23,64	5,67	–	29,31

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

₹

S. No.	Particulars of Remuneration	Name of Managing Director/Whole-time Director			Total
		J. Lakshmana Rao	A. Subramanyam	P. Venkateswara Rao	
1.	Gross salary				
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	52,20,000	83,40,000	54,00,000	1,89,60,000
b.	Value of perquisites under Section 17(2) of the Income Tax Act, 1961	–	23,75,136	24,81,847	48,56,983
c.	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	–	–	–	–
2.	Stock option	–	–	–	–
3.	Sweat equity	–	–	–	–
4.	Commission	–	–	13,12,486	13,12,486
5.	Others	–	–	–	–
	Total	52,20,000	1,07,15,136	91,94,333	2,51,29,469
	Ceiling as per the Act	The remuneration is paid as per resolution passed in the 17th AGM dated 30th September, 2014 for P. Venkateswara Rao and as per Central Government approval for J. Lakshmana Rao and A. Subramanyam.			

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Contd)

B. Remuneration to other Directors

₹

Particulars of Remuneration	Name of Directors					Total
	P. Shyam Sunder Rao	T. Venkateswara Rao	N.V.N. Varma	Vasu Prakash Chitturi	J. Mytraeyi	
Independent Directors/ Non-Executive Directors						
• Fee for attending board/ committee meetings	1,10,000	30,000	30,000	40,000	30,000	2,40,000
• Commission	—	—	—	—	—	—
• Others	—	—	—	—	—	—
Total remuneration (A+B)						2,53,69,469
Overall ceiling as per the Act	The remuneration is paid as per resolution passed in the 17th AGM dated 30th September, 2014 for P. Venkateswara Rao and as per Central Government approval for J. Lakshmana Rao and A. Subramanyam.					

C. Remuneration to other Directors key managerial personnel other than Managing Director, Whole Time Director and or Manager

₹

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		(CEO)	Priyanka Rajora (CS)	A. Seshu Kumari (CFO)	
1.	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Not	4,35,995	27,60,000	31,95,995
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961	Applicable	—	—	—
	c. Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961		—	—	—
2.	Stock option		—	—	—
3.	Sweat equity		—	—	—
4.	Commission		—	—	—
5.	Others		—	—	—
	Total		4,35,995	27,60,000	31,95,995

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
Company					
Penalty					
Punishment					
Compounding					
Other officers in default					
Penalty					
Punishment					
Compounding					

Nil

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 Rupees)

Sl.No.	Particulars	Details
1.	Name of the subsidiary	Mold-Tek Packaging FZE
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March, 2016
3.	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	₹18.016 per 1 AED
4.	Share capital	₹36,03,200
5.	Reserves & surplus	—
6.	Total assets	₹8,79,12,963
7.	Total liabilities	₹8,79,12,963
8.	Investments	—
9.	Turnover	—
10.	Profit before taxation	—
11.	Provision for taxation	—
12.	Profit after taxation	—
13.	Proposed dividend	—
14.	% of shareholding	100%

- Names of subsidiaries which are yet to commence operations: Mold-Tek Packaging FZE
- Names of subsidiaries which have been liquidated or sold during the year: Nil

Part B: Associates and Joint Ventures

The Company does not have any associates and joint venture

FOR AND ON BEHALF OF BOARD OF DIRECTORS

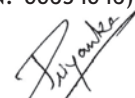

J. Lakshmana Rao
Chairman & Managing Director
(DIN: 00649702)



A. Seshu Kumari
Chief Financial Officer



A. Subramanyam
Whole-Time Director
(DIN: 00654046)



Priyanka Rajora
Company Secretary
(M.No.A38168)

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India. The management accepts responsibility for the integrity and objectivity of these financial statements as well as for various estimates and judgments used therein. These estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the statements reflect, in a true and fair manner, the state of affairs and profits for the year. This report may also contain certain statements that the Company believes are or may be considered to be 'forward looking statements' which are subject to certain risks and uncertainties.

GLOBAL ECONOMY

Major macroeconomic realignments are affecting prospects differentially across countries and regions. These include the slowdown and rebalancing in China; a further decline in commodity prices, especially for oil, with sizable redistributive consequences across sectors and countries; a related slowdown in investment and trade; and declining capital flows to emerging market and developing economies. These realignments - together with a host of non-economic factors, including geopolitical tensions and political discord - are generating substantial uncertainty. On the whole, they are consistent with a subdued outlook for the world economy - but risks of much weaker global growth have also risen.

Global growth during the second half of 2015, at 2.8%, was weaker than previously forecast, with a sizable slowdown during the last quarter of the year. The unexpected weakness in late 2015 reflected to an important extent softer activity in advanced economies - especially in the United States, but also in Japan and other advanced Asian economies. The picture for emerging markets is quite diverse, with high growth rates in China and most of emerging Asia, but severe macroeconomic conditions in Brazil, Russia, and a number of other commodity exporters. Growth in the United States fell to 1.4% at a seasonally adjusted annual rate in the fourth quarter of 2015. Growth in China was in contrast slightly stronger than previously forecast, reflecting resilient domestic demand, especially consumption. Robust growth in the services sector offset recent weakness in manufacturing activity. The recession in Russia in 2015 was broadly in line with expectations,

and conditions worsened in most other Commonwealth of Independent States (CIS) economies, affected by spillovers from Russia as well as the adverse impact of lower oil prices on net oil-exporting countries.

INDIAN ECONOMY

Overall, the global economy recovery remains slow and increasingly fragile pace. Amidst this gloomy landscape, India stands out as a haven of stability and an outpost of opportunity. Its macro-economy is stable, founded on the government's commitment to fiscal consolidation and low inflation. Its economic growth is amongst the highest in the world, helped by a reorientation of government spending towards needed public infrastructure.

Even though the banking sector is facing significant challenges, our economy remains stable. As global uncertainties and transiting geopolitical risks impact India, continuation of sound domestic policies and structural reforms remain the key for macroeconomic stability. The GDP has increased to 7.6% in 2015-16 compared to 7.2% in 2014-15. This improvement is a result of better performance in the industrial sector, firm growth in the services sector in spite of a tough phase in agriculture sector.

However, as Indian banks are currently focusing on cleaning their balance sheets in the wake of the AQR (Asset Quality Review), various measures taken by the government to address the issues related to distressed industrial sectors are expected to help the process and improve the credit growth. There is a need to assess the resilience of reinsurance companies in the face of increasing concentration of contingent liabilities in a few re-insurance entities. The move towards adopting risk based supervision by the pension sector regulator is expected to ensure efficient allocation of supervisory resources. The regulatory steps taken by the Reserve Bank are aimed at improving banks' ability to deal with stressed assets.

Even agriculture sector has registered low growth for the second year in a row on account of weak monsoon, however, it has performed better than last year. Industry has shown significant improvement primarily on account of the surprising acceleration in manufacturing (9.5% vis-à-vis 5.5% in 2014-15).

Globally, India has been broadly in line with projections, but trade growth has slowed down noticeably. The lower commodity prices, a range of supply side measures, and a

relatively tight monetary stance have resulted in a faster-than-expected fall in inflation, making room for nominal interest rate cuts, but upside risks to inflation could necessitate a tightening of monetary policy.

In order to sustain strong growth, India would require labour market reforms and dismantling of infrastructure bottlenecks, especially in the power sector, regulating interest rates and monetary policies.

INDUSTRY STRUCTURE & DEVELOPMENTS

The World Packaging Organizations (WPO) slogan, 'Better Quality of Life through Better Packaging', sums up the important place that packaging occupies in a modern economy. The packaging industry in India is a heterogeneous mix of both organized and unorganized sectors. The industry comprises a large number of manufacturers of basic materials, converted packages, machinery and ancillary materials, converted packages, machinery and ancillary materials. The growth for rigid packaging is expected to grow at 15%. Recognizing this trend, the industry is gearing itself to adopt scientific and functional packaging.

Plastic processing is the pillar of economy in most of the advanced economies. Per capita consumption of the world is 28 kg whereas in India it is 11 kg while in China it is 38 kg and in Brazil at 32 kg. In USA, Germany, UK, Italy, Spain, Australia, Japan, Korea and Taiwan it is more than 100 kg. India therefore has big potential to grow and has immense opportunities. India's per capita consumption is one of the lowest in Asia.

Plastics machinery manufacturing in India is well developed with presence of world leading technologies and our own high tech entrepreneurs including plastic processors which makes us proud that it is 'Made in India,' reversal of an earlier impression of a decade ago. We therefore have good growth potential in export opportunities for compounding lines, tape lines & looms, multilayer film plants, pipe plants, injection molding machines, rotomolding machines, thermoforming machines, auxiliary equipment such as material conveying systems, mold temperature controllers & chillers, bag making machines, etc.

Indian economic fundamentals are robust under liberal foreign investment policies of present government. There exists a huge growth opportunity in India for plastics due to lower base of per capita consumption as compared to world average coupled with low tax structure & labour cost. Rigid packaging industry is hence poised for strong growth, insulated from the current economic scenario due to huge & diversified consumer base.

BUSINESS OVERVIEW

Your Company is mainly engaged in the manufacturing of rigid plastic packaging containers through injection molding technology for paints, lubes, oils, food, FMCG and other sectors. The Company designs and manufactures standard airtight and pilfer - proof pails as well as customized containers to meet our customer's packaging requirements.

Your Company has introduced certain world class packaging products in India for paints, oil, lubricants, food and FMCG industries through continuous innovation. The Company decorates products using screen printing, heat transfer labeling and recently in-mold labeling, which is one of the modern and premium container decoration techniques globally. In late 2011, the Company started developmental work on IML manufacturing through imported labels and robots. Later to improve economics, MTPL developed technology and invested in facilities to manufacture 'IN-MOLD LABELS' and even 'ROBOTS'.

IML provides various benefits of packaging including higher brand recall, as the labels do not get separated. These IML labels provide better aesthetics and the process eliminates labour and saves space required for production. The Company is developing various products centric IML packaging for various food and FMCG clients.

COMPETITIVE STRENGTHS

- Only packaging company in the world to manufacture ROBOTS in-house.
- In-house development and adoption of latest technology including manufacturing of IML labels to save costs.
- Integrated business model with centralized tool room to design, develop, manufacture, maintenance of molds and Robots.
- Presence in the plastic pail packaging segment for over three decades.
- Products cater to diverse industries such as lubes and oil, paints, food and FMCG industry.
- Strategically located manufacturing facilities in India.
- High quality standards and recognition as leaders in rigid packaging.
- Experienced management with strong industry expertise.

THREATS

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

- Financial risks include foreign currency rate fluctuations, liquidity and leverage.
- Legal and statutory risks include contractual liabilities & statutory compliances.
- Competition risks - New competitors may enter the markets in which your Company operates.

BUSINESS STRATEGIES

- Continued focus on innovation;
- Focus on cost reduction and improving cost efficiency;
- Getting closer to customer plants;
- Increasing contribution from food, FMCG industry and high value added IML products;
- Continue to invest in research and design to develop new products;
- Enhanced product quality.

FINANCIAL AND OPERATIONAL PERFORMANCE - OVERVIEW

₹ Lakhs except EPS

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Gross turnover	308,71	318,66	283,93	212,99	190,49
EBITDA	46,53	40,77	30,03	20,30	21,34
PBT	37,05	25,29	14,68	9,04	13,13
Net Profit	24,10	16,87	9,07	5,78	9,33
EPS (Face Value ₹5)(₹)	8.70	7.20	4.03	2.57	5.17

OUTLOOK

The performance in the recent years of your Company's business has been satisfying. The strategy for growth is clear. The new product range has immense potential for your Company to sustain a profitable growth across all the units. Your Company has been rapidly re-shaping its processes and aligning its people to this vision and mission of creating long-term shareholder value. Even more exciting is the long-term growth opportunity presented by the food and FMCG industry and IML robotic technology. In addition, opportunities to set up 2 plants for APL will ensure high growth for the Company for next few years. With its large scale presence, innovations capability and motivated human capital, your Company is well set to delight all its stakeholders.

RISKS AND CONCERNS

The Company lays emphasis on risk management and has an enterprise-wide approach to risk management, which lays emphasis on identifying and managing key operational and strategic risks. Through this approach, the Company strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact its future performance.

The Company continues its initiatives aimed at assessment and avoidance of various risks affecting its business and towards cost control and efficiency across its businesses and functions, taking appropriate measures and reviewing them from time to time. The Company's current and fixed assets as well as products are adequately insured against various risks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal control relating to purchase of stores, raw materials including components, plant & machinery, equipment and other similar assets and for the sale of goods commensurate with the size of the Company and nature of its business. The Company also has internal control system for speedy compilation of accounts and management information reports and to comply with applicable laws and regulations. The Company has an effective budgetary control system. The management reviews the actual performance with reference to budgets periodically. The Company has a well-defined organization structure, authority levels and internal rules and regulations for conducting business transactions. The Audit Committee ensures proper compliance with the provisions of the Listing Agreement with stock exchanges, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, etc. reviews the adequacy and effectiveness of the internal control environment and monitors implementation of internal audit recommendations. Besides the above, the Audit Committee is actively engaged in overseeing financial disclosures.

HUMAN RESOURCES

During the year under review, the Company had undertaken extensive steps in optimizing the manpower at all plants, corporate office and field locations. Human relations were cordial throughout the year. Measures for safety of the employees, training and development continued to receive top priority.

REPORT ON CORPORATE GOVERNANCE

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

B. Board of Directors

Composition

The Company's Board comprises of eight Directors including

- Three Executive Promoter Directors
- One Non-Executive Promoter Director
- Four Independent Directors

The Composition of the Board is in conformity with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Board Meetings

The Board of Directors met 8 times during the financial year 2015-16 i.e. 9th April, 2015; 19th May, 2015; 3rd August, 2015; 31st August, 2015; 4th November, 2015; 4th January, 2016; 4th February, 2016 and 10th March, 2016. The maximum gap between any two meetings was less than one hundred and twenty days as stipulated under Section 173 of Companies Act, 2013 and Regulation 17(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Meetings/AGM - Attendance & Directorships/Committee Memberships

Name of the Director	Category	Number of Board Meetings attended during the year 2015-16	Whether attended last AGM held on 28th September, 2015	No. of directorships in other companies		No. of committee positions in other companies	
				Chairman	Member	Chairman	Member
J. Lakshmana Rao (Chairman & Managing Director)	Executive Promoter Director	8	No	1	–	–	–
A. Subramanyam (Deputy Managing Director)	Executive Promoter Director	8	Yes	–	1	–	–
P. Venkateswara Rao (Deputy Managing Director)	Executive Promoter Director	7	Yes	–	1	–	–
J. Mytraeyi	Non-Executive Promoter Director	3	No	–	–	–	–
T. Venkateswara Rao	Non-Executive Independent Director	3	No	–	5	–	–
P. Shyam Sunder Rao	Non-Executive Independent Director	7	No	–	3	2	2
Dr. N. V. N. Varma	Non-Executive Independent Director	4	Yes	–	–	–	–
Vasu Prakash Chitturi	Non-Executive Independent Director	3	No	–	2	–	–

Note: In accordance with Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, membership/chairmanship of only audit committee, shareholders/investors relationship committee of all companies has been considered.

Relationship of Directors *inter-se*

- J. Lakshmana Rao is son of J. Mytraeyi and brother-in-law of A. Subramanyam.
- J. Mytraeyi is mother of J. Lakshmana Rao and mother-in-law of A. Subramanyam.
- A. Subramanyam is brother-in-law of J. Lakshmana Rao and son-in-law of J. Mytraeyi.

