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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, Cromptan Greves, 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 (Chairman & Managing Director)
Ajay Kapoor (Director)
Ramakrishnan Gurusamy (Director)
Deotamuni Mishra (Director)
Suhas Jadhav (Director)
Amit Nandkishore Varma (Director)
- COMPANY SECRETARY** : Mahendra N. Soni
- BANKERS** : Oriental Bank of Commerce
- AUDITORS** : N. S. Bhatt & Co.
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 FIFTEENTH ANNUAL GENERAL MEETING of the Members of MOBILE TELECOMMUNICATIONS LIMITED will be held on Thursday, 30th September, 2010 at 11.00 a.m. at the Registered Office of the Company at 46, Empire Tower, Near Associated Petrol Pump, C G. Road, Ahmedabad, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2010 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 Shri Ramakrishnan Gurusamy, who retires by rotation and being eligible, offers himself for re-appointment.
4. To 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 be and are hereby appointed as Auditors of the Company in place of the retiring auditors M/s. N S Bhatt & Co., 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:

5. To Consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Company Law Board (hereinafter referred to as “CLB/NCLT”), the existing Clause II of the Memorandum of Association be and is hereby altered by substituting the following new clause in the Memorandum of Association in its place & stead:-

- II. The Registered Office of the Company will be situated in the state of Maharashtra, within the jurisdiction of Registrar of Companies at Mumbai.”

RESOLVED FURER THAT after obtaining confirmation from CLB/NCLT, the Registered Office of the Company be transferred from the state of Gujarat to the state of Maharashtra.

RESOLVED FURTHER THAT Mr. Anil Vedmehta, Chairman & Managing Director of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of the CLB in respect of the aforesaid alteration of clause II of the Memorandum of Association of the Company and to agree to such modifications, terms and conditions with reference thereto as may be directed by the CLB/NCLT.”

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

Date: 3rd September, 2010



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 explanatory statement as required under section 173(2) of the Companies Act, 1956 in respect of the special business mentioned in the above notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 28th September, 2010 to 30th September, 2010 (inclusive both days).
4. Members are requested to intimate to the Company, quoting Registered Folio number, change in their address, if any, with the Pin code number.
5. In all correspondence with the Company or it's 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.
6. 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.
7. 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.
8. Re-appointment of Directors:
At the ensuing Annual General Meeting Shri Ramakrishnan Gurusamy, Director, retires by rotation and being eligible offers himself 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.

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

Item No. 5

It would be financially more viable and economically advantageous for the Company to manage and conduct the business, if the registered office of the Company is situated in the State of Maharashtra since the factory premises of the Company are situated at Nashik, Maharashtra and the corporate office is situated at Mumbai, Maharashtra. Therefore, the shifting of registered office would help the Company to do the business more conveniently as well as the management of the Company can control and concentrate more on the business of the Company.



Pursuant to Section 17 of the Companies Act, 1956 a Company can shift its Registered Office from one state to another State by passing a Special Resolution in the General Meeting and its confirmation by the Company Law Board.

Accordingly, it is proposed to shift registered office of the Company from the State of Gujarat to the State of Maharashtra. After obtaining approval of the Members in the General Meeting, the petition will be presented to the Company Law Board for its approval as required under the Companies Act, 1956.

None of the Directors is interested in the resolution. Yours Board recommends the resolution for approval as a special resolution.

Copies of the Memorandum of Association containing the proposed changes are available for inspection at the Registered Office of the Company on any working days during 11.00 A.M. to 1.00 P.M. except Sundays & holidays.

Registered Office:

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

Date: 3rd September, 2010

For and Behalf of the Board

Anil B. Vedmehta

Chairman & Managing Director

DIRECTORS' REPORT

To the members,

Your Directors are pleased to present the Fifteenth Annual Report and Audited Accounts for the year ended March 31, 2010.

