


MOBILE TELECOMMUNICATIONS LIMITED

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FOURTH ANNUAL REPORT

1998-99

CERTIFIED TRUE COPY

Director

BOARD OF DIRECTORS

Mr. Vipin C. Gandhi	Chairman & Managing Director
Mr. Suresh M. Shroff	Director
Mr. Meghraj Jain	Director
Mr. Gautam Mehta	Director
Mr. Bipin Shah	Director

REGISTERED OFFICE

304, Kalash II
Navrangpura,
Ahmedabad 380 009

CORPORATE OFFICE

B-29, Laxmi Industrial Estate
New Link Road
Andheri (W)
Mumbai 400 053

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BANKERS

Citibank, N.A.
Union Bank of India

AUDITORS

M.T. ANKLESHWARIA & CO
Gokul Niwas, Bajaj Road
Vile-Parle (w)
Mumbai 400 056

Mobile Telecommunications Limited

304, kalash II, Navrangpura, Ahmedabad - 380 009

NOTICE

NOTICE is hereby given that the Fourth **ANNUAL GENERAL MEETING** of the members of **MOBILE TELECOMMUNICATIONS LIMITED** will be held at the Registered Office situated at 304, Kalash II, Behind Jain Derasar, Near Navrang Pura Post Office, Ahmedabad, on Monday, the 28th February, 2000 at 11.30 a.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 30th September, 1999 and the reports of Director's and Auditors' thereof.
2. To appoint a director in place of Shri Vipin Gandhi, who retires by rotation and being eligible and offer himself for re-appointment.
3. To appoint the Auditors and fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification, the following Resolution as a **Ordinary Resolution** :

“RESOLVED that pursuant to Section 257 of the Companies Act, 1956 Shri Suresh Shroff, be and is hereby appointed as a Director, who was appointed as an Additional Director in the Board of Directors meeting and as such who holds office upto the date of ensuing Annual General Meeting.”

5. To consider and if thought fit, to pass with or without modification, the following Resolution as a **Ordinary Resolution** :

“RESOLVED that pursuant to Section 257 of the Companies Act, 1956 Shri Meghraj Jain, be and is hereby appointed as a Director, who was appointed as an Additional Director in the Board of Directors meeting and as such who holds office upto the date of ensuing Annual General Meeting.”

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

“RESOLVED that consent of the shareholders of the Company be and is hereby given as provided under Section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956 for the commencement of business included as “Other Object” for which the Company is established at serial No.27 in Paragraph C of Clause III of the Memorandum of Association of the Company.”

27. To act as manufacturers, buyers, sellers, dealer, supplier, agent, exporter, importer, developer of software and hardware.

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

“RESOLVED that consent of the shareholders of the Company, subject to approval under Section 17 and other applicable provisions of the Companies Act, 1956, be and is hereby accorded for the inclusion of the following object clause as a main object clause 2 (A) below the existing clause 2 thereof in Paragraph A of Clause III of the Memorandum of Association of the Company :

“To carry on business of manufacturing, developing, training, preparing, innovating, improving, selling, trading, marketing, operating, buying, exporting, importing, acting as agents and/or otherwise dealing in all sorts and kinds of computers, micro processor based systems, electronic machinery's, appliances, equipments, peripherals, software, hardware, logic controllers, monitors, digital electronic and electrical equipment including raw materials, instruments, compounds, devices, gadgets, components, accessories, spare parts and all systems, methods, techniques, processes.”

By order of the Board
For **MOBILE TELECOMMUNICATIONS LIMITED**



VIPIN GANDHI
MANAGING DIRECTOR

Place : Ahmedabad.

Dated : 4th February, 2000

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote of himself and a proxy need not to be a member. The proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting.
2. The Register of Members and the Share Transfer Book will remain closed from 19th February, 2000 to 28th February, 2000 (both days inclusive) for the purpose of ensuing Annual General Meeting.
3. Members are requested to bring their copies of the Annual Report and also notify any changes in their address quoting their folio number to the Company's Share Department situated at the Corporate Office.
4. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.