Familiarisation Programme for Independent Directors

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company should conduct familiarisation programs for Independent Directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various initiatives. The details of programmes are available on website of the Company at http://moldteckpackaging.com/pdf/Familiarisation_Programme_-_MTPL.pdf

C. BOARD COMMITTEES

I. 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 Members 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.

Powers and terms of reference

The power and terms of reference of the Audit Committee are as mentioned in Regulation 18 and Part C of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 177 of the Companies Act, 2013.

Composition & meeting

The Audit Committee comprises of four Non-Executive Independent Directors chaired by P. Shyam Sunder Rao. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Five meetings of the Audit Committee were held during the financial year 2015-16. The dates on which the said meetings were held are as follows: 19th May, 2015; 3rd August, 2015; 31st August, 2015; 4th November, 2015 and 4th February, 2016.

The composition of Audit Committee and particulars of meeting attended by the members of the Audit Committee are given below:

Name & category	Designation	No of meetings attended during the year 2015-16
P. Shyam Sunder Rao, Independent Non-Executive Director	Chairman	4
T. Venkateswara Rao, Independent Non-Executive Director	Member	2
Vasu Prakash Chitturi, Independent Non-Executive Director	Member	2
Dr. N.V.N. Varma, Independent Non-Executive Director*	Member	3

* Dr. N.V.N. Varma was appointed as Chairman for Audit Committee in the meeting held on 31st August, 2015 in the absence of P. Shyam Sunder Rao.

II. NOMINATION & REMUNERATION COMMITTEE**Terms of reference**

The power and terms of reference of the Nomination and Remuneration Committee are as mentioned in Regulation 19 and part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013, and as laid down in the Nomination, Remuneration and Performance Evaluation Policy and as entrusted by Board of Directors from time to time.

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

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

Composition & meeting

The Nomination & Remuneration Committee comprises of 4 Non-Executive Independent Directors chaired by P. Shyam Sunder Rao. The composition of the Nomination & Remuneration Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

One meeting of the Nomination & Remuneration Committee was held during the financial year 2015-16, on 31st August, 2015.

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

Name	Designation	Category	No of meetings held	No of meetings attended
P. Shyam Sunder Rao	Chairman	Non-Executive Independent Director	1	–
T. Venkateswara Rao	Member	Non-Executive Independent Director	1	–
Vasu Prakash Chitturi	Member	Non-Executive Independent Director	1	1
Dr. N.V.N. Varma*	Member	Non-Executive Independent Director	1	1

*Dr.N.V.N.Varma was appointed as Chairman for Nomination & Remuneration Committee in the meeting dated 31st August, 2015 in the absence of P. Shyam Sunder Rao.

Nomination, Remuneration and Board Evaluation Policy

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

The Nomination, Remuneration and Board Evaluation Policy provides for the following attributes for appointment and removal of Director, KMP and senior management:

Appointment criteria and qualification

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

Term

- The term of the directors including managing/whole-time director/independent director shall be governed as per the provisions of the Companies Act, 2013 and Rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; whereas, the term of the KMP (other than the managing/whole-time director) and senior management shall be governed by the prevailing HR policies of the Company.

Evaluation

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

Removal

- Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable act, rules and regulations there under and/or for any disciplinary reasons and subject to such applicable

acts, rules and regulations and the Company's prevailing HR policies, the committee may recommend to the Board, with reasons recorded in writing, for removal of a director, KMP or senior management.

Remuneration of managing/whole-time director, KMP and senior management

- The remuneration/compensation/commission, etc. as the case may be, to the managing/whole-time director will be determined by the committee and recommended to the Board for approval. The remuneration/compensation/commission, etc. as the case may be, shall be subject to the prior/post approval of the Members of the Company and central government, wherever required and shall be in accordance with the provisions of the Act and Rules made thereunder. Further, the managing director of the Company is authorized to decide the remuneration of KMP (other than managing/whole-time director) and senior management, and which shall be decided by the managing director based on the standard market practice and prevailing HR policies of the Company.

Remuneration to non-executive/independent director

- The remuneration/commission/sitting fees, as the case may be, to the non-executive/independent director, shall be in accordance with the provisions of the Companies Act, 2013 and the Rules made there under for the time being in force or as may be decided by the committee/board/Members.
- An independent director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Details of the evaluation process

In terms of the Nomination, Remuneration and Board Evaluation Policy and the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee laid down the criteria for evaluation/assessment of the Directors (including the independent directors) of the Company and the Board as a whole. The Committee also carried out the evaluation of the performance of each Director of the Company.

The Board conducted formal annual evaluation of its own performance, its Committees and the individual directors (without the presence of the director being evaluated). On the basis of the evaluation, the Nomination and Remuneration Committee has evaluated the Directors and senior management personnel and made recommendations for the appointment/re-appointment/increase in remuneration of the Directors and senior management.

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

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

Meetings of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 4th February, 2016, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. At the meeting, the Independent Directors:

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

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

The composition of the internal committee is as under:

- A. Seshu Kumari, Financial Controller - Chairperson
- J. Navya, Assistant Financial Controller - Member
- Priyanka Rajora, Company Secretary - Member
- K. Sirisha, Assistant Manager-HR - Member

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 31st March, 2016 are as follows:

(₹)

Name	Salary	Perquisites & other benefits	Performance bonus/ commission	Earned leave & gratuity	Others	Sitting fees	Total
J. Lakshmana Rao (Chairman & Managing Director)	52,20,000	—	—	—	—	—	52,20,000
A. Subramanyam (Deputy Managing Director)	83,40,000	23,75,136	—	—	—	—	1,07,15,136
P. Venkateswara Rao (Deputy Managing Director)	54,00,000	24,81,847	13,12,486	—	—	—	91,94,333
J. Mytraeyi	—	—	—	—	—	30,000	30,000
T. Venkateswara Rao	—	—	—	—	—	30,000	30,000
P. Shyam Sunder Rao	—	—	—	—	—	1,10,000	1,10,000
Dr. N. V. N. Varma	—	—	—	—	—	40,000	40,000
Vasu Prakash Chitturi	—	—	—	—	—	30,000	30,000

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

Shareholding of the Directors of the Company as on 31st March, 2016

Name	No of shares	% of Total holding
J. Lakshmana Rao	25,57,594	9.24
A. Subramanyam	20,29,124	7.33
P. Venkateswara Rao	2,40,396	0.87
J. Mytraeyi	86,700	0.31
T. Venkateswara Rao	1,80,000	0.65
P. Shyam Sunder Rao	40	0.00
Dr. N. V. N. Varma	—	—
Vasu Prakash Chitturi	—	—

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

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholder Relationship Committee as on 31st March, 2016 was as under:

Name	Designation	Category
P. Shyam Sunder Rao	Chairman	Non-Executive Independent Director
T. Venkateswara Rao	Member	Non-Executive Independent Director
Vasu Prakash Chitturi	Member	Non-Executive Independent Director
Dr. N. V. N. Varma	Member	Non-Executive Independent Director

Priyanka Rajora was appointed as the Secretary to the Committee on 3rd January, 2015. She is also Company Secretary & Compliance Officer of the Company.

The Stakeholder's Relationship 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 takes note of share transfer and issue of share certificates. During the financial year 2015-16, 4 meetings were held.

13 complaints were received during the financial year 2015-16, all of which were resolved to the satisfaction of the shareholders and no complaints were pending as on 31st March, 2016.

IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

D. Disclosures

Details of annual/extraordinary general meetings

Location and time of general meetings held in the past 3 years are as follows:

Year	Location	Date	Time
2012-13 (AGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033	30th September, 2013	11.00 a.m.
2013-14 (AGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033	30th September, 2014	11.00 a.m.
2014-15 (EGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033	24th December, 2014	11.00 a.m.
2014-15 (AGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033	28th September, 2015	10.30 a.m.
2015-16 (EGM)	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033	3rd February, 2016	11.00 a.m.

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

Means of communication

As per Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining a functional website - www.moldtekgroup.com containing the information about the Company viz. details of business, financial information, shareholding pattern, annual reports, Company's policies, results and contact information of the designated officials of the Company for handling investor grievances. The website is updated from time to time.

- Quarterly/half-yearly/annual financial results are generally published in any of the following newspapers: Business Standard, Financial Express, Andhra Prabha, Mana Telangana & Nava Telangana. The results are also posted on the Company's website www.moldtekgroup.com and on the website of stock exchanges www.bseindia.com & www.nseindia.com.
- The annual report of the Company is available on the Company's website in a user-friendly and downloadable form.
- The Company has designated an E-mail ID exclusively for investor servicing i.e. ir@moldtekindia.com. Investors may raise any queries, complaints or provide suggestions through the said E-mail ID.

Official news releases

The Company's official news releases and media releases are made available to the Members by way of displaying on the website of the Company at www.moldtekgroup.com. All the information about the Company is promptly sent through email and also posted to the stock exchanges where the shares of the Company are listed and are released to press, wherever required, for information of public at large.

Presentation made to institutional investor/analysts

Detailed presentation made to institutional investors and financial analysts is available on the Company's website at www.moldtekgroup.com.

General shareholder information

19th Annual General Meeting	
Date and time	19th September, 2016 at 11:00 a.m.
Venue	Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033

Financial Calendar (2016-17)

The financial year of the Company is 1st April to 31st March. For the year ending 31st March, 2017 quarterly un-audited/annual audited results shall be announced as follows:

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

Book closure date	13th September, 2016 to 19th September, 2016 (both days inclusive)
Dividend payment date	The final dividend shall be paid within 30 days of declaration at the AGM
Registered office	Plot No.700, Door No.8-2-293/82/A/700, Road No.36, Jubilee Hills, Hyderabad - 500 033, Telangana
Name and address of the stock exchanges on which equity shares are listed	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
Listing fees	Listing fee has been paid to BSE & NSE for the financial year 2016-17
Stock code	BSE: 533080; NSE: MOLDTKPAC
ISIN	INE893J01029
CIN number	L21022TG1997PLCO26542

Market price data

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

Month		BSE		
		High (₹)	Low (₹)	Volume of shares
2015	April	248.40	197.00	1,62,171
	May	216.00	176.90	2,38,954
	June	210.00	165.00	1,43,746
	July	219.00	174.00	2,39,127
	August	254.80	197.00	4,36,241
	September	221.00	203.80	73,982
	October	250.00	210.10	2,75,686
	November	245.00	210.00	1,29,041
	December	333.40	229.70	3,98,983
2016	January	329.00	250.00	2,84,638
	February	305.10	103.80*	2,21,180
	March	146.90	106.30*	6,93,778

*The face value of equity shares of ₹10 each was sub-divided in to face value of ₹5 each as on record date, 18th February, 2016.

The monthly high and low quotations and volume of shares traded on NSE

Month		NSE		
		High (₹)	Low (₹)	Volume of shares
2015	April	248.50	195.00	3,46,414
	May	214.30	170.15	3,54,580
	June	208.85	162.55	3,32,842
	July	219.70	173.05	6,59,562
	August	253.80	196.00	9,09,282
	September	220.05	205.40	2,12,420
	October	250.00	210.10	6,92,730
	November	242.90	213.10	2,74,915
	December	333.50	227.10	10,04,403
2016	January	329.90	250.10	7,59,040
	February	314.00	104.20*	3,94,313
	March	147.85	105.35*	10,08,554

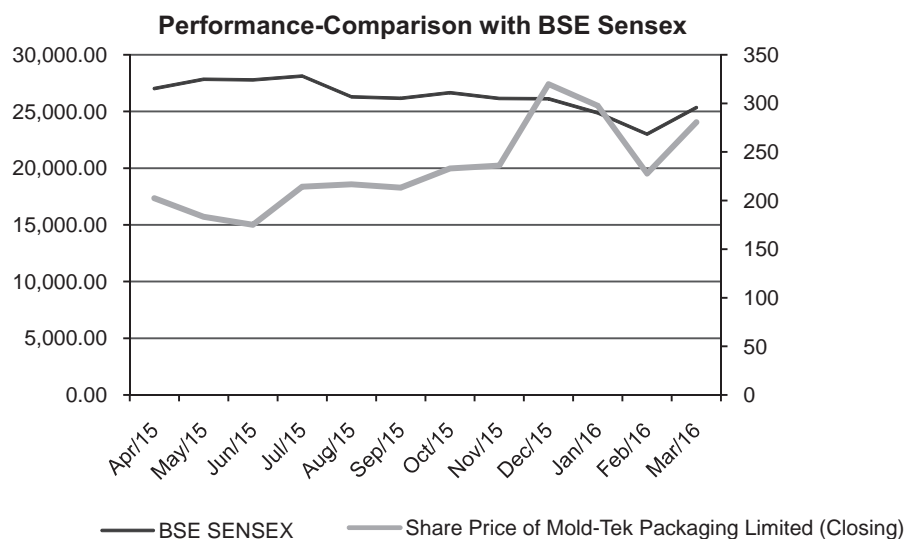
*The face value of equity shares of ₹10 each was sub-divided in to face value of ₹5 each as on record date, 18th February, 2016.

Performance in comparison to with BSE Sensex

Month	BSE Sensex (Closing)	Share price of Mold-Tek Packaging Limited (Closing) ₹
2015 April	27011.31	202.40
May	27828.44	183.30
June	27780.83	175.10
July	28114.56	214.20
August	26283.09	216.80
September	26154.83	213.30
October	26656.83	233.00
November	26145.67	235.90
December	26117.54	319.70
2016 January	24870.69	297.50
February	23002.00	113.90 (Pre-split: 227.8)*
March	25341.86	140.30 (Pre-split: 280.6)*

*The face value of equity shares of ₹10 each was sub-divided into two equity shares of ₹5 each as on record date, 18th February, 2016. The pre-split values of closing price of February and March are proportionately adjusted in the graph shown below:

Graphical presentation



Investors' correspondence/Registrar & Share Transfer Agents

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

Share transfer system

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

Shareholding pattern as on 31st March, 2016

Category	No of shares held	Percentage of shareholding
Promoters	93,95,952	33.93
Banks, financial institutions, insurance companies, Foreign Institutional Investors	53,60,418	19.36
Private bodies corporate	34,60,972	12.50
Indian public	90,82,731	32.80
NRI/OCBs	3,71,996	1.34
Clearing members	18,983	0.07
TOTAL	2,76,91,052	100.00

Distribution of shareholders as on 31st March, 2016

Slab of shareholding of nominal value of ₹	No. of shareholders	% to Total holding	₹	% to Total
Upto - 5,000	8,375	79.15	62,71,090	4.53
5,001 - 10,000	962	9.09	36,33,640	2.62
10,001 - 20,000	564	5.33	42,97,550	3.10
20,001 - 30,000	176	1.66	22,36,680	1.62
30,001 - 40,000	110	1.04	19,95,375	1.44
40,001 - 50,000	57	0.54	13,43,390	0.97
50,001 - 1,00,000	159	1.50	58,77,510	4.25
1,00,001 and above	178	1.68	11,28,00,025	81.47
TOTAL	10,581	100.00	13,84,55,260	100.00

Dematerialization of shares

As on 31st March, 2016, NSDL & CSDL in demat form hold 2,70,67,744 equity shares of ₹5 each aggregating to 97.75% of the paid up capital & the rest 6,23,308 equity shares aggregating to 2.25% are in physical form.

ADR/GDR holding is Nil.

Contact Details

The contact details and locations of plants are provided in Page 5 of the Annual Report.

Other disclosures

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

All related party transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013, Listing Agreement and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There were no materially significant related party transactions made by the Company during the year that would have required Members' approval under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The Company has adopted a Related Party Transactions Policy. The policy is available on website of the Company at <http://moldtekpackaging.com/pdf/corporate-governance/Related-Party-Transaction-Policy.pdf>

Details of the transactions with related parties are provided in the accompanying financial statements.