Financial Results

(Rs in lacs)

For the Yead Ended	31 st March, 2010	31 st March, 2009
Total Income	5533.26	3540.88
Total expenditure	5398.13	3455.06
Operating profit (PBIDT)	135.13	85.82
Depreciation	26.31	25.89
Profit before Taxation/Prior period Adjustment	108.82	59.93
Provision for Tax	29.46	14.16
Deferred Tax	4.05	5.09
Profit after Taxation	75.30	40.68
Add Balance Brought forward from previous year	666.22	625.54
Amount available for appropriation	741.52	666.22
Less: Proposed Dividend Incl. Tax	69.61	Nil
Balance carried to Balance Sheet	671.91	666.22

Results of Operations

During the year under review, total revenue was Rs.5533.26 lacs as compared to Rs. 3540.88 lacs in the previous year thereby registered a whopping jump of over 56% and operating profit at Rs. 135.13 lacs as compared to Rs. 85.82 lacs in the previous year thus registered an impressive increase of over 36%.

Dividend

The Board of Directors is pleased to recommend a dividend @ 5% on equity shares of Re. 1 each.

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

Your company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the balance sheet date.

Directors

Mr. Ramakrishnan Gurusamy and Mr. Deotamuni Mishra retires by rotation at the forthcoming Annual General Meeting. Mr. Gurusamy has offered himself for re-appointment. The necessary resolution is being placed before the members for approval of re-appointment of Mr. Gurusamy. Mr. Deotamuni Mishra has not offered himself for re-appointment, and hence the term of his office of directorship will expire on the date of the ensuing AGM.

Auditors

The existing auditors M/s. N.S. Bhatt & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and have shown their unwillingness for re-appointment as the auditors of the Company.

The Board has obtained the confirmation from M/s N.S. Bhatt & Associates, Chartered Accountants of their eligibility and willingness to be appointed as the Statutory Auditors of the Company. A proposal seeking their appointment is provided as part of the Notice of the ensuing Annual General Meeting.

The comments by the Auditors in their Report are self explanatory and in the opinion of the Board, do not require any further clarifications.

Secretarial Audit

As directed by Securities and Exchange Board of India (SEBI), Secretarial Audit is being carried out at the specified periodicity by a Practicing Company Secretary. The results of Secretarial Audit were satisfactory.

Directors' Responsibility Statement

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956:

Responsibility in relation to financial statements

The financial statements have been prepared in conformity, in all material respects, with the generally accepted accounting principles in India and the accounting standards prescribed by ICAI in a consistent manner and supported by reasonable and prudent judgments and estimates. The Directors believe that the financial statements reflect true and fair view of the financial position as on 31.03.2010 and of the results of operations for the year ended 31.03.2010.

The financial statements have been audited by M/s N.S.Bhatt & Co. in accordance with generally accepted auditing standards which include an assessment of the systems of internal controls and tests of transactions to the extent considered necessary by them to support their opinion.



Going Concern

In the opinion of the Directors, the Company will be in a position to carry on its existing Mobile & Communication business and accordingly it is considered appropriate to prepare the financial statements on the basis of going concern.

Maintenance of accounting records & Internal controls

The Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956.

Directors have overall responsibility for the Company's internal control system, which is designed to provide a reasonable assurance for safeguarding of assets, reliability of financial records and for preventing and detecting fraud and other irregularities.

The system of internal control is monitored by internal audit function, which comprises of the examination and evaluation of the adequacy and effectiveness of the system of internal control and quality of performance in carrying out assigned responsibilities. Internal Audit Department interacts with all levels of management and the Statutory Auditors, and reports significant issues to the audit committee of the Board.

Audit Committee supervises financial reporting process through review of accounting and reporting practices, financial and accounting controls and financial statements. Audit Committee also periodically interacts with internal and statutory auditors to ensure quality and veracity of Company's accounts. Internal Auditors, Audit Committee and Statutory Auditors have full and free access to all the information and records as considered necessary to carry out their responsibilities. All the issues raised by them have been suitably acted upon and followed up.

Particulars of Employees

Pursuant to the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 details of the personnel drawing salary or commission, which exceeds the limit set out in the above section is attached herewith.

Statutory Disclosure

Information pursuant to Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is as under:

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. 42.20 Lacs
CIF Value of Imports	:	Rs. 32.57 Lacs
Expenditure in foreign currency	:	Rs. Nil

Appreciation

The Directors wish to express their appreciation of the continued co-operation of the Bankers, Customers, Dealers and Suppliers and also the valuable assistance and advice received from major shareholders, the employees for their contribution, support and continued co-operation through the year.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 3rd September, 2010

ANIL B. VEDMEHTA
Chairman & Managing Director



STATEMENT AS REQUIRED UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956
Employee/Director employed for the Period ended 31st March, 2010
and the receipt of Gross Remuneration of Rs. 2,00,000 per month or 24,00,000 or More, p.a.

