

Mobile Telecommunications Ltd.



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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 60,000 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, Lensel 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 equipment

Telecom:

- Wireless Communicating Equipment
- Mobile Phones

Knowledge:

- Smart Cards
- Payblox (Payment solutions)
- BPO
- Ugolocal .com
- Leadsmatic.com

Trading :

- Sian – Hyundai
- Smartplay Mobile
- Trango & Bridge wave

BOARD OF DIRECTORS

Anil B. Vedmehta	(Chairman & Managing Director)
Ajay Kapoor	(Director)
Suhas Jadhav	(Director)
Pulkit Mehta	(Director)
Mukund Pilankar	(Director)

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 5th Floor, TechWeb Center, Behtram Baug,
Oshiwara Link Road, Jogeshwari – West,
Mumbai- 400102 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 Nineteenth Annual General Meeting of the Members of Mobile Telecommunications Limited (CIN: L32100GJ1995PLC024812) will be held on, Tuesday, September 30, 2014 at 2.30 p.m. at The Pride Hotel, Ahmedabad, Judges Bungalow Road, Off S.G. Road, Ahmedabad - 380054 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2014 and the Profit & Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suhas Jadhav who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. Mahesh Kumar Jain & Co., Chartered Accountants (ICAI Firm Registration No. 114179W) be and is hereby appointed as auditors of the Company, in place of retiring auditors M/s N S Bhatt & Associates, who have shown their unwillingness to be re-appointed as auditors of the Company, to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the fifth consecutive AGM of the Company to be held in the year 2019 (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration to be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ajay Kapoor (DIN: 01039847), who was appointed as a Director of the Company liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2014, not liable to retire by rotation.”

5. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mukund Chandrakant Pilankar (DIN: 06401008), who was appointed as an Additional Director of the Company w.e.f. August 14, 2014 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the

Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2014, not liable to retire by rotation.”

Registered Office:

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

For and Behalf of the Board

Anil B. Vedmehta
Chairman & Managing Director
DIN: 00283486

Date: August 14, 2014

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Electronic copy of the Notice of an Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the an Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
3. Explanatory statement in respect of the special business pursuant to section 102 of the Companies Act, 2013 is attached herewith.
4. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz; “Mobile Telecommunications e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Mobile Telecommunications Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to compliance@mobileteleindia.com or akv2910@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on September 24, 2014 (9:00 am) and ends on September 26, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 28, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 28, 2014.
- VII. Ms. Anita Vyas, Practicing Company Secretary (Membership No. FCS 3213) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mobileteleindia.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By Order of Board of Directors

Registered Office:

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

Date: August 14, 2014

For and Behalf of the Board

Anil B. Vedmehta
Chairman & Managing Director
DIN: 00283486
Bungalow 3, Dariyalal Chs Ltd., Kothari
Sanitorium, Juhu Tara Road, Juhu Tara
Santacruz (West), Mumbai 400040

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item Nos.4 and 5:

Pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company should have at least half of the total number of Directors as Independent Directors. The tenure of the Independent Directors will be for a period of five years and the provisions relating to retirement of Directors by rotation shall not be applicable to Independent Directors.

The Company has received Notices in writing from Members along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mr. Ajay Kapoor and Mr. Mukund Pilankar as Independent Directors. Mr. Mukund Pilankar was appointed as an additional director on August 14, 2014 and his term as such expires on the date of the ensuing annual general meeting.

The Company has also received the declarations from each of the abovementioned Independent Directors to the effect that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act read with the relevant Rules for their respective appointment as Independent Directors and they are independent of management. Brief Profile of the Independent Directors to be appointed, the nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanship of Board Committees, shareholding in the Company, etc., as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges are furnished herein below:

DISCLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT/RE-APPOINTMENT OF DIRECTORS. BRIEF PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS FOLLOWS:

Name	Ajay Kapoor	Suhas Jadhav	Mukund Chandrakant Pilankar
Din No	01039847	01524794	06401008
Date of Birth	01/09/1969	22/04/1979	08/06/1985
Date of Appointment	07/08/2001	31/10/2008	14/08/2014
Directorship held in other companies	3	4	1
Memberships/Chairmanships of Committees across Public Companies*	None	None	None
Brief Profile covering experience, achievements etc	Finance Professional for about 25 years	Operations of the company for about 8 years	Technocrat for about 7 years
Qualifications	BCom	Bsc Science & software, MBA	Bsc Math
Shares held in the Company	Nil	Nil	Nil

The Board considers that the expertise and knowledge of the abovementioned Directors would be of immense benefit and value to the Company and it is desirable to avail of their services as Independent Directors. Accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr. Ajay Kapoor and Mr. Mukund Pilankar as Independent Directors, for approval by the shareholders of the Company. All the Independent Directors being appointees may be deemed to be interested in the Resolutions for their respective appointments as set out in Item Nos. 4 & 5 of the Notice.

Their induction of these directors as independent directors on the Board would be beneficial to the company.

Except as provided above, none of the other Directors, promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 & 5 of the Notice.

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Date: August 14, 2014

For and Behalf of the Board

Anil B. Vedmehta
Chairman & Managing Director
DIN: 00283486

Directors' Report

The Members,

To Your Directors are pleased to presenting the Nineteenth Annual Report and Audited Accounts for the year ended March 31, 2014.

Financial Results

	(Rs in lacs)	
	31 st March, 2014	31 st March, 2013
Total Income	11186.36	9970.96
Total expenditure	11041.44	9734.99
Operating profit (PBDT)	144.92	235.97
Depreciation	71.08	70.71
Finance Cost	67.24	62.70
Profit Before Exceptional Items	6.60	102.56
Exceptional Item	-	-
Profit before Taxation/Prior period Adjustment	6.60	102.56
Provision for Tax	-	-
Current Tax	6.01	29.33
Deferred Tax	(12.85)	2.30
Profit after Taxation	13.44	70.93

Results of Operations

During the year under review total revenue was 11186.36 Lacs as compared to Rs. 9970.96 Lacs in the previous year thereby an increase of 12.19% and operating profit at Rs. 144.92 lacs as compared to Rs. 235.97 lacs in the previous Year thus registered a decrease of 38.63%.

Dividend

The Board of Directors do not recommend dividend for the year.

Management Discussion & Analysis Report

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion & Analysis Report is appended to this Report.

Corporate Governance

Your Company has been fully compliant with the SEBI Guidelines on Corporate Governance, which have been incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges. A detailed report on the subject forms part of this Report.

The Statutory Auditors of the Company have examined the Company's compliance, and have certified the same, as required under SEBI Guidelines. Such certificate is reproduced as part of this Report.

A Management Discussion and Analysis Report covering a wide range of issues relating to performance, outlook etc., is given as part of this report.

Fixed Deposits