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

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

- c. *Whistle blower policy/vigil mechanism*

The Company has adopted the whistle blower policy and established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct. It also provides adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the Chairperson of the audit committee in exceptional cases. We further affirm that no employee has been denied access to the audit committee during the year. The policy is available on website of the Company at http://moldtekpackaging.com/pdf/annual-reports/VIGIL_MECHANISM%20of%20MPL.pdf

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

The Company has complied with all the mandatory requirements and has adopted the following non mandatory requirement of Regulation 27(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- e. **Reporting of internal auditor**

The internal auditor reports directly to the Audit Committee.

- f. **Subsidiaries**

The Company has floated a subsidiary company in Ras-Al-Khaimah Free Trade Zone, UAE by name Mold-Tek Packaging FZE incorporated on 12th January, 2016. The financial statements of the subsidiary are placed in Audit committee meetings and Board meetings as required under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

http://moldtekpackaging.com/pdf/MPL_-_Policy_on_Material_Subsiary.PDF

- g. **Website Disclosures**

The Company is maintaining a functional website www.moldtekgroup.com. All the information as specified under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are uploaded on daily basis under Investor section of the website. For more information, kindly visit www.moldtekgroup.com - Mold-Tek Packaging Limited - Investors.

h. Management Discussion and Analysis

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

i. Equity Shares in the Suspense Account

In terms of Regulation 39(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company reports the following details in respect of equity shares lying in the suspense account, 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 1st April, 2015	384	1,17,178 (2,34,356)*	–	–
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	12	3,330	–	–
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 31st March, 2016	372	2,31,026	–	–

* The face value of equity shares of ₹10 each was sub-divided in to face value of ₹5 each as on record date, 18th February, 2016.

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

Additional disclosures**a. Reconciliation of share capital audit**

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

b. Familiarization programme

In accordance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Companies Act, 2013, the Company familiarizes the Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, its business operations and model etc. through various programmes. The programme is available on the website of the Company at <http://molddteckpackaging.com/pdf/corporate-governance/Corporate%20Governance%20-%20Familiarization-program.pdf>

c. Policy on Disclosure of Material Events and Information

During the year under review, the Company has adopted the Policy on Disclosure of Material Events and Information, in accordance with the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 to determine the events and information which are material in nature and are required to be disclosed to the stock exchanges. The said policy is available on the website of the Company at:
http://moldteckpackaging.com/pdf/corporate-governance/policy-on-criteria-for-determining-materiality-of-events_-_MTPL.pdf

d. Code of conduct for prohibition of insider trading

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

In terms of the said regulations, the Company has also formulated 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information', with an objective to have a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. The code is available on the website of the Company at:

<http://moldteckpackaging.com/pdf/corporate-governance/Schedule-A.pdf>

e. Policy on Preservation of Documents and Records

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

http://moldteckpackaging.com/pdf/corporate-governance/Archival_policy_MTPL.pdf

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

The Company has its Code of Conduct for the Board of Directors & senior management personnel of the Company, as per the provisions of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The code is available on the website of the Company at:
http://moldteckpackaging.com/pdf/corporate-governance/Code_of_conduct_MPTL.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.

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The Chairman & Managing Director and Chief Financial Officer of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows:

The Board of Directors
Mold-Tek Packaging Limited

We certify that:

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



A. Seshu Kumari
Chief Financial Officer



J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702

Hyderabad
11th May, 2016

DECLARATION UNDER CODE OF CONDUCT

As provided under Regulation 17(5) and 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the senior management personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2016.



J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702

Hyderabad
1st August, 2016

CERTIFICATE ON CORPORATE GOVERNANCE

The Members

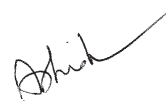
Mold-Tek Packaging Limited

I have examined the compliance of conditions of Corporate Governance by Mold-Tek Packaging Limited ('the Company'), for the year ended 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Regulations') for the period 1st December, 2015 to 31st March, 2016.

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

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

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



Ashish Kumar Gaggar
Company Secretary in Practice
FCS: 6687
CP No.: 7321

Hyderabad
1st August, 2016

INDEPENDENT AUDITORS' REPORT

The Members

Mold-Tek Packaging Limited

Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

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

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

Opinion

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

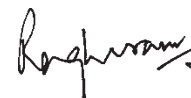
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. **As required by Section 143 (3) of the Act, we report that:**
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the Directors as on 31st March, 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'B'.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Hyderabad
11th May, 2016

For Praturi & Sriram
Chartered Accountants
Firm Reg. No. 0027395



Sri Raghuram Praturi
Partner
Membership No. 221770

Annexure 'A' to the Independent Auditors' Report

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

- i. In respect of its fixed assets
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. We are informed by the management that physical verification of fixed assets is done on regular intervals and no material differences or discrepancies were noticed.
 - c. The title deeds of immovable properties are held in the name of the Company but for land and buildings acquired towards the end of the financial year vide board decision dated 10th March, 2016, and sale agreement dated 21st March, 2016, which has been complied with before the approval of balance sheet by the board.
- ii. In respect of its inventory
 - a. As per the explanations given to us, physical verification of raw materials, stocks in process, finished goods and other items of consumables inventory has been conducted by the management during the period at regular intervals. In our opinion, the frequency of such physical verification is reasonable.
 - b. The procedures for physical verification of inventory followed by the management, in our opinion, have scope for further improvement. Most of the procedures followed, are prima facie reasonable in relation to the size of the Company and the nature of the business at present.
 - c. The Company maintains excise related records for its raw materials and finished goods, which are reasonably properly maintained. For its semi finished (in-process) stocks, the records can be improved/bettered with respect to receipts, issues, balances being maintained in a chronological sequence, recording of movement & custody of such stocks as well as consumables inventory. We recommended the maintenance of a priced stores ledger, and a formal procedure for reconciliation of factory & accounts related inventory records.
- d. We are informed by the management that no material differences or discrepancies were noticed on physical verification of stocks with accounts related inventory records.
- iii. The Company has not granted/taken any loans, secured or unsecured to/from the companies, firms of other parties covered in the register maintained under Section 189 of the Companies Act, 2013, except in respect of current transactions with its associate/group company, M/s. Mold-Tek Technologies Limited.
- iv. In respect of loans, investments, guarantees and securities issued by the company are in compliance with the provisions of Sections 185 and 186 of the Companies Act, 2013.
- 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 the products of the Company, as per Cost Accounting Records Rules, 2014.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- b. According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

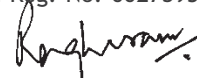
However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes (Issues under regular assessment are not reported):

Name of the statute	Nature of dues	₹	Period to which the amount relates (AY)	Forum where dispute is pending
Income Tax	Payment of advance tax	43,81,426	2008-09	The Commissioner of Income Tax (Appeals) - V
Income Tax	Payment of advance tax and MAT credit utilization	1,08,78,115	2009-10	Assistant Commissioner of Income Tax - Circle 16(2)
Income Tax	Long-term capital gain	2,23,550	2010-11	Assistant Commissioner of Income Tax - Circle 16(2)
Income Tax	Dividend distribution tax	24,10,900	2012-13	The Commissioner of Income Tax (Appeals) - IV
Sales Tax - Andhra Pradesh	Input VAT credit	16,30,409	2005-06	The High Court of Andhra Pradesh
Sales Tax - Andhra Pradesh	Input VAT credit	7,56,184	2006-07	Sales Tax Appellate Tribunal, Andhra Pradesh, Hyderabad
Sales Tax - Andhra Pradesh	Excess input tax credit claimed	5,58,366	2005-06	Sales Tax Appellate Tribunal, Andhra Pradesh, Hyderabad
Sales Tax - Andhra Pradesh	Excess input tax credit claimed	11,29,228	2006-07	Sales Tax Appellate Tribunal, Andhra Pradesh, Hyderabad
Sales Tax - Andhra Pradesh	Sale of plant & machinery	1,53,185	2007-08	The Appellate Dy. Commissioner (CT), Panjagutta Division, Hyderabad

- viii. In our opinion and according to the information and explanations given to us, there are no defaults in repayment of loans or borrowings to financial institution/banks/government/debenture holders on the date of Balance Sheet.
- ix. In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (Including debt instruments) and the term loans availed have generally been applied for the purpose for which they were raised.
- x. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us, the Company paid the managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion the Company is not a Nidhi Company; accordingly Paragraph 3 (xii) of Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

- xiii. According to the information and explanations given to us, all the transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with him.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Praturi & Sriram
Chartered Accountants
Firm Reg. No. 0027395



Sri Raghuram Praturi
Partner
Membership No. 221770

Hyderabad
11th May, 2016

Annexure 'B' to the Independent Auditors' Report

Annexure 'B' to the Independent Auditor's report of even date on the Standalone Financial Statements of Mold-Tek Packaging Limited

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial

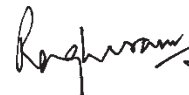
controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016,

based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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



Sri Raghuram Praturi
Partner
Membership No. 221770

Hyderabad
11th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

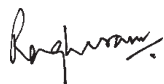
₹ Lakhs

Particulars	Notes	As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	13,85	13,84
Reserves & surplus	4	115,13	101,82
SHARE APPLICATION MONEY PENDING ALLOTMENT	5	–	1
NON-CURRENT LIABILITIES			
Long-term borrowings	6	6,62	10,97
Other long-term liabilities	7	34	30
Long-term provisions	8	1,74	1,30
Deferred tax liabilities (Net)	9	5,36	4,42
CURRENT LIABILITIES			
Short-term borrowings	10	18,61	3,54
Trade payables	11	14,33	10,01
Other current liabilities	12	11,42	10,88
Short-term provisions	13	16,64	12,22
TOTAL		204,04	169,31
ASSETS			
NON-CURRENT ASSETS			
Fixed assets	14		
Tangible assets		80,77	71,37
Capital work-in-progress		8,59	2,78
Leasehold building		15	17
Non-current investments	15	3,53	3,16
Long-term loans & advances	16	4,27	3,62
Other non-current assets	17	74	52
CURRENT ASSETS			
Inventories	18	24,10	27,65
Trade receivables	19	54,78	44,21
Cash and cash equivalents	20	78	98
Short-term loans & advances	21	25,19	13,63
Other current assets	22	1,14	1,22
TOTAL		204,04	169,31
Significant accounting policies			
See accompanying notes to the financial statements	1 to 36		

Per our report of even date

for and on behalf of the Board of Directors

for **PRATURI & SRIRAM**
Chartered Accountants
Firm Reg No. 0027395



Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016



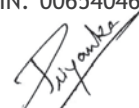
J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702



A. Seshu Kumari
Chief Financial Officer



A. Subramanyam
Deputy Managing Director
DIN: 00654046



Priyanka Rajora
Company Secretary
M. No.: A38168

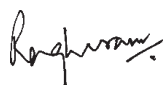
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

₹ Lakhs

Particulars	Notes	2015-16	2014-15
INCOME			
Sales			
Domestic sales		304,48	313,36
Less: Excise duty		33,04	33,63
Export sales		4,23 275,67	5,30 285,03
Other income	23	73	80
Changes in inventories	24	(2,32)	(4,67)
TOTAL		274,08	281,16
EXPENDITURE			
Material consumed	25	164,43	180,70
Employees remuneration & benefits	26	23,97	21,26
Selling & distribution expenses	27	19,97	19,85
Interest & financial charges	28	98	7,25
Other expenses	29	19,18	18,58
Preliminary & deferred expenses written off	30	—	—
Depreciation		8,50	8,23
TOTAL		237,03	255,87
Profit before prior period adjustments & tax		37,05	25,29
Prior period adjustments	31	27	(5)
Profit before tax		36,78	25,34
Provision for current tax		11,74	8,42
Provision for deferred tax		94	5
Profit transferred to Balance Sheet		24,10	16,87
Earning per share (face value of ₹5)			
(Before and after exceptional items)			
Basic & Diluted (₹)	35	8.70	7.20
Significant accounting policies			
See accompanying notes to the financial statements	1 to 36		

Per our report of even date

for **PRATURI & SRIRAM**
Chartered Accountants
Firm Reg No. 0027395



Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016

for and on behalf of the Board of Directors



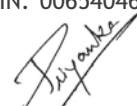
J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702



A. Subramanyam
Deputy Managing Director
DIN: 00654046



A. Seshu Kumari
Chief Financial Officer



Priyanka Rajora
Company Secretary
M. No.: A38168

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

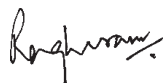
₹ Lakhs

Particulars	2015-16		2014-15	
A. CASH FLOW FROM OPERATIONS				
Net profit as per Statement of Profit and Loss		37,05		25,29
Adjustment for				
Depreciation	8,74		8,39	
Interest paid	98	9,72	7,25	15,64
Operating profit before working capital changes		46,77		40,93
Adjustment for				
Trade and other receivables	(10,57)		(2,01)	
Inventories	3,55		64	
Trade payables	4,32		(7,41)	
Other liabilities & short-term provisions	6,20		2,37	
Loans & advances & others	(11,48)		(91)	
Non-current assets	(87)	(8,85)	(1,26)	(8,58)
Cash generated from operations		37,92		32,35
B. CASH FLOW FROM INVESTMENT ACTIVITIES				
Purchase of fixed assets	(18,71)		(9,14)	
Sale/destroyed of fixed assets	59		37	
Investments	(37)		–	
Capital work-in-progress and pending capitalization	(5,81)	(24,30)	(29)	(9,06)
		13,62		23,29
C. CASH FLOW FROM FINANCING ACTIVITIES				
Earlier years dividend provision adjusted against reserves	–		(1)	
Share application money pending allotment	(1)		1	
Share capital	1		2,56	
Securities premium & capital reserve	6		51,52	
Employee stock expenses outstanding	(2)		(25)	
Provision for taxation	(12,68)		(8,48)	
Provision for proposed dividend	(9,00)		(5,54)	
Additions/repayment of loans	10,90		(54,42)	
Provision for corporate dividend tax	(1,83)		(1,11)	
Interest paid	(98)		(7,25)	
Prior period & extraordinary items	(27)	(13,82)	5	(22,92)
Net Increase/(decrease) in cash & cash equivalents		(20)		37
Opening balance of cash & cash equivalents		98		61
Closing balance of cash & cash equivalents		78		98

Per our report of even date

for and on behalf of the Board of Directors

for **PRATURI & SRIRAM**
Chartered Accountants
Firm Reg No. 0027395



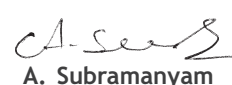
Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016



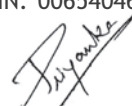
J. Lakshmana Rao
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A. Seshu Kumari
Chief Financial Officer



A. Subramanyam
Deputy Managing Director
DIN: 00654046



Priyanka Rajora
Company Secretary
M. No.: A38168

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

A. Method of accounting

- a. These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.
- 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 of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Examples of such estimates include provisions for doubtful receivables, employee benefits, provision for income taxes, the useful lives of depreciable fixed assets and provisions for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known/materialize.

B. Fixed assets

- a. Fixed assets are stated at original cost including taxes, freight and other incidental expenses related to acquisition/installation and after adjustment of CENVAT benefits in accordance with Accounting Standards 10 and 26 issued by the Institute of Chartered Accountants of India (ICAI). Interest/financing costs on borrowed funds attributable to assets are treated in accordance with Accounting Standard 16 issued by ICAI.
- b. 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.

C. Depreciation

Straight-line method of depreciation is adopted on the basis of and at rates prescribed by Schedule II to the Companies Act, 2013 except for leasehold buildings, wherein depreciation is provided on the basis of estimated useful life.