Sr. No.	Name of the Employee	Designation	Gross Remuneration Received	Nature of Employment (Contractual or otherwise)	Other terms & conditions	Nature of Duties	Qualification	Date of Joining	Experience (No. of Yrs.)	Age	Last Employment	% of equity shares held in the Company
1	Anil B. Vedmehta	Chairman & Managing Director	2,308,335	Contractual	--	CMD of the Company	B.Com., CA (Inter)	01.09.2001	20	43	Independent Business	37.74%

Notes:

- i) Remuneration for the period has been calculated in accordance with the clarification given by the Department of Company Affairs in their Circular No.23/76 (No.8/27) (217a/75-CLV) dated 6th August 1976. Accordingly, perquisites have been valued in terms of actual expenditure incurred by the Company in providing benefit to the employees except in cases where actual amount of expenditure cannot be ascertained with reasonable accuracy and in such cases a notional amount as per Income Tax Rules have been added.
- ii) Remuneration includes salary and other allowances earned plus incentive and commission paid plus taxable value of perquisites and companies Provident Fund contribution.
- iii) The above employee / Director is not the relative of any of the Director or Manager of the Company.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Mobile Telecommunications Limited (MTL) is a professionally managed company, which strongly believes in Corporate Culture, which is possible only by executing the Corporate Governance in true and efficient manner. MTL is maintaining good relations with all stakeholders.

MTL has a good personnel policy for its employees. Apart from good remuneration, salaries and other facilities, the Company provides pleasant work atmosphere to its employees. The role of each and every employee is well defined in the hierarchy.

For investors' grievances, the Company has established one investor grievances cell which efficiently resolves the problems and queries of the investors of the Company.

Hence, it can be observed that the company has been functioning in a most transparent and fair manner with all its stakeholders i.e. investors, customers, employees, government and MTL has a unique distinction of servicing to its stakeholders.

BOARD OF DIRECTORS

During the year under review, 5 Board Meeting were held on 30.04.2009, 31.07.2009, 31.08.2009, 31.10.2009 and 30.01.2010. The composition of the Board, attendance at Board Meetings held during the financial year under review and at the last Annual General Meeting, number of Directorships and memberships / chairmanships in public companies (including the Company) are given below:-

Name of the Director	Category	FY 2009 - 10 Attendance at		No. of Directorships	Committee positions	
		Board Meetings	Last AGM		Chairman	Member
Mr. Anil B Vedmehta	Executive Chairman and Managing Director	5	Yes	9	1	2
Mr. Ajay Kapoor	Non-Executive, Independent	3	No	3	1	3
Mr. Ramakrishnan Gurusamy	Non-Executive, Independent	4	No	1	2	3
Mr. Deotamuni Mishra	Non-Executive	3	No	2	1	2
Mr. Amit Varma	Non-Executive Independent	2	Yes	-	-	-
Mr. Suhas Jadhav	Non-Executive Independent	5	Yes	1	-	1

As may be seen from the above details, the Board of the Company comprises of more than 50% Non-Executive Independent Directors of the total number of Directors. The Company has an Executive Chairman cum Managing Director who also looks after the day-to-day operations of the company.

In addition to the matters which statutorily required Board's approval, as required by Corporate Laws and other statutory laws, the following matters are regularly placed before the Board:-

- ▲ Minutes of Audit Committee Meetings, Remuneration committee Meetings and other committee meetings.
- ▲ Recruitment and Remuneration of senior executives below the Board level.

- ▲ Disclosure of material regarding related party transactions, if any, with potential for conflict of interest.
- ▲ Quarterly details of finance and risk management strategies.
- ▲ Compliance with Regulatory and Statutory requirements including listing requirement and shareholders services.
- ▲ Details of show cause, demand, prosecution and penalty notices which are materially important.

Information on Directors Re-appointment / Appointment

A brief detail of Director being re-appointed / appointed at the ensuing Annual General Meeting, the nature of their expertise in specific functional areas are furnished hereunder:

Mr. Ramakrishnan Gurusamy and Mr. Deotamuni Mishra retire by rotation at the forthcoming Annual General Meeting. Mr. Ramakrishnan Gurusamy has offered himself for reappointment.

