

# mobiletele

Mobile Telecommunications Ltd.

Electronic Brain



## 21<sup>st</sup> ANNUAL REPORT 2015 - 2016

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#### **BOARD OF DIRECTORS**

Anil B. Vedmehta (Chairman & Managing Director)

Ajay Kapoor (Director)

Suhas Jadhav (Director)

Mukund Pilankar (Director)

Charmi Vedmehta (Director)

Pulkit Mehta (Director)

**BANKERS** Oriental Bank of Commerce

**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** 130, 1ST Floor, Akurti Solaris, Hubtown. N.S.phadke Marg,  
Andheri East, Mumbai – 400 069.

**MANUFACTURING HUB** 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, September 30, 2016 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, 2016 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 & Mr. Suhas Gopinath Jadhav who retires by rotation.
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 there under, 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."

**Registered Office:  
the Board**  
46, Empire Tower,  
Near Associated Petrol Pump,  
C G. Road, Ahmedabad, Gujarat

**For and Behalf of**  
Anil B. Vedmehta  
Chairman & Managing Director  
DIN: 00283486

Date: 06<sup>th</sup> September, 2016

**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, September 30, 2016 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 30<sup>th</sup> September 2016, and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Affix
Re.1/- Revenue

Signature(s)
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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



**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

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:**

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/>
- (i) Click on Shareholder - Login
- (ii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (iii) 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.
- (iv) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (v) Select "EVEN" of Mobile Telecommunications Limited.
- (vi) Now you are ready for e-voting as Cast Vote page opens.
- (vii) Cast your vote by selecting appropriate option and click on "Submit" and also when prompted.
- (viii) Upon confirmation, the message "Vote cast successfully" will be displayed
- (ix) 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](mailto:compliance@mobileteleindia.com) or marked to [evoting@nsdl.co.in](mailto: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 (105577) 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](http://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 27, 2016 (9:00 am) and ends on September 29, 2016 (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 12, 2016, 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 12, 2016
- vii. Mr. Rakesh Kapur, Practicing Company Secretary (Membership No. FCS 3863) 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](http://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:**

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

Date: 06<sup>th</sup> September, 2016

**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 Twenty First Annual Report and Audited Accounts for the year ended March 31, 2016.

### FINANCIAL RESULTS

	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Total Income	12536.85	16787.20
Total expenditure	12355.91	16556.54
Operating profit (PBIDT)	180.93	230.66
Depreciation	272.89	97.85
Finance Cost	86.31	89.97
Profit Before Exceptional Items	(178.27)	42.83
Profit before Taxation/Prior period Adjustment	(178.27)	42.83
Provision for Tax	-	-
Current Tax	6.00	8.50
Deferred Tax	(50.00)	8.18
Profit after Taxation	(134.27)	26.14

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

#### BUSINESS OPERATIONS

During the year under review total revenue was 12536.00 Lacs as compared to Rs. 16787.00 Lacs in the previous year thereby a decrease of 25.30% and operating profit at Rs.180.93 Lacs as compared to Rs. 230.66 Lacs in the previous year the register a decrease 21%.

Your Directors would like to state that during the year under review an expansion plan was implemented which has partially affected the operations of the company in view of additional construction and erection and commissioning of wire and cable machinery at its Nashik Factory.

During the year as per the requirements of schedule II of Companies Act 2013 the provision of Depreciation has been provided and it has resulted in Net loss due to the amount of additional depreciation provided as per the requirement of Scheduled II of Companies Act, 2013 which is mandatory to provide for last 15 years or as per the age of the Fixed Assets from the date of purchase, an increased depreciation as per the MCA notification dated 26/03/2014 has resulted in additional provision of depreciation of Rs.205.88 lacs. Hence it has resulted in the Net loss of Rs.178.27 lacs.

If we consider the performance under review without this exceptional item the company has made a Net profit of Rs.27.61 lacs which is good looking at the first year of commencement of operations of manufacturing activities in some new segments as a new entrant company has offered its product at a lower margin because of the paucity of working capital.



Your Directors wish to inform that the focus is now shifted to manufacturing business and the initiatives of Government Of India to provide the electronics manufacturing. Your directors have decided bond. Committed all the resources of the company for manufacturing services.

Due to rising NPAS the Banks were reluctant to finance the BPO and software business. The company has exited from the software business and the manufacturing and trading of electronic was the only focus area of the company.

Due to delay in sanction of loan and melt down of economy in China some of the proposed activities have to be curtailed and postponed. The company could not get the proper co-operation from its foreign partners.

Your Directors are pleased to inform that an in-principle sanction of the loan is availed and the full fledged activities will be started in the month of October.

#### **ACHIEVEMENT**

You are aware that our Company's operations are widely spread across various domains. In order to achieve greater efficiency and speedy action with regard to services. The company was in the process of finding right partners to support it in the mainland china and Hong Kong. Now we have found technical and financial partners M/s Sunfair Electric Wires and Cables HK Ltd. and SW VENTURES to support the company in its growth plan. This will help the Company to create better goodwill in the market.

#### **DIVIDEND**

In view of the economic condition coupled with inflation and requirement of the funds for the projects, your Directors regret their inability to declare the Dividend for the year.

#### **CHANGE IN NATURE OF BUSINESS, IF ANY:**

There has been no change in the nature of business of the Company during the year under review.

#### **AMOUNTS TRANSFERRED TO RESERVES:**

The Financial Highlights contains the amounts proposed to be transferred to reserves

#### **NUMBER OF BOARD MEETINGS AND AUDIT COMMITTEE MEETING:**

During the Financial Year 2015-16, 5 (Five) meetings of the Board of Directors and, 5 (Five) Meeting of the Audit Committee were held, The details of which are given in Corporate Governance Report. The Intervening gap between the Meeting was within the period prescribed under Companies Act, 2013

#### **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186:**

The Company has not made any investment, given any guarantee or provided any security during the year under review.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2014-15 in the prescribed format, AOC 2 has been enclosed with the report.

#### **ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS, SWEAT EQUITY, ESOS ETC:**

The Company has not issued any Equity Shares with differential voting rights, sweat equity shares or ESOS.

#### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes / events occurring after balance sheet date till the date of the report to be stated.

#### **DETAILS OF INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS:**

Your Company has put in place adequate internal financial controls with reference to the financial statements.

#### **CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

As required under section 134 (3) M of the Companies Act 2013 read together with the Rule 8 of the Companies (Accounts) Rules 2014 the relevant information is given below.

- A. Conservation of Energy: The operations of the Company are not energy intensive. However, energy conservation measures are being taken for regular preventive maintenance of all equipments. This enhances productivity and efficiency of the equipment resulting in power saving.
- B. Technology Absorption: As the Company has not acquired any technology, the question of absorption of technology does not apply to the Company.
- C. Foreign Exchange Earning and Outgo: Total foreign exchange earnings and outgo during the year:

FOB Value of Exports	: Rs. Nil
CIF Value of Imports	: Rs.
Nil Expenditure in foreign currency	: Rs. Nil

#### **DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES**

There is no subsidiary, Joint Venture or Associate Company.

#### **RISK MANAGEMENT POLICY**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.