D. Impairment of assets

The Company periodically tests its assets for impairment and if the carrying values are found in excess of value in use, the same is charged to the statement of profit and loss as per AS 28. The impaired loss charged to the statement of profit and loss will be reversed in the year on the event and to that extent of enhancement in estimate of value in use.

E. Investments

Investments are either classified as current or long-term based on the management's intention at the time of purchase. Long-term investments are carried in the books of accounts at cost of acquisition. Current investments are carried in the books of accounts at the lower of cost or fair value. Decline in market value of long-term and current investments, if any are considered in accordance with Accounting Standard 13.

F. Inventories

Inventories are valued as follows:

Raw material	At lower of applicable weighted average of landed cost net of CENVAT benefits, or net realizable value.
Finished goods	At lower of applicable weighted average cost (including conversion costs) or net realizable value.
Work-in-process	At applicable weighted average cost including conversion costs to the stage of manufacture or net realizable value.
Returned goods	At applicable raw material cost net of estimated reprocessing cost or net realizable value.
Moulds	At cost.
Consumables, packing & bought outs	At cost.

Notes forming part of the Financial Statements

Cost includes material cost, labour, factory overheads and depreciation and excludes interest on borrowings.

G. Interest and financial charges

- a. Documentation, commitment and service charges other than for term loans are spread over the tenure of the finance facility.
- b. Interest on hire purchase finance is charged to the statement of profit and loss as per Accounting Standard 'Accounting for Leases' issued by 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 cancelled 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 secured loans. The corresponding amount of future interest is reflected as deferred interest under loans & advances.

I. Revenue recognition

Turnover includes excise duties, and sales tax/VAT collections reduced by sale returns and quantity discounts. Excise duty is excluded as a separate line item. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

J. Employee benefits

a. Gratuity

1. Post-employment and other long-term benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined based on actuarial valuation.
2. In accordance with the Payment of Gratuity Act, 1972, Mold-Tek provides for gratuity, a defined benefit retirement plan ('the Gratuity plan') covering eligible employees of the Company. 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 group.

3. Liabilities with regard to the gratuity plan are determined by actuarial valuation at each balance sheet date using the projected unit credit method as per the Accounting Standard 15. The Company contributes the ascertained liabilities to the 'Mold-Tek Packaging Limited Employees Gratuity Trust' (The Trust). Trustees administer contributions made to the Trust and contributions are deposited in a scheme with Life Insurance Corporation as permitted by the law.

b. Provident fund

Eligible employees of the Company receive provident fund benefits, a defined contribution plan. Contributions of the Company as employer are expensed as incurred/accrued.

c. Liability for leave encashment

Leave encashment in accordance with the policy of the Company and are provided based on the actuarial valuation as pronounced in Accounting Standard 15 of ICAI.

d. Employee share based payments

Measurement and disclosure of the employee share-based payment plans is done in accordance with Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the guidance note on 'Accounting for Employee Share Based Payments', issued by ICAI. The excess of market value of the stock on the date of grant over the exercise price of the option is recognized as deferred employee stock compensation and is charged to the statement of profit and loss on straight-line method over the vesting period of the options or on exercising of the options. The unamortized portion of cost is shown under stock options outstanding. In case of lapsed options, during the year of such lapsing, the compensation expenses charged earlier are reversed along with balance of deferred employee compensation pertaining to such lapsed options.

Notes forming part of the Financial Statements

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 recognition of transaction within the accounting year relating to fixed assets till the date of its put to use 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. 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 ICAI. Deferred tax asset over and above the liability accounted in earlier period is neither disclosed nor recognized in the books.

M. Miscellaneous expenditure

Preliminary 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 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 after taxes for the year attributable to equity shareholders 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 extent of 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 forming part of the Financial Statements

2. The previous period'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

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
a. Authorized		
2,90,00,000 equity shares of ₹5 each	14,50	14,50
(31st March, 2015: 1,45,00,000 equity shares of ₹10 each)		
	14,50	14,50
b. Issued, subscribed and paid-up		
2,76,91,052 equity shares of ₹5 each	13,85	13,84
(31st March, 2015: 1,38,40,526 equity shares of ₹10 each)		
	13,85	13,84

- 3.1. 79,95,776 equity shares out of the issued, subscribed and paid up share capital were allotted in the financial year 2008-09 pursuant to the Scheme of Arrangement without payments being received in cash.
- 3.2. 46,625 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 6th July, 2011 by way of Employee Stock Option Scheme.
- 3.3. 12,40,000 equity shares of ₹10 each issued at a premium of ₹30 per share on 7th September, 2011 by way of preferential offer.
- 3.4. 9,125 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 19th December, 2011 by way of Employee Stock Option Scheme.
- 3.5. 19,25,000 equity shares of ₹10 each issued at a premium of ₹35.80 per share on 4th February, 2012 by way of preferential offer.
- 3.6. 37,800 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 10th July, 2012 by way of Employee Stock Option Scheme.
- 3.7. 22,950 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 29th June, 2013 by way of Employee Stock Option Scheme.
- 3.8. 25,100 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 13th June, 2014 by way of Employee Stock Option Scheme.
- 3.9. 39,800 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 25th July, 2014 by way of Employee Stock Option Scheme.
- 3.10. 24,98,350 equity shares of ₹10 each issued at a premium of ₹210.17 per share on 3rd February, 2015 by way of Qualified Institutional Placement (QIP).
- 3.11. 5,000 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 9th April, 2015 by way of Employee Stock Option Scheme.

Notes to the Balance Sheet & Statement of Profit and Loss

- c. Shareholders on 3rd February, 2016 approved the share split of ₹10 each, fully paid up into 2 (Two) equity shares of ₹5 each fully paid up. The Board of Directors fixed the record date as 18th February, 2016. On 17th February, 2016 the Company has sub-divided the existing fully paid equity shares of 1,38,45,526 with face value of ₹10 each into 2,76,91,052 fully paid up shares with face value of ₹5 each.

- d. The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	₹	Number of shares	₹
Shares outstanding at the beginning of the year	1,38,40,526	13,84,05,260	1,12,77,276	11,27,72,760
Add: Shares issued on exercise of Employee Stock Option Scheme	5,000	50,000	64,900	6,49,000
Add: Shares issued for QIP	—	—	24,98,350	2,49,83,500
Conversion on account of share split	1,38,45,526	—	—	—
Shares outstanding at the end of the year	2,76,91,052	13,84,55,260	1,38,40,526	13,84,05,260

- e. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	% Held	Number of shares	% Held
J. Lakshmana Rao	25,57,594	9.24	12,62,466	9.12
A. Subramanyam	20,29,124	7.33	10,14,562	7.33
SBI Funds Management Private Limited	21,17,240	7.65	10,28,750	7.43

*Based on the split up of shares of ₹10 each to ₹5 each

- f. MTPL Employee Stock Option Scheme

In respect of 2,02,000 Options granted to employees on 4th June, 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 ₹26 per option, the discount value (₹36.95) of Option is accounted as deferred employee compensation, amortized on a straight line basis over the vesting period.

During the year, 5,000 shares have been allotted to the employees against options exercised by them.

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Options outstanding at beginning of the year	5,000	73,850
Less: Exercised	5,000	64,900
Less: Lapsed	—	3,950
Options outstanding at end of the year	—	5,000

Notes to the Balance Sheet & Statement of Profit and Loss

4. RESERVES & SURPLUS

₹ Lakhs

Particulars	As at 31st March, 2016		As at 31st March, 2015	
Capital reserve				
Opening balance	49		49	
Add: During the year	3	52	—	49
Securities premium				
Opening balance	74,78		23,26	
Add: During the year	3		52,85	
Less: QIP expenses	—	74,81	1,33	74,78
General reserve				
Opening balance	11,48		8,95	
Add: Transfer from profit for the year	3,62	15,10	2,53	11,48
Share options outstanding account				
Opening balance	2		27	
Add: Current year transfer	—		1	
Less: Written back in current year	2	—	26	2
Surplus				
Opening balance	15,05		8,25	
Less: Depreciation as per Companies Act, 2013	—		88	
Less: Previous year dividend short provision	—		1	
Add: Profit for the year	24,10	39,15	16,87	24,23
Less: Appropriations				
Interim dividend	5,54		2,77	
Proposed final dividend	3,46		2,77	
Tax on dividend	1,83		1,11	
General reserve	3,62	14,45	2,53	9,18
TOTAL		115,13		101,82

The Company, as a matter of practice, has transferred 15% of its net profits to general reserve.

The Board of Directors in their meeting held on 10th March, 2016 and 11th May, 2016 has recommended an interim dividend of ₹2 and a final dividend of ₹1.25 per equity share.

5. ALLOTMENT OF SHARES AGAINST APPLICATION MONEY

On 9th April, 2015 the Company has allotted 5,000 equity shares of ₹10 each at a premium of ₹52.95 per share under Employee Stock Option Scheme for which the application monies have been received during the previous financial year.

Notes to the Balance Sheet & Statement of Profit and Loss

6. LONG-TERM BORROWINGS

₹ Lakhs

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Non-current	Current maturities	Non-current	Current maturities
Secured loans				
- Term loan from banks	47	3,75	4,22	3,75
- Hire purchases loans	48	31	17	12
	95	4,06	4,39	3,87
Unsecured loans				
- Sales tax deferment	5,67	—	6,58	—
TOTAL	6,62	4,06	10,97	3,87

The amounts shown under the column 'Current maturities' above, ₹4,06 lakhs pertains to the repayment commitments of the Company during the next 12 months.

A. Secured loans

Term loans from bank

As at the year end, the Company has a total secured term borrowings of ₹4,22 lakhs from Citibank. The same have been classified under non-current liabilities (₹47 lakhs) and current liabilities (₹3,75 lakhs).

The following assets of the Company are covered under the said securitization:

- Citibank has first exclusive charge by way of equitable mortgage on the factory land & buildings situated at Survey No.82/2A, Mhavashi Village, Khandala (Taluk), Satara District, Maharashtra, belonging to the Company.
- Citibank has first exclusive charge on plant & machinery and other fixed assets of Satara plant.
- Citibank has first *pari passu* charge by way of equitable mortgage on the factory land & building situated at Survey No.160/A, 161/1, 161/5, Bhimpore Village, Nani Daman, Diu & Daman, belonging to the Company.
- Citibank has first *pari passu* charge on plant & machinery and other movable fixed assets of Daman plant.
- Second *pari passu* charge on present and future stocks and book debts of the Company.

Hire purchase loans

The Company has been availing hire purchase loans for vehicles from various financial institutions with a tenor of 36 to 60 installments. As at the year end, the Company has total hire purchase loans of ₹79 lakhs which have been classified under non-current liabilities (₹48 lakhs) and current liabilities (₹31 lakhs).

B. Unsecured Loans

The Government of Andhra Pradesh has extended the Company, incentive of sales tax deferral scheme pursuant to which the sales tax payment attributable to the sales affected out of production is deferred (interest-free) for a period of 14 years. The Company has availed this scheme for production facility of its 2nd expansion at Annaram unit for ₹7,51 lakhs and production facility at Dommarapochampally unit for ₹4,22 lakhs.

The cumulated sales tax payment deferred in each year is repayable over the subsequent 14 years after the expiry of the deferment period. The Company has completed its 14 years period for both these units. The Company has been repaying installments of the deferred sales tax in accordance with the scheme. The total sales tax deferral amounts as on 31st March, 2016 stands at ₹5,67 lakhs (31st March, 2015: ₹6,58 lakhs) classified under non-current liabilities; ₹5,67 lakhs and differential amount of ₹91 lakhs installment pertaining to and falling due in financial year 2016-17 has already been paid towards the end of financial year 2015-16 and hence no amount is considered as current liability.

Notes to the Balance Sheet & Statement of Profit and Loss

7. OTHER LONG-TERM LIABILITIES

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Deposits collected from job workers & employees	34	30
TOTAL	34	30

The above figures include security deposits collected from job workers & employees which will be repaid on successful completion of contracted terms.

8. LONG-TERM PROVISIONS

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Gratuity (funded ₹49 Lakhs)	1,28	98
Leave encashment (unfunded)	46	32
TOTAL	1,74	1,30

The employees' gratuity fund scheme managed by a Trust (Life Insurance Corporation of India) is a defined plan. The present value of obligation is determined based on actuarial valuation as per Accounting Standard 15.

Reconciliation of employee benefits

₹ Lakhs

Particulars	31st March, 2016		31st March, 2015	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Balance at beginning of the year	1,29	49	1,02	39
Benefits paid	(1)	(3)	(4)	(7)
	1,28	46	98	32
Current service cost	54	20	31	17
Balance at the end of the year	1,82	66	1,29	49

Reconciliation of gratuity funded at Life Insurance Corporation of India

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Balance at beginning of the year	35	27
Amount credited towards fund	11	8
Amount paid as claim	(1)	(3)
Interest credited for the year	4	3
Balance at the end of the year	49	35

Notes to the Balance Sheet & Statement of Profit and Loss

9. DEFERRED TAX LIABILITY (NET)

The cumulative deferred tax liability as on 31st March, 2016 stands at ₹5,36 lakhs, including the current year provision of ₹94 lakhs.

10. SHORT-TERM BORROWINGS

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured loans		
- ICICI Bank cash credit	3,03	(39)
- Yes Bank cash credit	71	(18)
- HSBC Bank cash credit	12,75	4,15
- Citibank cash credit	2,12	(4)
TOTAL	18,61	3,54

The Company has been availing its working capital requirements from multiple banks viz., ICICI Bank, Citibank, Yes Bank and HSBC. Cash credit limits utilized as at the year end from the respective banks are as per the above table, while the total working capital limits sanctioned by the participating banks are in the table given below:

₹ Lakhs

Bank	Nature of borrowing	Limits as at 31st March		Balances as at 31st March	
		2016	2015	2016	2015
ICICI	CC*	15,00	15,00	3,03	(39)
ICICI	BG**	1,00	1,00	50	70
Yes Bank	CC	10,00	10,00	71	(18)
HSBC	CC	20,00	10,00	12,75	4,15
Citibank	CC	25,00	25,00	2,12	(4)
TOTAL		71,00	61,00	19,11	4,24

*CC: Cash credit; **BG: Bank guarantee

Working capital facilities from the banks are secured by hypothecation by way of first charge on the following assets of the Company:

- First *pari passu* charge to the above four banks by way of hypothecation of the borrower's entire current assets which *inter-alia* include stocks of raw material, work-in-process, finished goods, consumable stores & spares and such other movables including book debts, outstanding monies, receivables both present and future of such form satisfactory to the bank.
- First *pari passu* charge to the above four banks by way of hypothecation of the borrower's movable fixed assets of the Company (Except those specifically charged for the term loans).
- First *pari passu* charge to the above four banks by way of equitable mortgage on the following immovable fixed assets of the Company:
 - First charge by way of equitable mortgage of land measuring 6.5125 acres & building in Survey No. 54,55/A, 70, 71 & 72 of Annaram Village, Near Air Force Academy, Jinnaram Mandal, Medak District, Telangana, belonging to the Company.
 - First charge by way of equitable mortgage of land measuring 6,413 sq. yards and building in Survey No. 164 part, Dammarapochampally Village, Qutubullapur, R. R. District, Telangana, belonging to the Company.
 - First charge by way of equitable mortgage of land measuring 1,066.63 sq. yards & buildings in Plot No. D-177 Phase III, IDA, Jeedimetla, Qutballapur Mandal, R.R. District, Telangana, belonging to the Company.

Notes to the Balance Sheet & Statement of Profit and Loss

4. First charge by way of equitable mortgage of ground floor, cellar area of building bearing Municipal No. 8-2-293/82/A/700&700/1 on Plot No. 700 forming part of Survey No. 120 (New) of Shaikpet Village and Survey No. 102/1 of Hakimpet Village admeasuring 3,653 sq. ft. of the office space presently occupied by the vendee 50% or 930 sq. ft. of reception area of 1,860 sq. ft. all in relevance to the ground floor 400 sq. yards out of 1,955 sq. yards situated within the approved layout of the Jubilee Hills Co-operative House Building Limited at Road No. 36 Jubilee Hills, belonging to the Company.