Mr. Deotamuni Mishra has not offered himself for re-appointment, and hence the term of his office of directorship will expire on the date of the ensuing AGM.

AUDIT COMMITTEE

The Audit Committee of Directors constituted by the Board of Directors of the Company comprises of Independent Directors. The broad terms of reference of the Audit Committee include review of the Company's financial reporting process, the financial statements and financial/risk management policies, review of the adequacy of the internal control systems and functioning of the Internal Audit team, discussions with the management and the external auditors, the audit plan for the financial year and any Changes in accounting policies and practices.

During the year under review, 5 Audit Committee Meetings were held on 30th April, 2009 31st July, 2009, 31st August, 2009, 31st October, 2009 and 30th January, 2010. The composition of the Audit Committee and attendance at its meetings is given hereunder:-

Composition of the Audit Committee	Mr. Ajay Kapoor Chairman	Mr. Ramakrishnan Gurusamy (till 31.08.2009)	Mr. Suhas Jadhav	Mr. Amit Varma w.e.f. 31.08.2009
No. Meeting Attended	4	3	5	2

The Chairman of the Audit Committee was also present at the last Annual General Meeting of the Company.

MANAGERIAL REMUNERATION

a. Remuneration committee

The Remuneration Committee of the Company reviews the remuneration of Managing / whole-time directors, retirement benefits to be paid to them. It comprises of 3 Non Executive Directors Mr. Ajay Kapoor, Mr. Ramakrishnan Gurusamy, Chairman of the Committee and Mr. Suhas Jadhav. During the year under review, two Remuneration Committee Meetings were held on 31st July, 2009 and 30th January, 2010 wherein all the members of the Remuneration Committee were present.

Chairman & Managing Director:

Name	Salary	Perquisites & Allowances	Commission	Incentive Remuneration	Stock Options
Anil B. Vedmehta	2,308,335	Nil	Nil	Nil	Nil

The office of Mr. Anil Vedmehta as Chairman & Managing Director expired on 31st August, 2009. The Board at its meeting held on 31st August, 2009 re-appointed Mr. Vedmehta as Chairman & Managing Director for a further period of 3 (Three) years w.e.f. 1st September, 2009.

INVESTORS' GRIEVANCE COMMITTEE

The Investors' Grievance Committee of the Board comprises of Mr. Ramakrishnan Gurusamy, Chairman of the Committee, Mr. Anil Vedmehta and Mr. Suhas Jadhav with Mr. Deepak Dhani, being the Compliance Officer and can be contacted at:

203/204, Sagarika Apt.,
Opp. Hotel Ramada Palm Grove
Juhu Tara Road, Juhu,
Mumbai – 400 049

Phone: 4001 8086
Fax : 4001 8086
E-mail: deepak@mobileteleindia.com

The Committee consists of two independent directors and one executive director. The Committee is chaired by a non-executive independent director. This Committee looks into transfer and transmission of shares / debentures / bonds etc., issue of duplicate share certificates, consolidation and subdivision of shares and investors grievance. This committee particularly looks into the Investors Grievances and oversees the performance of the Share Department and to ensure prompt and efficient investors services. The Committee met 12 times during the year 2009-2010. Attendance at the Committee meetings were as under:-

Composition of the Committee	Ramakrishnan Gurusamy	Anil B. Vedmehta	Suhas Jadhav
No. Meeting Attended	11	11	12

No members' complaints/queries were received during the period under review and no complaints/queries were pending as on March 31, 2010.

COMMITTEE OF DIRECTORS

In addition to the above Committees, the Board has constituted the following Committees:-

Finance Committee of Directors comprises of Mr. Anil Vedmehta, Chairman of the Committee, Mr. Ramakrishnan Gurusamy and Mr. Ajay Kapoor to look into matters pertaining to finance and banking transactions, granting power of attorneys, property matters and other day-to-day operations of the Company. During the year under review, 2 Finance Committee Meetings were held and attendance at the Committee meetings was as under:-

Composition of the Committee	Anil B. Vedmehta	Ramakrishnan Gurusamy	Ajay Kapoor
No. Meeting Attended	2	2	2

Committee of Board to review capital expenditure, budgets, long term business strategies and organizational structure of the company. The Committee comprises of Mr. Ramakrishnan Gurusamy,

Chairman, Mr. Anil Vedmehta and Mr. Ajay Kapoor. During the year under review, 2 Meeting of the Committee of Board were held. Attendance at the Committee meetings was as under:-

