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ABOUT US

Mobile Telecommunications Ltd. (MTL) is an ISO 9001:2008, ISO 13485:2003 certified company managed by the experienced talented engineers and professionals having latest state of art machines & trained skilled manpower. It is spread over 1Lac Sq. Ft. land with 35,000 sq.ft. fully air conditioned dust free environment having ESD control mean. Company has achieved top rating as EMS provider for various organizations viz. Wieler International, Schnelezer India, Accord Electronics, Siemens, Herodox, BSNL, Key Stone Appliances, Sensing Technology, Crompton Greaves, Digisound Germany.

MTL has established SMT line operation at Nashik works with certain standards in terms of quality and processes to attain breakthrough in EMS business and offer complete solution of PCB assembly.

MTL has facility for SMT & through Hole PCB assembly with (Axial-Radial) component performing machine, manual insertion line, wave soldering, temperature controlled soldering irons, visual inspection system, Lensei Video Inspection System. MTL is major supplier of PCBA to Herodox Power system and Wieler International who is exporting their end products to European market. MTL has dedicated lines for Siemens India approved by RDSO. MTL also has a separate line for development, design, manufacturing and distribution of acoustical products like security alarms, buzzer.

Mobile Telecommunications Ltd. is serving in the following domains:

EMS:

- Circuit boards
- Speakers
- Video Surveillance equipments

Telecom:

- Wireless Communicating Equipments
- Mobile Phones

Knowledge:

- Smart Cards
- Payblox (Payment solutions)
- BPO



BOARD OF DIRECTORS	: Anil B. Vedmehta Ajay Kapoor Suhas Jadhav Pulkit Mehta	(Chairman & Managing Director) (Director) (Director) (Director)
COMPANY SECRETARY	: Mahendra N. Soni	
BANKERS	: Oriental Bank of Commerce	
AUDITORS	: N. S. Bhatt & Associates Chartered Accountants	
REGISTERED OFFICE	: 46, Empire Tower, Near Associated Petrol Pump, C. G. Road, Ahmedabad - 380 009. GUJARAT.	
CORPORATE OFFICE	: 3rd Floor, B Wing, Interface Bldg. No. 16, Off Link Road, Malad (West), Mumbai - 400 064. MAHARASHTRA.	
FACTORY	: E-78, MIDC, Ambad, Nashik, MAHARASHTRA.	
REGISTRAR & TRANSFER AGENT	: Bigshare Services Pvt. Ltd. E-2, Ansa Ind. Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072.	



NOTICE

NOTICE is hereby given that the SEVENTEENTH ANNUAL GENERAL MEETING of the Members of MOBILE TELECOMMUNICATIONS LIMITED will be held on Saturday, 29th September, 2012 at 10.00 a.m. at the Registered Office of the Company at 46, Empire Tower, Near Associated Petrol Pump, C. G. Road, Ahmedabad, Gujarat – 380 009 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2012 and the Profit & Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in Place of Mr. Ajay Kapoor, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in Place of Mr. Anil Vedmehta, who retires by rotation and being eligible offers himself for re-appointment.
5. To Re-appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, and to fix their remuneration and for the purpose, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. N S Bhatt & Associates, Chartered Accountants having Firm Registration No. 130891W be and are hereby re-appointed as the Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

6. Alteration of Articles of Association (AOA) of the Company

“RESOLVED THAT pursuant to the provisions of section 31 and all other applicable provisions, if any, of the Companies Act, 1956 and Rules framed thereunder and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the existing Articles of Association of the Company be amended as under:

The following Article be inserted after the existing Article 93 as Article 93A:

Participation through Electronic Mode

- 93A. Notwithstanding anything contrary contained in the Articles of Association, the Company may provide Video Conference facility and/or other permissible electronic or virtual facilities for communication to enable the Shareholders of the Company to participate in General Meetings of the Company. Such participation by the Shareholders at General Meetings of the Company through



Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.

The following Article be inserted after the existing Article 157 as Article 157A:

Participation through Electronic Mode

157A. Notwithstanding anything contrary contained in the Articles of Association, the Director(s) may participate in Meetings of the Board and Committees thereof, through Video Conference facility and/or other permissible electronic or virtual facilities for communication. Such participation by the Director(s) at Meetings of the Board and Committees thereof, through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.

Provided that a Director participating in a Meeting through use of Video Conference or any other permissible electronic mode of communication shall be counted for the purpose of quorum, notwithstanding anything contrary contained in the Articles of Association.

The following Article be inserted after the existing Article 99 (c) as Article 99 (d)

99(d) Notwithstanding anything contrary contained in the Articles of Association, a document may be served by the Company on any Member by any electronic mode of communication and in such manner as is/ may be permitted by any law. Where a document is served by any such electronic mode, the service thereof shall be deemed to be effected in the manner as is/may be provided by any law.

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee or any person which the Board may constitute/ nominate to exercise its powers, including the powers conferred by this Resolution) be authorised to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution."