- d. Personal guarantees of J. Lakshmana Rao, A. Subramanyam and P. Venkateswara Rao, Directors of the Company.

11. TRADE PAYABLES

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Creditors for capital items	1,79	1,39
Creditors for goods	9,26	5,95
Creditors for expenses	3,28	2,67
TOTAL	14,33	10,01

Creditor balances are subject to confirmation and reconciliation.

12. OTHER CURRENT LIABILITIES

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Current maturities of long-term debt (Refer Note 6)	4,06	3,87
Duties & taxes (Including excise & service tax)	74	65
Advances received from customers	21	57
Interest accrued but not due	2	3
Unpaid dividend	63	59
Outstanding expenses payable	2,31	1,96
Provision for CSR expenses	57	16
Provision for Daman unit building repair	88	1,57
TDS payable	22	17
Employee salaries, benefits & contributions payable	1,78	1,31
TOTAL	11,42	10,88

13. SHORT-TERM PROVISIONS

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provision for gratuity (unfunded)	54	31
Provision for leave encashment (unfunded)	20	17
Provision for proposed dividend & tax thereon*	4,16	3,32
Provision for current year income tax	11,74	8,42
TOTAL	16,64	12,22

*Refer Note 4 under reserves & surplus

Notes to the Balance Sheet & Statement of Profit and Loss

14. FIXED ASSETS

₹ Lakhs

	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 1st April, 2015	Additions	Deletions	As on 31st March, 2016	As on 1st April, 2015	For the year	As on 31st March, 2016	As on 31st March, 2015
Land	7,11	1,74	–	8,85	–	–	8,85	7,11
Building	23,84	2,47	–	26,31	3,59	74	21,98	20,25
Leasehold improvements	30	–	–	30	12	3	15	18
Plant and machinery	56,80	7,06	2,27	61,59	27,34	4,99	30,65	29,46
Moulds	16,79	5,80	–	22,59	8,38	1,73	10,11	8,41
Electrical installations	3,48	15	–	3,63	1,50	27	1,77	1,98
Works equipment & instruments	1,17	27	–	1,44	39	11	50	78
Office equipment	62	13	1	74	27	13	39	35
Computers	74	8	–	82	55	11	66	19
Software	63	3	–	66	27	13	40	36
Furniture & fixtures	1,26	19	–	1,45	36	12	48	90
Vehicles	2,79	79	–	3,58	1,22	38	1,60	1,57
TOTAL	115,53	18,71	2,28	131,96	43,99	8,74	51,04	71,54
Previous year	107,99	9,14	1,60	115,53	35,95	8,39	43,99	71,54

Depreciation of ₹24 lakhs has been capitalized, since the concerned assets used for the purpose of generating in-house assets during the year.

CAPITAL WORK-IN-PROGRESS & EXPENDITURE PENDING ALLOCATION

	As on 1st April, 2015	Additions during the year	Capitalized during the year	As on 31st March, 2016
Capital work-in-progress - Units 1, 2, 4 & 6	2,78	21,71	16,99	7,50
Capital work-in-progress - Daman (New)	–	2,81	1,72	1,09
TOTAL	2,78	24,52	18,71	8,59
Previous year	2,49	9,43	9,14	2,78

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.

Notes to the Balance Sheet & Statement of Profit and Loss

During the year, the Company has acquired 2,191 sq. yards of land with 14,016 sq. ft. of building in Jeedimetla at a cost of ₹2.6 crore for Modern Tool Room and IML Label printing plant, which is expected to go into production early next year. During the year, the Company has acquired 1,677 sq. ft. of fully furnished accommodation along with proportionate share of land as an extension to the existing office facility in Jubilee Hills at a cost of ₹2.13 crore.

The Company, for a partial period during the year, has hired the same accommodation on a monthly rental basis, and has acquired it towards the end of the financial year. The possession of the property is with the Company and other formalities have been completed before the balance sheet date. Mutation of property and ownership records in respect of the property as well as other movable/non-movable assets transferred as part of the demerger processes remains pending.

15. NON-CURRENT INVESTMENTS

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
In equity shares (quoted) (at cost)		
21,17,165 equity shares of Mold-Tek Technologies Limited (Face value of ₹2)	3,16	3,16
[31st March, 2015: 4,23,433 equity shares of Mold-Tek Technologies Limited (Face value of ₹10)]		
(Market value ₹16,15 lakhs)		
Investment in subsidiary company		
Mold-Tek Packaging FZE	37	—
TOTAL	3,53	3,16

During the year, the Company has incorporated a 100% subsidiary in UAE (RAK Free Trade Zone) Viz. Mold-Tek Packaging FZE and on 12th January, 2016, the Company had received the incorporation certificate and share certificate for 200 shares, for total value of AED 2,00,000 which is recognized as investment.

16. LONG-TERM LOANS AND ADVANCES

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
(Unsecured and considered good)		
Deposits to government bodies	1,01	88
Capital advances	2,64	1,95
Other deposits	62	79
TOTAL	4,27	3,62

Deposits with government bodies include amounts parked as security deposit with electricity departments ₹1,01 lakhs with respective state governments wherein the manufacturing facilities are situated. Capital advances of ₹2,64 lakhs pertain to payment for acquisition of machinery. Other deposits include EMD and security deposits of ₹39 lakhs with customers and rental deposits of ₹19 lakhs.

17. OTHER NON-CURRENT ASSETS

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Employee gratuity trust (Funded)	49	35
Deferred interest	9	4
Margin money	16	13
TOTAL	74	52

Notes to the Balance Sheet & Statement of Profit and Loss

18. INVENTORIES

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Raw materials	8,37	9,18
Finished goods	3,14	4,50
Work-in-process	6,20	6,74
Packing material & consumable stores	5,68	6,09
Sale-in-transit (value of goods at cost)	71	1,14
TOTAL	24,10	27,65

Inventory quantities & values as at the balance sheet date are as certified by the management.

19. TRADE RECEIVABLES

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
(Unsecured)		
Over six months		
Considered good	11	40
Considered doubtful	36	20
Provision for doubtful debts	(36)	(20)
Others		
Considered good	54,67	43,81
Considered doubtful	–	–
TOTAL	54,78	44,21

Sundry debtors are subject to confirmation and reconciliation. Sundry debtors include an amount of ₹47 lakhs outstanding for more than 6 months against which a provision for ₹36 lakhs has been made. However, the management expresses confidence in the recovery of the balance over dues.

20. CASH AND CASH EQUIVALENTS

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Cash in hand	4	5
Current & dividend accounts	74	93
TOTAL	78	98

21. SHORT-TERM LOANS AND ADVANCES

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
(Unsecured and considered good)		
Deposits with excise authorities	1,95	1,66
Advance tax & TDS receivable	12,46	9,20
Advance to Mold-Tek Packaging FZE	8,63	–
Prepaid expenses	26	52
Staff advances	48	20
Advance to suppliers	1,41	2,05
TOTAL	25,19	13,63

Notes to the Balance Sheet & Statement of Profit and Loss

In addition to the equity capital mentioned above under investments into its wholly owned subsidiary, the Company, during the year, has advanced monies to support the subsidiary for preliminary expenses and setting up its new unit with leased land and acquiring plant and machinery.

22. OTHER CURRENT ASSETS

₹ Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Sales tax incentive receivable*	56	71
Others	58	51
TOTAL	1,14	1,22

*During the year, the Company has received ₹44 lakhs against 85% of sales tax incentive from Government of Maharashtra on account of 'Package Scheme of Incentives 2007', pertaining to financial years 2013-14 and 2014-15. The balance amount will be received on completion of assessment. Excess income accounted in financial year 2014-15 on account of sales tax incentive of ₹13 lakhs has been adjusted and an amount of ₹48 lakhs has been considered as incentive receivable for financial year 2015-16.

Others include 1,92,960 shares of Mold-Tek Plastics Limited costing ₹28 lakhs (Market value as on 31st March, 2016: ₹2,71 lakhs), held by Mold-Tek Packaging Investment Trust vested in the Company in accordance with the Scheme of Arrangement approved by the Hon'ble High Court of Andhra Pradesh. The above number also includes the cumulative dividend received on above shares and as at 31st March, 2016 which stands at ₹29 lakhs.

23. OTHER INCOME

₹ Lakhs

Particulars	2015-16	2014-15
Sale of scrap & others	11	46
Rent received	2	2
Dividend received	33	3
Exchange rate fluctuation	12	9
Interest received	7	10
Profit on sale of assets	8	10
TOTAL	73	80

24. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROCESS

₹ Lakhs

Particulars	2015-16	2014-15
Finished goods/Sale-in-transit		
Closing stock	3,86	5,63
Opening stock	5,63	7,22
	(1,77)	(1,59)
Work-in-process		
Closing stock	6,20	6,75
Opening stock	6,75	9,83
	(55)	(3,08)
TOTAL	(2,32)	(4,67)

Notes to the Balance Sheet & Statement of Profit and Loss

25. MATERIAL CONSUMED

₹ Lakhs

Particulars	2015-16	2014-15
Raw material		
Opening stock	9,18	5,33
Add: Purchases	131,62	157,48
Less: Closing stock	8,37	9,18
	132,43	153,63
Master batch	5,88	5,30
Handles	7,53	7,18
Printing material	12,78	8,27
Others	42	54
	159,04	174,92
Consumables & spares	1,15	1,09
Packing materials	4,24	4,69
TOTAL	164,43	180,70

26. EMPLOYEE REMUNERATION & BENEFITS

₹ Lakhs

Particulars	2015-16	2014-15
Salaries, wages, allowances & bonus	19,61	17,48
Contribution to provident fund & ESIC	75	65
Welfare expenses	1,01	1,04
Gratuity & leave encashment	73	48
Directors remuneration & perquisites	1,87	1,60
Employee compensation expenses (ESOS)	—	1
TOTAL	23,97	21,26

Managerial remuneration

Particulars of remuneration paid/payable to Directors

₹ Lakhs

Particulars	2015-16	2014-15
Salary and allowances	2,24	1,98
Medical reimbursement	7	5
Electricity & water	3	3
Other perquisites	5	2
Commission	13	—
Leave encashment	—	17
Sitting fee	2	2
TOTAL	2,54	2,27
Less: Capitalized	54	50
Charged to Statement of Profit and Loss	2,00	1,77

Commission pertains to previous years; the same has been recognized in the prior period adjustments.

Notes to the Balance Sheet & Statement of Profit and Loss

27. SELLING & DISTRIBUTION EXPENSES

₹ Lakhs

Particulars	2015-16	2014-15
Carriage outwards	10,90	10,25
Sales promotion & commission	44	30
Advertisement expenses	3	1
Sales tax	8,60	9,29
TOTAL	19,97	19,85

28. INTEREST & FINANCIAL CHARGES

₹ Lakhs

Particulars	2015-16	2014-15
Interest on term loans	79	1,85
Interest on working capital	14	4,77
Interest on HP loans and other financial charges	5	63
TOTAL	98	7,25

29. OTHER EXPENSES

₹ Lakhs

Particulars	2015-16	2014-15
Manufacturing expenses		
Power & fuel	8,68	8,84
Job work charges	2,08	1,99
Repairs & maintenance - Machinery	1,26	1,32
- Moulds	53	47
Administrative expenses		
Rent	73	64
Rates & taxes	34	30
Insurance	55	43
Communication expenses	48	38
Electricity charges	23	19
Foreign travel	22	15
Travelling and conveyance - others	69	77
Printing & stationery	25	27
Repairs to buildings	10	11
Repairs to others	1,56	1,24
Professional charges	48	39
Payment to auditors	11	11
Bank charges	10	47
Loss on sale of assets	0	1
Provision for bad debts	16	10
Exchange rate fluctuation	2	1
Corporate social responsibility	41	16
General expenses	20	23
TOTAL	19,18	18,58

Notes to the Balance Sheet & Statement of Profit and Loss

Payments to auditor		₹ Lakhs
Particulars	2015-16	2014-15
Statutory audit including quarterly reviews & tax audit fee	11	7
Retainer fee for tax and other matters	–	4
TOTAL	11	11

30. PRELIMINARY & DEFERRED EXPENSES WRITTEN OFF		₹ Lakhs
Particulars	2015-16	2014-15
Opening balance at beginning of the year	–	1
Add: Additions	–	–
Less: Written off during the year	–	1
TOTAL	–	–

31. PRIOR PERIOD ADJUSTMENTS - EXTRAORDINARY ITEM

Prior period adjustments include ₹13 lakhs against managerial commission for Directors pertaining to earlier years and ₹14 lakhs of sales tax incentive excess provision pertaining to financial year 2014-15.

32. EVENTS OCCURRING AFTER THE BALANCE SHEET (2015-16)

All the numbers have been considered in the financial statements as per Para 3.2 of AS 4.

33. CONTINGENT LIABILITIES

a. Bank guarantees

The Company has provided bank guarantees to the tune of ₹50 lakhs comprising of bid securities and performance guarantees given to its customers/prospective customers.

b. Export obligations

The Company has fulfilled the entire export obligation to the tune of USD 18.17 lakhs (₹9,34 lakhs) as on 31st March, 2016, the particulars of which are as below:

Of the total obligation USD 9.02 lakhs (₹4,07 lakhs) was against the licenses utilized against import of machinery by erstwhile Mold-Tek Technologies Limited. The Company has fulfilled the export obligations against these licenses by 31st March, 2011. The details have been submitted to customs department for redemption of licenses. Including the licenses amounting to USD 6.36 lakhs have been redeemed up to 31st March, 2016, and redemption licenses for the balance USD 2.66 lakhs is awaited.

Further, licenses granted under EPCG Scheme for import of machinery for which guarantee bonds valuing ₹96 lakhs were issued to customs department. The Company has fulfilled the export obligation of USD 9.15 lakhs (₹5,27 lakhs) against these licenses utilized for imports.

Notes to the Balance Sheet & Statement of Profit and Loss

34. Additional information pursuant to the provisions of paragraph viii (a), viii (b) & viii (e) of Part II of Schedule III to the Companies Act, 2013**a. CIF value of imports**

₹ Lakhs

Particulars	2015-16	2014-15
Raw materials & BOPP film	49	61
Capital goods & maintenance spares	1,72	1,79
TOTAL	2,21	2,40

b. Earnings in foreign currency (on accrual basis)

₹ Lakhs

Particulars	2015-16	2014-15
FOB value of exports	4,23	5,30

c. Expenditure in foreign currency

₹ Lakhs

Particulars	2015-16	2014-15
Travelling	22	15
Exhibition & others	7	–

35. EARNINGS PER SHARE

Particulars	2015-16	2014-15
Profit available for equity share holders (₹)	24,09,61,729	16,86,64,196
Weighted average number of equity shares outstanding for BEPS	2,76,90,806	2,34,29,468
Weighted average number of potential equity shares, warrants and ESOPs outstanding	–	10,000
Weighted average number of equity shares for DEPS	2,76,90,806	2,34,39,468
Nominal value per equity share (₹)	5	5
Earnings per share (Before and after exceptional item)		
Basic (₹)	8.70	7.20
Diluted (₹)	8.70	7.20

For the previous year, the equity shares and basic and diluted earnings per share have been presented to reflect the adjustment for share split in accordance with Accounting Standard 20 on Earnings per Share. Refer Note 3(C).