Composition of the Committee	Ramakrishnan Gurusamy	Anil B. Vedmehta	Ajay Kapoor
No. Meeting Attended	2	2	2

GENERAL BODY MEETINGS

➤ **Location and time of Last Three Annual General Meetings:**

Year	Type	Date of AGM	Venue	Time
2008-2009	AGM	September 30, 2009	Registered Office	11.00 am
2007-2008	AGM	September 30, 2008	Hotel Inder Residency Ellis Bridge, Ahmedabad	11.00 am
2006-2007	AGM	September 28, 2007	Registered Office	10.00 am

➤ **OTHER DISCLOSURES**

- During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with its promoter, directors, management and subsidiaries that had a potential conflict with the interest of the Company at large.
- The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last three years.

MEANS OF COMMUNICATIONS

Quarterly and half yearly results	Published in English & Regional News Paper
Any website, where displayed	www.mobileteleindia.com
Whether it also displays official news releases; and the presentations made to institutional investors or to the analysts	Yes.

GENERAL INFORMATION FOR MEMBERS

Annual General Meeting:

- Date and Time** : September 30, 2010 at 11.00 a.m.
- Venue** : 46, Empire Tower, Near Associated Petrol Pump, C. G. Road, Ahmedabad, Gujarat.
- Dividend Payment Date** : The Board has recommended a dividend @5% on Equity Shares for the financial year 2009 -2010.
- Date of Book Closure** : 28th September, 2010 to 30th September, 2010 (inclusive both days).
- Financial Calendar** : Financial reporting for the quarter ending September 30, 2010 - End October 2010
 Financial reporting for the quarter ending December 31, 2010 - End January 2011
 Financial reporting for the quarter ending March 31, 2011 - End April 2011
 Financial reporting for the quarter ending June 30, 2011 - End July 2011

➤ **Listing:**

The Stock Exchanges on which the Company's securities are listed and the Company's Stock Code is given below:

- | | |
|---|---|
| <p>1 Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532127</p> | <p>2. The Stock Exchange, Ahmedabad
Kamdheni Complex
Opp. Sahajanand College, Panjarapole
Ahmedabad – 380 015</p> |
|---|---|

➤ **Market Information:**

Market Price data – monthly high/low and trading volumes during the last financial year on the BSE / depicting liquidity of the Company's Ordinary Shares on the said exchange is given hereunder:-

Stock Exchange	Bombay Stock Exchange Limited				
	Month	High (Rs.)	Low (Rs.)	No. of Shares Traded	Turnover Rs.
	April 2009	2.15	1.71	4,34,016	8,27,797
	May 2009	1.89	1.6	2,87,587	4,98,856
	June 2009	2.41	1.89	4,18,264	9,19,875
	July 2009	2.28	1.53	1,43,221	2,53,923
	August 2009	2.18	1.72	3,76,819	7,48,989
	September 2009	3.27	2	15,58,419	40,98,579
	October 2009	3.39	2.54	14,05,486	42,19,291
	November 2009	3.18	2.53	7,75,028	21,69,825
	December 2009	3.24	2.74	12,79,756	37,42,495
	January 2010	4.09	2.82	25,10,125	84,92,621
	February 2010	3.72	2.94	8,27,294	27,31,352
	March 2010	3.73	2.9	34,55,604	1,08,00,659

➤ **Registrar and Transfer Agents:**

Members are requested to correspond with the Company's Registrar & Transfer Agents – Big Shares Services Private Limited, quoting their folio no. at the following addresses:

- | | |
|---|--|
| <p>(i) M/s Big Shares Services Private Limited
E2, Ansa Industrial Estate
Saki Vihar Road, Saki Naka
Andheri (East), Mumbai – 400 072</p> | <p>Tel : 022 - 28470652
Fax : 022 - 28473474</p> |
|---|--|

➤ **Share Transfer system:**

Shares lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, if the documents are clear in all respect. All requests for dematerialisation of shares are processed and the confirmation is usually given to the depositories within 15 days. Senior Executives of the Company are empowered to approve transfer of shares. Grievance received from Members and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 30 days.



