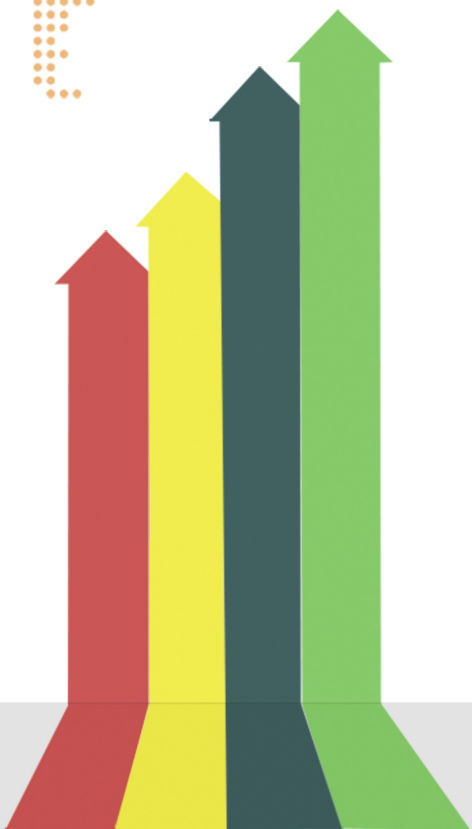


mobiletele

Mobile Telecommunications Ltd.

20th

ANNUAL REPORT
2014 - 2015



| CONTENTS | Page No. |
|--|-----------------|
| Notice | 3-9 |
| Directors' Report..... | 10-36 |
| Along with Corporate Governance Report, Management's Discussion and Analysis Report Secretarial Audit Report, Extract of MGT-9) | |
| Auditors' Report..... | 37-41 |
| Balance Sheet..... | 42 |
| Statement of Profit and Loss..... | 43-44 |
| Cash Flow Statement..... | 45 |
| Notes to Financial Statements..... | 46-56 |

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 1 lakh Sq. Ft. land with 60,000 Sq. Ft. Fully air conditioned dust free environment having ESD control. The Company has achieved top rating as EMS provider for various organizations,

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 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.:

MTL is setting up a unit to manufacture electric wires and cables in tie up with sunfair electric wires and cables limited honking to cater the growing needs of mobile handset, computer and Bluetooth speaker industry. The company will also be producing ac/dc power cables.

Mobile Telecommunications Ltd. is serving in the following domains:

- Populating Printed Circuit boards
- Speakers
- Video Surveillance equipment
- Electric wires and cables
- LED lighting
- EMS
- Wireless Communication Equipment
- Mobile Phones
- BPO
- Leadsman.com
- Sian – Hyundai Bluetooth speakers
- Mobile handset
- Power banks
- Trango & Bridge wave communication Equipment

BOARD OF DIRECTORS

| | |
|----------------------|--------------------------------|
| Anil B. Vedmehta | (Chairman & Managing Director) |
| Ajay Kapoor | (Director) |
| Suhas Jadhav | (Director) |
| Charmi Anil Vedmehta | (Director) |
| Mukund Pilankar | (Director) |

BANKERS

Oriental Bank of Commerce
IDBI Bank Ltd.
Axis Bank
UCO Bank
Kotak Mahindra Bank

AUDITORS

Mahesh Kumar Jain & Co. Chartered Accountant

REGISTERED OFFICE

46, Empire Tower, Near Associated Petrol Pump,
C. G. Road, Ahmedabad - 380 009.
GUJARAT.

CORPORATE OFFICE

401 /402 Palm Spring Bldg, 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 Twentieth Annual General Meeting of the Members of Mobile Telecommunications Limited (CIN: L32100GJ1995PLC024812) will be held on, Friday, July 24, 2015 at 1.00 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 consider and adopt the Balance Sheet as at March 31, 2015 and the Statement of 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. Mukund Chandrakant Pilankar 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 re-appointed as auditors of the Company, to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the next AGM of the Company to be held (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 pass 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, Mrs. Charmi Anil Vedmehta (DIN: 07145745), who was appointed as additional 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 her candidature for the office of Director under section 160 of the Act, be and is hereby appointed as a Director of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the next AGM of the Company to be held.”