36. Related party disclosures**1. Related parties and nature of relationship**

Mold-Tek Technologies Limited
 Friends Packaging Industries
 Capricorn Industries
 J.S. Sundaram & Co.
 Moldtek Packaging FZE

Group company
 Relative of director
 Relative of director
 Relative of director
 100% subsidiary

2. Key management personnel

J. Lakshmana Rao
 A. Subramanyam
 P. Venkateswara Rao

Chairman & Managing Director
 Deputy Managing Director
 Deputy Managing Director

3. Relatives of key management personnel

A. Seshu Kumari
 J. Navya Mythri
 S. Kavya

Finance Controller
 Assistant Finance Controller
 Manager - Marketing & Co-ordination

Notes to the Balance Sheet & Statement of Profit and Loss

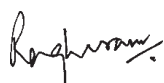
Related party transactions

₹ Lakhs

	Related party		Relative of key management personnel		Key management personnel	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Purchases						
Friends Packaging Industries	1,94	2,16				
Capricorn Industries	1,21	1,40				
Acquisition of fixed asset						
Mold-Tek Technologies Limited	2,14	—				
Services received						
J.S. Sundaram & Co.	20	18				
Mold-Tek Technologies Limited	34	—				
Loans & advances						
Mold-Tek Packaging FZE	8,63	—				
Remuneration						
J. Lakshmana Rao					52	39
A. Subramanyam					1,07	1,09
P. Venkateswara Rao					92	77
Dividend						
J. Lakshmana Rao					77	63
A. Subramanyam					61	51
P. Venkateswara Rao					7	6
A. Seshu Kumari			16	19		
J. Navya Mythri			4	3		
Salaries						
A. Seshu Kumari			28	27		
J. Navya Mythri			9	9		
S. Kavya			3	—		
Rent paid						
A. Seshu Kumari			13	10		
Mold-Tek Technologies Limited	4	—				
Rent received						
Friends Packaging Industries	2	2				
Personal guarantee given to bank						
J. Lakshmana Rao					8,40	8,40
A. Subramanyam					7,24	7,24
P. Venkateswara Rao					51	51
Other transactions						
Mold-Tek Technologies Limited	24	22				
Outstanding payable as at 31st March, 2016						
Friends Packaging Industries	29	31				
Capricorn Industries	2	2				
Mold-Tek Technologies Limited	23	—				
J.S. Sundaram & Co.	2	1				

Per our report of even date

for **PRATURI & SRIRAM**
Chartered Accountants
Firm Reg No. 0027395




Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016

for and on behalf of the Board of Directors



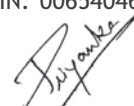
J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702



A. Subramanyam
Deputy Managing Director
DIN: 00654046



A. Seshu Kumari
Chief Financial Officer



Priyanka Rajora
Company Secretary
M. No.: A38168

MOLD-TEK PACKAGING FZE

To the shareholders of
Mold-Tek Packaging FZE

Review report on the interim financial statement of Mold-Tek Packaging FZE for the period from January 12, 2016 to March 31, 2016

Introduction

We have reviewed the accompanying condensed financial statements of Mold-Tek Packaging FZE (the Establishment) as at March 31, 2016, which comprise of the condensed financial position, condensed statement of comprehensive income, condensed statement of changes in equity and the condensed statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information. Our responsibility is to issue a report on these condensed financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2400 and in accordance with the implementing regulations concerning the formation of Free Zone Establishment in Ras Al Khaimah Free Trade Zone. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material

misstatement. A review is limited primarily to inquiries of Establishment personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed audit and, accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed financial statements do not give a true and fair view, of the financial position of the Establishment as at March 31, 2016, and its financial performance and its cash flows for the four months period then ended in accordance with International Financial Reporting Standard 34: 'Interim Financial Reporting'.

Other Matter

The Establishment's financial statements as at March 31, 2016 were prepared for the purpose of the consolidation into the holding company accounts and should not be used for any other purpose.

TRC PAMCO Middle East Auditing and Accounting
Reg No.423
Dubai
10 May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	31st March, 2016	
	AED	₹
EQUITY AND LIABILITIES		
Share capital	2,00,000	36,03,200
Loan from Mold-Tek Packaging Limited	46,79,716	8,43,09,763
TOTAL	48,79,716	8,79,12,963
ASSETS		
Bank accounts	1,19,732	21,57,094
Prepaid rent	5,68,301	1,02,38,515
Capital advances	39,39,756	7,09,78,643
Preliminary expenses	2,51,927	45,38,711
TOTAL	48,79,716	8,79,12,963

For Mold-Tek Packaging FZE

Saibaba Tata
Manager
10th May, 2016

INDEPENDENT AUDITORS' REPORT

The Members
Mold-Tek Packaging Limited

Report on the Consolidated Financial Statements

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

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account

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

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

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

We believe that the audit evidence obtained by us and the evidence obtained and reviewed by the Independent accountant in terms of their reports referred to in first paragraph of the Other Matters mentioned below, are sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

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

Other Matters

We did not audit the financial statements of wholly owned foreign subsidiary namely M/s. Mold-Tek Packaging FZE, whose financial statements reflect total assets of

₹8,79 lakhs as at 31st March, 2016, and has revenues of ₹Nil and net cash flows amounting to ₹22 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the subsidiaries share of net profit/loss of ₹Nil for the year ended 31st March, 2016, as considered in the Consolidated Financial Statements, in respect of whose financial statements have not been audited by us. These financial statements, unaudited and reviewed by the Independent Accountant, have been furnished to us by the management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

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

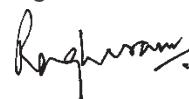
Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the holding company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) 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.
 - ii. Provision has been made 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 to the Consolidated Financial Statements in respect of such items as it relates to the Group.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Hyderabad
11th May, 2016

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



Sri Raghuram Praturi
Partner
Membership No. 221770

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016


₹ Lakhs

Particulars	Notes	As at 31st March, 2016
EQUITY AND LIABILITIES		
SHAREHOLDERS' FUNDS		
Share capital	3	13,85
Reserves & surplus	4	114,92
SHARE APPLICATION MONEY PENDING ALLOTMENT	5	–
NON-CURRENT LIABILITIES		
Long-term borrowings	6	6,62
Other long-term liabilities	7	34
Long-term provisions	8	1,74
Deferred tax liabilities (Net)	9	5,36
CURRENT LIABILITIES		
Short-term borrowings	10	18,61
Trade payables	11	14,33
Other current liabilities	12	11,42
Short-term provisions	13	16,64
TOTAL		203,83
ASSETS		
NON-CURRENT ASSETS		
Fixed assets	14	
Tangible assets		80,77
Capital work-in-progress		8,59
Leasehold building		15
Non-current investments	15	3,16
Long-term loans & advances	16	11,36
Other non-current assets	17	1,19
CURRENT ASSETS		
Inventories	18	24,10
Trade receivables	19	54,78
Cash and cash equivalents	20	1,00
Short-term loans & advances	21	17,59
Other current assets	22	1,14
TOTAL		203,83
Significant accounting policies		
See accompanying notes to the financial statements	1 to 35	

Per our report of even date

for and on behalf of the Board of Directors

for **PRATURI & SRIRAM**
Chartered Accountants
Firm Reg No. 0027395



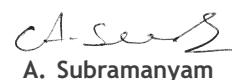
Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016



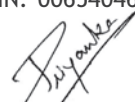
J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702



A. Seshu Kumari
Chief Financial Officer



A. Subramanyam
Deputy Managing Director
DIN: 00654046



Priyanka Rajora
Company Secretary
M. No.: A38168

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016


₹ Lakhs

Particulars	Notes	2015-16
INCOME		
Sales		
Domestic sales		304,48
Less: Excise duty		33,04
Export sales		4,23
Other income	23	73
Changes in inventories	24	(2,32)
TOTAL		274,08
EXPENDITURE		
Material consumed	25	164,43
Employees remuneration & benefits	26	23,97
Selling & distribution expenses	27	19,97
Interest & financial charges	28	98
Other expenses	29	19,18
Depreciation		8,50
TOTAL		237,03
Profit before prior period adjustments & tax		37,05
Prior period adjustments	30	27
Profit before tax		36,78
Provision for current tax		11,74
Provision for deferred tax		94
Profit transferred to Balance Sheet		24,10
Earning per share (face value of ₹5)		
(Before and after exceptional items)		
Basic & Diluted (₹)	34	8.70
Significant accounting policies		
See accompanying notes to the financial statements	1 to 35	

Per our report of even date

for and on behalf of the Board of Directors

for PRATURI & SRIRAM
Chartered Accountants
Firm Reg No. 0027395



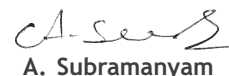
Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016



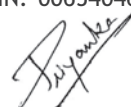
J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702



A. Seshu Kumari
Chief Financial Officer



A. Subramanyam
Deputy Managing Director
DIN: 00654046



Priyanka Rajora
Company Secretary
M. No.: A38168

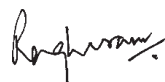
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

₹ Lakhs

Particulars	2015-16
A. CASH FLOW FROM OPERATIONS	
Net profit as per Statement of Profit and Loss	37,05
Adjustment for	
Depreciation	8,74
Interest paid	98
Operating profit before working capital changes	46,77
Adjustment for	
Trade and other receivables	(10,57)
Inventories	3,55
Trade payables	4,32
Other liabilities & short-term provisions	6,20
Loans & advances & others	(3,88)
Non-current assets	(8,41)
Cash generated from operations	37,98
B. CASH FLOW FROM INVESTMENT ACTIVITIES	
Purchase of fixed assets	(18,71)
Sale/destroyed of fixed assets	59
Capital work-in-progress and pending capitalization	(5,81)
	(23,93)
	14,05
C. CASH FLOW FROM FINANCING ACTIVITIES	
Share application money pending allotment	(1)
Share capital	1
Securities premium & capital reserve	6
Employee stock expenses outstanding	(2)
Provision for taxation	(12,68)
Provision for proposed dividend	(9,00)
Additions/repayment of loans	10,90
Provision for corporate dividend tax	(1,83)
Interest paid	(98)
Foreign currency translation reserve	(21)
Prior period & extraordinary items	(27)
Net Increase/(decrease) in cash & cash equivalents	2
Opening balance of cash & cash equivalents	98
Closing balance of cash & cash equivalents	1,00

Per our report of even date

for **PRATURI & SRIRAM**
Chartered Accountants
Firm Reg No. 0027395



Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016

for and on behalf of the Board of Directors



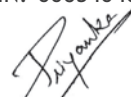
J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702



A. Subramanyam
Deputy Managing Director
DIN: 00654046



A. Seshu Kumari
Chief Financial Officer



Priyanka Rajora
Company Secretary
M. No.: A38168

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

A. Principles of consolidation

The financial statements of the Company and its subsidiaries have been consolidated on a line byline basis by adding together like items of assets, liabilities, income, expenses, after eliminating intra group transactions and any unrealized gains or losses in accordance with the Accounting Standard - 21 on 'Consolidated Financial Statements' (AS 21).

The financial statements of the Company and its subsidiary have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company.

B. Method of accounting

- a. These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on 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.
- 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 of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and

disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Examples of such estimates include provisions for doubtful receivables, employee benefits, provision for income taxes, the useful lives of depreciable fixed assets and provisions for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known/ materialize.

C. Fixed assets

- a. Fixed assets are stated at original cost including taxes, freight and other incidental expenses related to acquisition/installation and after adjustment of CENVAT benefits in accordance with Accounting Standards 10 and 26 issued by Institute of Chartered Accountants of India (ICAI). Interest/ financing costs on borrowed funds attributable to assets are treated in accordance with Accounting Standard 16 issued by the Institute of Chartered Accountants of India (ICAI).
- b. 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. Depreciation

Straight-line method of depreciation is adopted on the basis of and at rates prescribed by Schedule II to the Companies Act, 2013 except for leasehold buildings, wherein depreciation is provided on the basis of estimated useful life.

E. Impairment of assets

The Company periodically tests its assets for impairment and if the carrying values are found in excess of value in use, the same is charged to the statement of profit and loss as per AS 28. The impaired loss charged to the statement of profit and loss will be reversed in the year on the event and to that extent of enhancement in estimate of value in use.

F. Investments

Investments are either classified as current or long-term based on the management's intention at the time of purchase. Long-term investments are carried in the books of accounts at cost of acquisition. Current investments are carried in the books of accounts at the lower of cost or fair value. Decline in market value of long-term and current investments, if any, are considered in accordance with Accounting Standard 13.

G. Inventories

Inventories are valued as follows:

Raw material	At lower of applicable weighted average of landed cost net of CENVAT benefits, or net realizable value.
Finished goods	At lower of applicable weighted average cost (including conversion costs) or net realizable value.
Work-in-process	At applicable weighted average cost including conversion costs to the stage of manufacture or net realizable value.
Returned goods	At applicable raw material cost net of estimated reprocessing cost or net realizable value.
Moulds	At cost.
Consumables, packing & bought outs	At cost.

Cost includes material cost, labour, factory overheads and depreciation and excludes interest on borrowings.

H. Interest and financial charges

- Documentation, commitment and service charges other than for term loans are spread over the tenure of the finance facility.
- Interest on hire purchase finance is charged to the statement of profit and loss as per Accounting Standard 'Accounting for Leases' issued by ICAI.

I. 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 cancelled 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 secured loans. The corresponding amount of future interest is reflected as deferred interest under loans & advances.

J. Revenue recognition

Turnover includes excise duties, and sales tax/VAT collections reduced by sale returns and quantity discounts. Excise duty is excluded as a separate line item. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

K. Employee benefits

a. Gratuity

- Post-employment and other long-term benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined based on actuarial valuation.
- In accordance with the Payment of Gratuity Act, 1972, Mold-Tek provides for gratuity, a defined benefit retirement plan ('the Gratuity plan') covering eligible employees of the Company. 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 group.
- Liabilities with regard to the gratuity plan are determined by actuarial valuation at each balance sheet date using the projected unit credit method as per the Accounting Standard 15. The Company contributes the ascertained liabilities to the 'Mold-Tek Packaging Limited Employees Gratuity Trust' (The Trust). Trustees administer contributions made to the Trust and contributions are deposited in a scheme with Life Insurance Corporation as permitted by the law.

b. Provident fund

Eligible employees of the Company receive provident fund benefits, a defined contribution

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

plan. Contributions of the Company as employer are expensed as incurred/accrued.

c. Liability for leave encashment

Leave encashment in accordance with the policy of the Company and are provided based on the actuarial valuation as pronounced in Accounting Standard 15 of ICAI.

d. Employee share based payments

Measurement and disclosure of the employee share-based payment plans is done in accordance with Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the guidance note on 'Accounting for Employee Share Based Payments', issued by the ICAI. The excess of market value of the stock on the date of grant over the exercise price of the option is recognized as deferred employee stock compensation and is charged to the statement of profit and loss on straight-line method over the vesting period of the options or on exercising of the options. The unamortized portion of cost is shown under stock options outstanding. In case of lapsed options, during the year of such lapsing, the compensation expenses charged earlier are reversed along with balance of deferred employee compensation pertaining to such lapsed options.

L. 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 recognition of transaction within the accounting year relating to fixed assets till the date of its put to use 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.

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 ICAI. Deferred tax asset over and above the liability accounted in earlier period is neither disclosed nor recognized in the books.

N. Miscellaneous expenditure

Preliminary expenses are amortized over a period of 5 years.