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

7. To Keep Registers and other Statutory Records of the Company at office other than Registered office of the Company

"RESLOVED THAT approval be accorded to the Company to keep its Registers and Index of Members and copies of Annual Returns prepared under section 159 of the Companies Act, 1956 together with copies of Certificates and documents required to be annexed thereto under section 161 of the Companies Act, 1956 or one of them at the office premises of the Company's Registrar & Share Transfer Agents viz. Bigshare Services Pvt. Ltd. (R&T), E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (W), Mumbai – 400 072 and/or such other place(s) within the city of Mumbai where R&T Agents may shift its office from time to time and/or at the Registered office of the Company at 46, Empire House, NR Associated Petrol Pump, C G Road, Ahmedabad, Gujarat – 380 009."



To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

8. Re-appointment of Mr. Anil Vedmehta as the Chairman & Managing Director of the Company

“RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, 310, 311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, and pursuant to the approval of the remuneration committee of the Board and the Board of Directors

at their meeting held on 1st September, 2012, approval of the Board of the Company be accorded to the re-appointment of Mr. Anil Vedmehta as Chairman & Managing Director of the Company for a period of 3 (Three) years with effect from 01.09.2012 on a total monthly remuneration not exceeding Rs.2,50,000/- (Rupees Two Lac Fifty Thousand Only), not liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule XIII and other applicable provisions, if any, of the Act as amended from time to time.

FURTHER RESOLVED THAT where in any Financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Registered Office:

46, Empire Tower,
Near Associated Petrol Pump,
C G. Road, Ahmedabad, Gujarat

Date: 1st September, 2012

For and Behalf of the Board

Anil B. Vedmehta

Chairman & Managing Director



NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ANNEXED TO THE ANNUAL REPORT.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2012 to 29th September, 2012 (inclusive both days).
3. Members are requested to intimate to the Company, quoting Registered Folio number, change in their address, if any, with the Pin code number.
4. In all correspondence with the Company or its Share Transfer Agents, members are requested to quote their account / folio number and in case the shares are held in the dematerialized form, they must quote their client ID number and their DP ID number.
5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting so that the information required by the members may be made available at the meeting.
6. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
7. Appointment of Directors:

At the ensuing Annual General Meeting Mr. Ajay Kapoor and Mr. Anil Vedmehta, Directors, retires by rotation. Mr. Ajay Kapoor and Mr. Anil Vedmehta have offered themselves for re-appointment. The information or details pertaining to the Director, to be provided in terms of clause 49 of the Listing Agreement are furnished in the statement on Corporate Governance published elsewhere in this Report.

Registered Office:

46, Empire Tower,
Near Associated Petrol Pump,
C G. Road, Ahmedabad, Gujarat

Date: 1st September, 2012

For and Behalf of the Board

Anil B. Vedmehta

Chairman & Managing Director



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 6:

The Ministry of Corporate Affairs ("MCA"), Government of India, New Delhi vide General Circulars No.27/2011 and 28/2011 dated 20th May, 2011 and Circular No.35/2011 dated 6th June, 2011 has permitted companies to hold Board Meetings and Shareholders Meetings through Video Conference facility, as part of the Green Initiatives under Corporate Governance. Further, MCA vide Circular No. 72/2011 dated 27th December, 2011 made the Video Conference facility at the Shareholders Meetings optional to the listed companies.

Section 53 of the Companies Act, 1956 and Articles of Association of the Company provides for modes of service of documents on a Member of the Company. The MCA has vide Circular No. 17/2011 dated 21st April, 2011 stated that a company would have complied with section 53 if the service of a document has been made through electronic mode, provided the Company has obtained e-mail addresses of its Members for sending Notices/ Documents through e-mail by giving an advance opportunity to every Shareholder to register their e-mail addresses with the Company. Clause 32 of the Listing Agreement of the Stock Exchanges also permits a company to send soft copies of full Annual Reports, Balance Sheet, Statement of Profit and Loss and Directors' Report to all Shareholders who have registered their e-mail addresses for the purpose.

It is proposed to carry out necessary amendments in the existing Articles of Association of the Company by inserting appropriate enabling provisions as set out in the Special Resolution under Item No.6 to give effect to the above Circulars of MCA.

In terms of section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company. A copy of the existing Memorandum and Articles of Association of the Company alongwith the proposed draft amendments to the Articles of Association is available for inspection by any Member at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on all working days (except Saturdays, Sundays and Public Holidays).

The Directors recommend the passing of the Resolution at Item No. 6 as a Special Resolution.

None of the Directors of the Company is, in any way, concerned or interested in this item of business.