5. To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and disclosure requirements) Regulations, 2009 (“ICDR Regulations”) as in force, Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations, 2011, (SAST Regulations), the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India and any other applicable laws, rules and regulations (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company to the extent applicable and Listing Agreement entered into by the Company with the stock exchanges where shares of the Company are listed, and subject to such approvals, consents, permissions and

sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges, Lenders of the Company and any other relevant statutory, government authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, sanctions and permissions as may be necessary ("Approvals") and any such conditions and/or modifications as may be prescribed, stipulated or imposed by any such Approvals and/or which may be agreed to or considered necessary by the Board of directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis 2,27,37,000 equity shares of the face value of ₹ 1/-each (hereinafter referred to as "Preferential Equity Shares") constituting 16.04% of the emerging voting capital of the Company at a price of ₹ 3.80/- each per share aggregating ₹ 8,64,00,600/- to the following companies:

| SI No. | Name of the Companies | No of shares |
|--------|---|--------------|
| 1. | Sun Fair Electric Wires & Cables (HK) Limited | 84,21,200 |
| 2. | Fairson Holdings BVI Limited | 1,43,15,800 |

On such terms and conditions and in such manner as may be decided by the Board at a price calculated in accordance with regulation 76(1) of chapter VII of ICDR Regulations which shall be the higher of the following:

1. The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchanges during the twenty six weeks preceding the relevant date;

OR

2. The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchange during the two weeks preceding the relevant date.

which shall be at the issue price of ₹ 3.80/- each per equity share.

"RESOLVED FURTHER THAT the preferential issue of the equity shares shall be inter alia on the following terms and conditions:

a) The equity shares shall be allotted to Companies at a price of ₹ 3.80/-per equity share which is calculated as per Regulation 76 of the ICDR Regulations.

b) Preferential Equity Shares shall rank pari-passu in all respects, with the existing Equity Shares of the Company in accordance with Memorandum and Articles of Association of the Company.

c) Preferential Equity shares shall be subject to such lock-in requirements as may be prescribed under the ICDR Regulations

d) The equity shares shall be allotted within a period of 15 days from the date on which the last of the statutory approval (s) required for the preferential issue is duly obtained or such extended time as may be approved by SEBI.

e) the relevant date for the determination of applicable price for the issue of the Equity Shares in terms of the provisions of the SEBI Regulations is 19th June, 2015, i.e. the date of thirty days prior to the date on which the meeting of the shareholders is to be held, in terms of Section 62 of the Companies Act, 2013, to consider the proposed issue.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to issue or allotment of the aforesaid equity shares to the share holders upon exercise of right to subscribe the shares and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or officer(s) of the Company to give effect to the resolution”

Registered Office:

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

Date: 29th June 2015

For and Behalf of the Board

Anil B. Vedmehta
Chairman & Managing Director
DIN: 00283486

ATTENDANCE SLIP

| | |
|-----------|--|
| DP ID. | |
| CLIENT ID | |

| | |
|---------------|--|
| FOLIO NO. | |
| NO. OF SHARES | |

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Friday, July 24, 2015 at 1.00 p.m. at The Pride Hotel, Ahmedabad, Judges Bungalow Road, Off S.G. Road, Ahmedabad – 380054.

Member's / Proxy's
Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

PROXY FORM

| | |
|-----------|--|
| DP ID. | |
| CLIENT ID | |

| | |
|---------------|--|
| FOLIO NO. | |
| NO. OF SHARES | |

I / We _____
of _____

Being a Member / Members of Mobile Telecommunications Limited hereby appoint Mr. / Ms.

as my / our Proxy to attend and vote for me / us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on 24th July 2015, and at any adjournment(s) thereof.

Signed this _____ day of _____ 2015

Affix
Re.1/-
Revenue
Stamp

Signature(s)

Proxy form must reach company's registered office not later than 48 hours before the commencement of the meeting

FOR OFFICE USE ONLY

DATE OF RECEIPT

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: **102145** 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 July 21, 2015 (9:00 am) and ends on July 23, 2015 (5:00 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 July 17, 2015, 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 July 17, 2015
- 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 will be declared on 27th July, 2015 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.

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: 29th June 2015

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

Item No.4 :

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mrs. Charmi Anil Vedmehta as Additional Director from 31st March 2015.