O. Leases

Assets taken on lease where the Company acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The 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 after taxes for the year attributable to equity shareholders 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 extent of 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 Consolidated Balance Sheet & Statement of Profit and Loss

2. The previous period'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

₹ Lakhs

Particulars	As at 31st March, 2016
a. Authorized	
2,90,00,000 equity shares of ₹5 each	14,50
(31st March, 2015: 1,45,00,000 equity shares of ₹10 each)	
	14,50
b. Issued, subscribed and paid-up	
2,76,91,052 equity shares of ₹5 each	13,85
(31st March, 2015: 1,38,40,526 equity shares of ₹10 each)	
	13,85

- 3.1. 79,95,776 equity shares out of the issued, subscribed and paid up share capital were allotted in the financial year 2008-09 pursuant to the Scheme of Arrangement without payments being received in cash.
- 3.2. 46,625 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 6th July, 2011 by way of Employee Stock Option Scheme.
- 3.3. 12,40,000 equity shares of ₹10 each issued at a premium of ₹30 per share on 7th September, 2011 by way of preferential offer.
- 3.4. 9,125 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 19th December, 2011 by way of Employee Stock Option Scheme.
- 3.5. 19,25,000 equity shares of ₹10 each issued at a premium of ₹35.80 per share on 4th February, 2012 by way of preferential offer.
- 3.6. 37,800 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 10th July, 2012 by way of Employee Stock Option Scheme.
- 3.7. 22,950 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 29th June, 2013 by way of Employee Stock Option Scheme.
- 3.8. 25,100 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 13th June, 2014 by way of Employee Stock Option Scheme.
- 3.9. 39,800 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 25th July, 2014 by way of Employee Stock Option Scheme.
- 3.10. 24,98,350 equity shares of ₹10 each issued at a premium of ₹210.17 per share on 3rd February, 2015 by way of Qualified Institutional Placement (QIP).
- 3.11. 5,000 equity shares of ₹10 each issued at a premium of ₹52.95 per share on 9th April, 2015 by way of Employee Stock Option Scheme.

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

- c. Shareholders on 3rd February, 2016 approved the share split of ₹10 each, fully paid up into 2 (Two) equity shares of ₹5 each fully paid up. The Board of Directors fixed the record date as 18th February, 2016. On 17th February, 2016 the Company has sub-divided the existing fully paid equity shares of 1,38,45,526 with face value of ₹10 each into 2,76,91,052 fully paid up shares with face value of ₹5 each.

- d. The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2016	
	Number of shares	₹
Shares outstanding at the beginning of the year	1,38,40,526	13,84,05,260
Add: Shares issued on exercise of Employee Stock Option Scheme	5,000	50,000
Conversion on account of share split	1,38,45,526	—
Shares outstanding at the end of the year	2,76,91,052	13,84,55,260

- e. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of shareholder	As at 31st March, 2016	
	Number of shares	% Held
J. Lakshmana Rao	25,57,594	9.24
A. Subramanyam	20,29,124	7.33
SBI Funds Management Private Limited	21,17,240	7.65

*Based on the split up of shares of ₹10 each to ₹5 each

- f. MTPL Employee Stock Option Scheme

In respect of 2,02,000 Options granted to employees on 4th June, 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 ₹26 per option, the discount value (₹36.95) of Option is accounted as deferred employee compensation, amortized on a straight line basis over the vesting period.

During the year, 5,000 shares have been allotted to the employees against options exercised by them.

₹ Lakhs

Particulars	As at 31st March, 2016
Options outstanding at beginning of the year	5,000
Less: Exercised	5,000
Less: Lapsed	—
Options outstanding at end of the year	—

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

4. RESERVES & SURPLUS

₹ Lakhs

Particulars	As at 31st March, 2016	
Capital reserve		
Opening balance	49	
Add: During the year	3	52
Securities premium		
Opening balance	74,78	
Add: During the year	3	74,81
General reserve		
Opening balance	11,48	
Add: Transfer from profit for the year	3,62	15,10
Share options outstanding account		
Opening balance	2	
Less: Written back in current year	2	—
Surplus		
Opening balance	15,05	
Add: Profit for the year	24,10	39,15
Foreign currency translation reserve		
Opening balance	—	
Add: During the year	(21)	(21)
Less: Appropriations		
Interim dividend on equity shares	5,54	
Proposed final dividend on equity shares	3,46	
Tax on dividend	1,83	
General reserve	3,62	14,45
TOTAL		114,92

The parent company, as a matter of practice, has transferred 15% of its net profits to general reserve.

The Board of Directors in their meeting held on 10th March, 2016 and 11th May, 2016 has recommended an interim dividend of ₹2 and a final dividend of ₹1.25 per equity share.

5. ALLOTMENT OF SHARES AGAINST APPLICATION MONEY

On 9th April, 2015 the Company has allotted 5,000 equity shares of ₹10 each at a premium of ₹52.95 per share under Employee Stock Option Scheme for which the application monies have been received during previous financial year.

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

6. LONG-TERM BORROWINGS

₹ Lakhs

Particulars	As at 31st March, 2016	
	Non-current	Current maturities
Secured loans		
- Term loan from banks	47	3,75
- Hire purchases loans	48	31
	95	4,06
Unsecured loans		
- Sales tax deferment	5,67	—
TOTAL	6,62	4,06

The amounts shown under the column 'Current maturities' above, ₹4,06 lakhs pertains to the repayment commitments of the Company during the next 12 months.

A. Secured loans

Term loans from bank

As at the year end, the Company has a total secured term borrowings of ₹4,22 lakhs from Citibank. The same have been classified under non-current liabilities (₹47 lakhs) and current liabilities (₹3,75 lakhs).

The following assets of the Company are covered under the said securitization:

- Citibank has first exclusive charge by way of equitable mortgage on the factory land & buildings situated at Survey No.82/2A, Mhavashi Village, Khandala (Taluk), Satara District, Maharashtra, belonging to the Company.
- Citibank has first exclusive charge on plant & machinery and other fixed assets of Satara plant.
- Citibank has first *pari passu* charge by way of equitable mortgage on the factory land & building situated at Survey No.160/A, 161/1, 161/5, Bhimpore Village, Nani Daman, Diu & Daman, belonging to the Company.
- Citibank has first *pari passu* charge on plant & machinery and other movable fixed assets of Daman plant.
- Second *pari passu* charge on present and future stocks and book debts of the Company.

Hire purchase loans

The Company has been availing hire purchase loans for vehicles from various financial institutions with a tenor of 36 to 60 installments. As at the year end, the Company has total hire purchase loans of ₹79 lakhs which have been classified under non-current liabilities (₹48 lakhs) and current liabilities (₹31 lakhs).

B. Unsecured Loans

The Government of Andhra Pradesh has extended the Company, incentive of sales tax deferral scheme pursuant to which the sales tax payment attributable to the sales affected out of production is deferred (interest-free) for a period of 14 years. The Company has availed this scheme for production facility of its 2nd expansion at Annaram unit for ₹7,51 lakhs and production facility at Dommarapochampally unit for ₹4,22 lakhs.

The cumulated sales tax payment deferred in each year is repayable over the subsequent 14 years after the expiry of the deferment period. The Company has completed its 14 years period for both these units. The Company has been repaying installments of the deferred sales tax in accordance with the scheme. The total sales tax deferral amounts as on 31st March, 2016 stands at ₹5,67 lakhs (31st March, 2015: ₹6,58 lakhs) classified under non-current liabilities; ₹5,67 lakhs and differential amount of ₹91 lakhs installment pertaining to and falling due in financial year 2016-17 has already been paid towards the end of financial year 2015-16 and hence no amount is considered as current liability.

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

7. OTHER LONG-TERM LIABILITIES

₹ Lakhs

Particulars	As at 31st March, 2016
Deposits collected from job workers & employees	34
TOTAL	34

The above figures include security deposits collected from job workers & employees which will be repaid on successful completion of contracted terms.

8. LONG-TERM PROVISIONS

₹ Lakhs

Particulars	As at 31st March, 2016
Gratuity (funded ₹49 Lakhs)	1,28
Leave encashment (unfunded)	46
TOTAL	1,74

The employees' gratuity fund scheme managed by a Trust (Life Insurance Corporation of India) is a defined plan. The present value of obligation is determined based on actuarial valuation as per Accounting Standard 15.

Reconciliation of employee benefits

₹ Lakhs

Particulars	31st March, 2016	
	Gratuity	Leave encashment
Balance at beginning of the year	1,29	49
Benefits paid	(1)	(3)
	1,28	46
Current service cost	54	20
Balance as on 31st March, 2016	1,82	66

Reconciliation of gratuity funded at Life Insurance Corporation of India

₹ Lakhs

Particulars	As at 31st March, 2016
Balance at beginning of the year	35
Amount credited towards fund	11
Amount paid as claim	(1)
Interest credited for the year	4
Closing balance as on 31st March, 2016	49

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

9. DEFERRED TAX LIABILITY (NET)

The cumulative deferred tax liability as on 31st March, 2016 stands at ₹5,36 lakhs, including the current year provision of ₹94 lakhs.

10. SHORT-TERM BORROWINGS

₹ Lakhs

Particulars	As at 31st March, 2016
Secured loans	
- ICICI Bank cash credit	3,03
- Yes Bank cash credit	71
- HSBC Bank cash credit	12,75
- Citibank cash credit	2,12
TOTAL	18,61

The Company has been availing its working capital requirements from multiple banks viz., ICICI Bank, Citibank, Yes Bank and HSBC. Cash credit limits utilized as at the year end from the respective banks are as per the above table, while the total working capital limits sanctioned by the participating banks are in the table given below:

Bank	Nature of borrowing	Limits as at 31st March, 2016	Balances as at 31st March, 2016
ICICI	CC*	15,00	3,03
ICICI	BG**	1,00	50
Yes Bank	CC	10,00	71
HSBC	CC	20,00	12,75
Citibank	CC	25,00	212
TOTAL		71,00	19,11

*CC: Cash credit; **BG: Bank guarantee

Working capital facilities from the banks are secured by hypothecation by way of first charge on the following assets of the Company:

- First *pari passu* charge to the above four banks by way of hypothecation of the borrower's entire current assets which inter-alia include stocks of raw material, work in process, finished goods, consumable stores & spares and such other movables including book debts, outstanding monies, receivables both present and future of such form satisfactory to the bank.
- First *pari passu* charge to the above four banks by way of hypothecation of the borrower's movable fixed assets of the Company (Except those specifically charged for the term loans).
- First *pari passu* charge to the above four banks by way of equitable mortgage on the following immovable fixed assets of the Company:
 - First charge by way of equitable mortgage of land measuring 6.5125 acres & building in Survey No. 54,55/A,70, 71 & 72 of Annaram Village, Near Air Force Academy, Jinnaram Mandal, Medak District, Telangana, belonging to the Company.
 - First charge by way of equitable mortgage of land measuring 6,413 sq. yards and building in Survey No. 164 part, Dammarapochampally Village, Qutubullapur, R. R. District, Telangana, belonging to the Company.
 - First charge by way of equitable mortgage of land measuring 1,066.63 sq. yards & buildings in Plot No. D-177 Phase III, IDA, Jeedimetla, Qutballapur Mandal, R.R. District, Telangana, belonging to the Company.

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

4. First charge by way of equitable mortgage of ground floor, cellar area of building bearing Municipal No. 8-2-293/82/A/700&700/1 on Plot No. 700 forming part of Survey No. 120 (New) of Shaikpet Village and Survey No. 102/1 of Hakimpet Village admeasuring 3,653 sq. ft. of the office space presently occupied by the vendee 50% or 930 sq. ft. of reception area of 1,860 sq. ft. all in relevance to the ground floor 400 sq. yards out of 1,955 sq. yards situated within the approved layout of the Jubilee Hills Co-operative House Building Limited at Road No. 36 Jubilee Hills, belonging to the Company.

- d. Personal guarantees of J. Lakshmana Rao, A. Subramanyam and P. Venkateswara Rao, Directors of the Company.

11. TRADE PAYABLES

₹ Lakhs

Particulars	As at 31st March, 2016
Creditors for capital items	1,79
Creditors for goods	9,26
Creditors for expenses	3,28
TOTAL	14,33

Creditor balances are subject to confirmation and reconciliation.

12. OTHER CURRENT LIABILITIES

₹ Lakhs

Particulars	As at 31st March, 2016
Current maturities of long-term debt (Refer Note 6)	4,06
Duties & taxes (Including excise & service tax)	74
Advances received from customers	21
Interest accrued but not due	2
Unpaid dividend	63
Outstanding expenses payable	2,31
Provision for CSR expenses	57
Provision for Daman unit building repair	88
TDS payable	22
Employee salaries, benefits & contributions payable	1,78
TOTAL	11,42

13. SHORT-TERM PROVISIONS

₹ Lakhs

Particulars	As at 31st March, 2016
Provision for gratuity (unfunded)	54
Provision for leave encashment (unfunded)	20
Provision for proposed dividend & tax thereon*	4,16
Provision for current year income tax	11,74
TOTAL	16,64

*Refer Note 4 under reserves & surplus

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

14. FIXED ASSETS		GROSS BLOCK					DEPRECIATION			NET BLOCK		₹ Lakhs
		As on 1st April, 2015	Additions	Deletions	As on 31st March, 2016	As on 1st April, 2015	For the year	Deletions	As on 31st March, 2016	As on 31st March, 2016		
	Land	7,11	1,74	—	8,85	—	—	—	—	8,85		
	Building	23,84	2,47	—	26,31	3,59	74	—	4,33	21,98		
	Leasehold improvements	30	—	—	30	12	3	—	15	15		
	Plant and machinery	56,80	7,06	2,27	61,59	27,34	4,99	1,68	30,65	30,94		
	Moulds	16,79	5,80	—	22,59	8,38	1,73	—	10,11	12,48		
	Electrical installations	3,48	15	—	3,63	1,50	27	—	1,77	1,86		
	Works equipment & instruments	1,17	27	—	1,44	39	11	—	50	94		
	Office equipment	62	13	1	74	27	13	1	39	35		
	Computers	74	8	—	82	55	11	—	66	16		
	Software	63	3	—	66	27	13	—	40	26		
	Furniture & fixures	1,26	19	—	1,45	36	12	—	48	97		
	Vehicles	2,79	79	—	3,58	1,22	38	—	1,60	1,98		
	TOTAL	115,53	18,71	2,28	131,96	43,99	8,74	1,69	51,04	80,92		

Depreciation of ₹24 lakhs has been capitalized, since the concerned assets used for the purpose of generating in-house assets during the year.

CAPITAL WORK-IN-PROGRESS & EXPENDITURE PENDING ALLOCATION

	As on 1st April, 2015	Additions during the year	Capitalized during the year	As on 31st March, 2016
Capital work-in-progress - Units 1, 2, 4 & 6	2,78	21,71	16,99	7,50
Capital work-in-progress - Daman (New)	–	2,81	1,72	1,09
TOTAL	2,78	24,52	18,71	8,59

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.

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

During the year, the Company has acquired 2,191 sq. yards of land with 14,016 sq. ft. of building in Jeedimetla at a cost of ₹2.6 crore for Modern Tool Room and IML Label printing plant, which is expected to go into production early next year. During the year, the Company has acquired 1,677 sq. ft. of fully furnished accommodation along with proportionate share of land as an extension to the existing office facility in Jubilee Hills at a cost of ₹2.13 crore.

The Company, for a partial period during the year, has hired the same accommodation on a monthly rental basis, and has acquired it towards the end of the financial year. The possession of the property is with the Company and other formalities have been completed before the balance sheet date. Mutation of property and owner ship records in respect of the property as well as other movable/non-movable assets transferred as part of the demerger processes remains pending.