Item No. 7:

As per Section 163(1) of the Companies Act, 1956, approval of Members is required to keep Company's Registers and copies of Annual Returns prepared under section 159 of the Companies Act, 1956 together with copies of certificates and documents required to be annexed thereto under Section 161 of the Companies Act, 1956 (hereinafter collectively referred to as "the aforesaid Records") at a place other than the Registered Office of the Company. Accordingly, the approval of the Members is sought by a Special Resolution for any one or more of aforesaid Records to be kept at the aforesaid Premises of the R&T Agents and/or at such other place(s) within the city of Mumbai where the R&T Agents may shift its office from time to time and/or at the Registered Office of the Company at 46, Empire Tower, Near Associated Petrol Pump, C. G. Road, Ahmedabad, Gujarat – 380 09.

The Directors recommend the passing of the Resolution at Item No. 7 as a Special Resolution.

None of the Directors of the Company is, in any way, concerned or interested in this Item of Business.

Item No. 8:

The tenure of Mr. Anil Vedmehta as Chairman & Managing Director was up to 31st August, 2012. Subject to the approval of the Shareholders in the ensuing Annual General Meeting, the Board of



Directors have at their Meeting held on 1st September, 2012, pursuant to the approval of the remuneration committee, approved the re-appointment of Mr. Vedmehta as Chairman & Managing Director of the Company for a period of 3 years w.e.f. 01.09.2012. He is a Commerce Graduate and completed Chartered Accountancy up to Intermediary Level. He has business experience of about 22 years in finance, telecommunications, software and animation industry. He is aged about 45 years. The proposed remuneration will be within overall limit of Schedule XIII of the Companies Act, 1956.

Briefly, the terms and conditions of the re-appointment and remuneration of Mr. Vedmehta are as follows:

1. He shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. The re-appointment shall be for a period of 3 (three) years w.e.f. 01.09.2012.
3. Remuneration:
 - (i) Basic Salary : Rs. 23, 97, 500 p.a.
 - (ii) H.R.A. : Rs. 6, 00,000 p.a.
 - (iii) PT : Rs. 2,500 p.a.

The proposed resolution is required to be passed as a Special Resolution as required under the amended Schedule XIII to the Companies Act, 1956 and as such, the Directors commend your approval.

Copy of the terms and conditions governing the appointment is available for inspection by members during business hours on any working day before the date of annual general meeting. This explanatory statement may be treated as an abstract under Section 302 of the Companies Act, 1956.

Except Mr. Anil Vedmehta himself being the appointee and Mr. Pulkit Mehta being relative of Mr. Anil Vedmehta, none of the directors are concerned or interested in this resolution.

Statement containing the information as required in accordance with the Clause B (iv) of Section II, Part II of the Schedule XIII of the Companies Act, 1956, as an Annexure to the Notice convening the Annual General Meeting to be held on 29th September, 2012:

GENERAL INFORMATION	
Nature of industry	Manufacturing of Digital Electronics Circuit Design, Analog Electronics Circuit Design, Power Electronics system and control design, SMT Line and Telephone Instruments etc.
Date or expected date of commencement of commercial production	The date of commencement of business is 8 th March, 1995
In case if new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

Financial performance based on given indicators	(Rs. in Lacs) <table><tr><td></td><td>March, 2010</td><td>March, 2011</td><td>March, 2012</td></tr><tr><td>Sales</td><td>5530.64</td><td>15467.68</td><td>16915.23</td></tr><tr><td>Net Profit (loss)</td><td>75.30</td><td>102.64</td><td>83.60</td></tr></table>		March, 2010	March, 2011	March, 2012	Sales	5530.64	15467.68	16915.23	Net Profit (loss)	75.30	102.64	83.60
	March, 2010	March, 2011	March, 2012										
Sales	5530.64	15467.68	16915.23										
Net Profit (loss)	75.30	102.64	83.60										
Export performance and net foreign exchange collaborations.	Not applicable as the Company manufactures and distributes its products in India.												
Foreign investments or collaborators, if any	Nil												
INFORMATION ABOUT THE APPOINTEE													
Background details.	Mr. Anil Vedmehta is a Commerce Graduate and completed Chartered Accountancy up to Intermediary Level. He is aged about 45 years												
Past remuneration	Rs. 2,50,000 per month												
Recognition or Awards	NIL												
Job profile and his suitability	<p>He has business experience of about 22 years in finance, telecommunications, software and animation industry.</p> <p>He is responsible for the management of overall business and financial operations of the Company including financial decision making. Considering the above, he is well suited for the job of Chairman & Managing Director of the Company to control and manage the affairs of the Company subject to the superintendence and control of the Board of Directors of the Company.</p>												
Remuneration proposed	<p>Remuneration:</p> <p>(i) Basic Salary : Rs. 23, 97,500 p.a.</p> <p>(ii) H.R.A. : Rs. 6, 00,000 p.a</p> <p>(iii) PT : Rs. 2,500 p.a.</p> <p>Total not exceeding Rs. 2, 50,000 per month.</p>												
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the size of the Company, its nature of business and the job profile and position of Mr. Anil Vedmehta, comparative figures are not available. Hence the comparisons could not be established.												
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Anil Vedmehta is the promoter director and is in control of the affairs of the Company.												