15. NON-CURRENT INVESTMENTS

₹ Lakhs

Particulars	As at 31st March, 2016
In equity shares (quoted) (at cost)	
21,17,165 equity shares of Mold-Tek Technologies Limited (Face value of ₹2)	3,16
[31st March, 2015: 4,23,433 equity shares of Mold-Tek Technologies Limited (Face value of ₹10)]	
(Market value ₹16,15 lakhs)	
TOTAL	3,16

16. LONG-TERM LOANS AND ADVANCES

₹ Lakhs

Particulars	As at 31st March, 2016
(Unsecured and considered good)	
Deposits to government bodies	1,01
Capital advances	9,73
Other deposits	62
TOTAL	11,36

Deposits with government bodies include amounts parked as security deposit with electricity departments (₹1,01 lakhs) of state governments wherein the manufacturing facilities are situated. Capital advances of ₹9,73 lakhs includes payment of advance for acquisition of machinery by parent Mold-Tek Packaging Limited to the tune of ₹2,64 lakhs and ₹7,10 lakhs by Mold-Tek Packaging FZE, the wholly owned subsidiary. Other deposits include EMD and security deposits of ₹39 lakhs with customers and rental deposits of ₹19 lakhs.

17. OTHER NON-CURRENT ASSETS

₹ Lakhs

Particulars	As at 31st March, 2016
Preliminary/preoperative expenses	45
Employee gratuity trust (Funded)	49
Deferred interest	9
Margin money	16
TOTAL	1,19

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

18. INVENTORIES

₹ Lakhs

Particulars	As at 31st March, 2016
Raw materials	8,37
Finished goods	3,14
Work-in-process	6,20
Packing material & consumable stores	5,68
Sale-in-transit (value of goods at cost)	71
TOTAL	24,10

Inventory quantities & values as at the balance sheet date are as certified by the management.

19. TRADE RECEIVABLES

₹ Lakhs

Particulars	As at 31st March, 2016
(Unsecured)	
Over six months	
Considered good	11
Considered doubtful	36
Provision for doubtful debts	(36)
Others	
Considered good	54,67
Considered doubtful	—
TOTAL	54,78

Sundry debtors are subject to confirmation and reconciliation. Sundry debtors include an amount of ₹47 lakhs outstanding for more than 6 months against which a provision for ₹36 lakhs has been made. However, the management expresses confidence in the recovery of the balance over dues.

20. CASH AND CASH EQUIVALENTS

₹ Lakhs

Particulars	As at 31st March, 2016
Cash in hand	4
Current & dividend accounts	96
TOTAL	1,00

Current account balances include an amount of ₹22 lakhs pertaining to wholly owned subsidiary Mold-Tek Packaging FZE, UAE.

21. SHORT-TERM LOANS AND ADVANCES

₹ Lakhs

Particulars	As at 31st March, 2016
(Unsecured and considered good)	
Deposits with excise authorities	1,95
Advance tax & TDS receivable	12,46
Prepaid expenses	1,29
Staff advances	48
Advance to suppliers	1,41
TOTAL	17,59

Prepaid expense include an amount of ₹1,02 lakhs paid against advance rentals paid for land and warehouse by the wholly owned subsidiary Mold-Tek Packaging FZE, UAE.

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

22. OTHER CURRENT ASSETS

₹ Lakhs

Particulars	As at 31st March, 2016
Sales tax incentive receivable*	56
Others	58
TOTAL	1,14

*During the year, the Company has received ₹44 lakhs against 85% of sales tax incentive from Government of Maharashtra on account of 'Package Scheme of Incentives 2007', pertaining to financial years 2013-14 and 2014-15. The balance amount will be received on completion of assessment. Excess income accounted in financial year 2014-15 on account of sales tax incentive of ₹13 lakhs has been adjusted and an amount of ₹48 lakhs has been considered as incentive receivable for financial year 2015-16.

Others include 1,92,960 shares of Mold-Tek Plastics Limited costing ₹28 lakhs (Market value as on 31st March, 2016: ₹2,71 lakhs), held by Mold-Tek Packaging Investment Trust vested in the Company in accordance with the Scheme of Arrangement approved by the Hon'ble High Court of Andhra Pradesh. The above number also includes the cumulative dividend received on above shares and as at 31st March, 2016 which stands at ₹29 lakhs.

23. OTHER INCOME

₹ Lakhs

Particulars	2015-16
Sale of scrap & others	11
Rent received	2
Dividend received	33
Exchange rate fluctuation	12
Interest received	7
Profit on sale of assets	8
TOTAL	73

24. CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROCESS

₹ Lakhs

Particulars	2015-16
Finished goods/Sale-in-transit	
Closing stock	3,86
Opening stock	5,63 (1,77)
Work-in-process	
Closing stock	6,20
Opening stock	6,75 (55)
TOTAL	(2,32)

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

25. MATERIAL CONSUMED

₹ Lakhs

Particulars	2015-16
Raw material	
Opening stock	9,18
Add: Purchases	131,62
Less: Closing stock	<u>8,37</u>
	132,43
Master batch	5,88
Handles	7,53
Printing material	12,78
Others	<u>42</u>
	159,04
Consumables & spares	1,15
Packing materials	<u>4,24</u>
TOTAL	<u>164,43</u>

26. EMPLOYEE REMUNERATION & BENEFITS

₹ Lakhs

Particulars	2015-16
Salaries, wages, allowances & bonus	19,61
Contribution to provident fund & ESIC	75
Welfare expenses	1,01
Gratuity & leave encashment	73
Directors remuneration & perquisites	<u>1,87</u>
TOTAL	<u>23,97</u>

Managerial remuneration

Particulars of remuneration paid/payable to Directors

₹ Lakhs

Particulars	2015-16
Salary and allowances	2,24
Medical reimbursement	7
Electricity & water	3
Other perquisites	5
Commission	13
Leave encashment	—
Sitting fee	<u>2</u>
TOTAL	<u>2,54</u>
Less: Capitalized	<u>54</u>
Charged to Statement of Profit and Loss	2,00

Commission pertains to previous years; the same has been recognized in the prior period adjustments.

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

27. SELLING & DISTRIBUTION EXPENSES

₹ Lakhs

Particulars	2015-16
Carriage outwards	10,90
Sales promotion & commission	44
Advertisement expenses	3
Sales tax	8,60
TOTAL	19,97

28. INTEREST & FINANCIAL CHARGES

₹ Lakhs

Particulars	2015-16
Interest on term loans	79
Interest on working capital	14
Interest on HP loans and other financial charges	5
TOTAL	98

29. OTHER EXPENSES

₹ Lakhs

Particulars	2015-16
Manufacturing expenses	
Power & fuel	8,68
Job work charges	2,08
Repairs & maintenance - Machinery	1,26
- Moulds	53
Administrative expenses	
Rent	73
Rates & taxes	34
Insurance	55
Communication expenses	48
Electricity charges	23
Foreign travel	22
Travelling and conveyance - others	69
Printing & stationery	25
Repairs to buildings	10
Repairs to others	1,56
Professional charges	48
Payment to auditors	11
Bank charges	10
Provision for bad debts	16
Exchange rate fluctuation	2
Corporate social responsibility	41
General expenses	20
TOTAL	19,18

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

Payments to auditor	₹ Lakhs
Particulars	2015-16
Statutory audit including quarterly reviews & tax audit fee	11
TOTAL	11

30. PRIOR PERIOD ADJUSTMENTS - EXTRAORDINARY ITEM

Prior period adjustments include ₹13 lakhs against managerial Commission for Directors pertaining to earlier years and ₹14 lakhs of sales tax incentive excess provision pertaining to financial year 2014-15.

31. EVENTS OCCURRING AFTER THE BALANCE SHEET (2015-16)

All the numbers have been considered in the financial statements as per Para 3.2 of AS 4.

32. CONTINGENT LIABILITIES**a. Bank guarantees**

The Company has provided bank guarantees to the tune of ₹50 lakhs comprising of bid securities and performance guarantees given to its customers/prospective customers.

b. Export obligations

The Company has fulfilled the entire export obligation to the tune of USD 18.17 lakhs (₹9,34 lakhs) as on 31st March, 2016, the particulars of which are as below:

Of the total obligation USD 9.02 lakhs (₹4,07 lakhs) was against the licenses utilized against import of machinery by erstwhile Mold-Tek Technologies Limited. The Company has fulfilled the export obligations against these licenses by 31st March, 2011. The details have been submitted to customs department for redemption of licenses. Including the licenses amounting to USD 6.36 lakhs have been redeemed up to 31st March, 2016, and redemption licenses for the balance USD 2.66 lakhs is awaited.

Further, licenses granted under EPCG Scheme for import of machinery for which guarantee bonds valuing ₹96 lakhs were issued to customs department. The Company has fulfilled the export obligation of USD 9.15 lakhs (₹5,27 lakhs) against these licenses utilized for imports.

33. Additional information pursuant to the provisions of paragraph viii (a), viii (b) & viii (e) of Part II of Schedule III to the Companies Act, 2013**a. CIF value of imports**

	₹ Lakhs
Particulars	2015-16
Raw materials & BOPP film	49
Capital goods & maintenance spares	1,72
TOTAL	2,21

b. Earnings in foreign currency (on accrual basis)

	₹ Lakhs
Particulars	2015-16
FOB value of exports	4,23

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

c. Expenditure in foreign currency

₹ Lakhs

Particulars	2015-16
Travelling	22
Exhibition & others	7

34. EARNINGS PER SHARE

Particulars	2015-16
Profit available for equity share holders (₹)	24,09,61,729
Weighted average number of equity shares outstanding for BEPS	2,76,90,806
Weighted average number of potential equity shares, warrants and ESOPs outstanding	—
Weighted average number of equity shares for DEPS	2,76,90,806
Nominal value per equity share (₹)	5
Earnings per share (Before and after exceptional item)	
Basic (₹)	8.70
Diluted (₹)	8.70

35. Related party disclosures

1. Related parties and nature of relationship

Mold-Tek Technologies Limited	Group company
Friends Packaging Industries	Relative of director
Capricorn Industries	Relative of director
J.S. Sundaram & Co.	Relative of director

2. Key management personnel

J. Lakshmana Rao	Chairman & Managing Director
A. Subramanyam	Deputy Managing Director
P. Venkateswara Rao	Deputy Managing Director

3. Relatives of key management personnel

A. Seshu Kumari	Finance Controller
J. Navya Mythri	Assistant Finance Controller
S. Kavya	Manager - Marketing & Co-ordination

Notes to the Consolidated Balance Sheet & Statement of Profit and Loss

Related party transactions

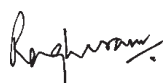
₹ Lakhs

	Related party	Relative of key management personnel	Key management personnel
	2015-16	2015-16	2015-16
Purchases			
Friends Packaging Industries	1,94		
Capricorn Industries	1,21		
Acquisition of fixed asset			
Mold-Tek Technologies Limited	2,14		
Services received			
J.S. Sundaram & Co.	20		
Mold-Tek Technologies Limited	34		
Remuneration			
J. Lakshmana Rao			52
A. Subramanyam			1,07
P. Venkateswara Rao			92
Dividend			
J. Lakshmana Rao			77
A. Subramanyam			61
P. Venkateswara Rao			7
A. Seshu Kumari		16	
J. Navya Mythri		4	
Salaries			
A. Seshu Kumari		28	
J. Navya Mythri		9	
S. Kavya		3	
Rent paid			
A. Seshu Kumari		13	
Mold-Tek Technologies Limited	4		
Rent received			
Friends Packaging Industries	2		
Personal guarantee given to bank			
J. Lakshmana Rao			8,40
A. Subramanyam			7,24
P. Venkateswara Rao			51
Other transactions			
Mold-Tek Technologies Limited	24		
Outstanding payable as at 31st March, 2016			
Friends Packaging Industries	29		
Capricorn Industries	2		
Mold-Tek Technologies Limited	23		
J.S. Sundaram & Co.	2		

Per our report of even date

for and on behalf of the Board of Directors

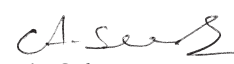
for PRATURI & SRIRAM
Chartered Accountants
Firm Reg No. 0027395



Sri Raghuram Praturi
Partner
Membership No. 221770
Hyderabad
11th May, 2016



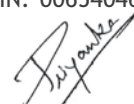
J. Lakshmana Rao
Chairman & Managing Director
DIN: 00649702



A. Subramanyam
Deputy Managing Director
DIN: 00654046



A. Seshu Kumari
Chief Financial Officer



Priyanka Rajora
Company Secretary
M. No.: A38168

Notes



MOLD-TEK PACKAGING LIMITED

CIN L21022TG1997PLC026542

Regd Office: 8-2-293/82/A/700, Ground Floor, Road No. 36,
Jubilee Hills, Hyderabad - 500 033

Tel: + 91 40 4030 0300

Fax: + 91 40 4030 0328

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

PROXY FORM

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

Name and address of the Member(s) _____

E-mail ID: _____ Folio No/DPID & Client ID: _____

I/We, being the member (s) of _____ shares of Mold-Tek Packaging Limited, hereby appoint

1. Name _____ E-mail ID: _____

Address: _____

Signature: _____

Or failing him:

2. Name _____ E-mail ID: _____

Address: _____

Signature: _____

Or failing him:

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 19th Annual General Meeting of the Company at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No.36, Jubilee Hills, Hyderabad - 500 033, Telangana on Monday, 19th September, 2016 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Resolutions
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 P. Venkateswara Rao, Director (DIN:01254851) who retires by rotation and being eligible, offers himself for re-appointment.
4.	To ratify appointment of M/s. Praturi & Sriram, Chartered Accountants (ICAI Firm Registration No. 002739S)
Special Business	
5.	To issue 3,00,000 equity shares to the eligible employees of the Company under 'MTPL Employees Stock Option Scheme-2016.'
6.	To issue equity shares to the eligible employees of the Company's subsidiary company(ies) under 'MTPL Employees Stock Option Scheme-2016.'
7.	To approve revision in remuneration payable to A. Seshu Kumari, holding office or place of profit.
8.	To approve revision in remuneration payable to J. Navya Mythri, holding office or place of profit.
9.	To approve revision in remuneration payable to Kavya Sarraju, holding office or place of profit.

Signed this _____ day of _____ 2016

Signature of shareholder _____ Signature of Proxy holder(s) _____

Affix a
15 paise
Revenue
Stamp

NOTES

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office: Plot No.700,8-2-293/82/A/700, Ground Floor, Road No 36, Jubilee Hills, Hyderabad - 500 033, Telangana, not less than 48 hours before the commencement of the meeting.
2. Members who have multiple folios with different joint holders may use copies of this proxy.
3. The holder may vote either 'for' or 'against' each resolution.



MOLD-TEK PACKAGING LIMITED

CIN L21022TG1997PLC026542

Regd Office: 8-2-293/82/A/700, Ground Floor, Road No. 36,
Jubilee Hills, Hyderabad - 500 033

Tel: + 91 40 4030 0300

Fax: + 91 40 4030 0328

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

ATTENDANCE SLIP

(To be presented at the entrance)

19th ANNUAL GENERAL MEETING

Folio No/DPID & Client ID:

Name and address
of the shareholder(s) :

I/We here by record my/our presence at the 19th Annual General Meeting of the Company at Best Western Jubilee Ridge, Plot No.38 & 39, Kavuri Hills, Road No. 36, Jubilee Hills, Hyderabad - 500 033 at 11:00 a.m. on Monday, 19th September, 2016.

Name of the Attended Member/Proxy

Signature of the Attended Member/Proxy

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

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.

We became International

***Mold-Tek is all set to establish itself in GCC market.
Inauguration of our plant at Ras Al Khaimah
marked a new era in company's growth plans!***



Our upcoming clients in GCC



Mold-Tek Packaging Innovations



If undelivered, please return to



Plot No. 700, Road No. 36, Jubilee Hills, Hyderabad - 500 033, Telangana, India
Phone: +91 40-40300300 | Fax: +91 40-40300328