➤ **Shareholding Pattern as on March 31, 2010 :**

Category	As on March 31, 2010	
	No. of Shares	%
Individuals	20650528	17.35
Companies, Mutual Funds & Trusts	34449641	28.95
Directors and relatives	62995550	52.94
NRIs & Foreign Companies	862947	0.73
Government & Public Financial Institutions	Nil	NA
Clearing Members	41334	0.03

➤ **Dematerialization of shares:**

Electronic holding by members comprises of 92.92% of the paid up Ordinary Share Capital of the Company held through the National Securities Depository Limited (10.91%) and Central Depository Securities (India) Limited (82.01%) as on March 31, 2010.

➤ **Plant Locations:**

Plant Location	Range of Products Produced
E – 78, MIDC, Nashik, Maharashtra.	Accoustic Sirens, Printed Circuit Boards, Networking Equipments, MCCB, CFL, Electronic Manufacturing Components etc.

- **Address for Correspondence:** 3rd Floor, B Wing, Interface Bldg. No. 16,
Off Link Road, Malad (West),
Mumbai - 400 064.
MAHARASHTRA.



CERTIFICATE

TO THE MEMBERS OF MOBILE TELECOMMUNICATIONS LIMITED

WE HAVE EXAMINED THE COMPLIANCE OF THE CONDITIONS OF Corporate Governance by Mobile Telecommunications Limited, for the year ended on March 31, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that based on the report given by the Registrar of the company to the Grievance committee as on March 31, 2010, there were no investor grievance matters against the Company remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **N. S. BHATT & Company**
Chartered Accountants

N. S. Bhatt
Proprietor
Membership No. 10149
Firm Registration No. 101342W

Place : Mumbai
Date : 3rd September, 2010

MANAGEMENT'S DISCUSSION AND ANALYSIS

EMS:

Manufacturing (Capacity Expansion): EMS is growing rapidly from the last 3-4 years and almost 95% of the global leaders have the manufacturing unit in India. Electronic manufacturing being the core business of Mobile Telecommunications Ltd. we have exponentially grown our business in various different fields as per the market requirements. Also to fulfill the capacity output of our manufacturing plant as per the growing exponential demand we have expanded our facility to 110% this year. With more Machines and more labor we have lot more business coming to us from various sectors increasing our commitment rate.

Few major sectors in which Mobile Telecommunications Ltd. has successfully created space in the market are listed as under:

LED/LCD (Cosima): Manufacturing of LED/LCD

Mobile Telecommunications Ltd. has entered the vast market of LED/LCD manufacturing, Branding & Marketing in the name of Cosima world.

- **A short brief about LED Market:**

The market momentum for LED lighting applications slowed somewhat in 2009 as the overall lighting market declined by 15-20%, but it is resuming with a vengeance in 2010. Although LED lighting still accounts for less than 2 % of the overall lighting market, and still mainly addresses niche applications, growth continues to be robust, at an estimated 31% for 2010.

Many mainstream lighting projects are beginning to be addressed by LED lighting. Some of these include major retrofits at retail chains, hotels and shopping malls, and Government/ municipal lighting. Energy efficiency is often the major driver, but other attributes of LED lighting such as long life, low maintenance costs and improved quality of light are often important factors.

- **A short brief about LCD Market:**

The strength in India's LCD manufacturing can be attributed to the brisk expansion of LCD-TV production capacity as well as to the growing demand from both the domestic and export markets. In particular, MTL has invested a huge amount in production lines, becoming more competitive with the global brands in the overall LCD arena.

Speaker (Sian-Hyundai):

MTL has come up with another brand name called as Sian-Hyundai for penetrating in the much awaited vast speaker market. To provide closer services to customers and to develop the emerging market, Mobile Telecommunications Ltd. announced to establish a joint venture module with Hyundai being one of the leader in Speaker manufacturer industry, in China, with Sian for speaker assembly and sales business. The joint venture will be a boost for MTL to advance into the emerging market with its strategic partner. It also demonstrates the new business model of supplying the international brand customer from the JV. MTL is also establishing its first to offer customer in-time services and support center.

Video Surveillance (Ugocam) :

Mobile Telecommunications Ltd. has come up with video surveillance service in the brand name of Ugocam. Ugocam is the next generation of Web based video surveillance, i.e. Managed Video as a Service (MVaaS) solution. The service offers an inclusive intelligent hosting technology tool

that enables our customers to manage, view, record and broadcasting videos for surveillance, monitoring and visual information needs via any browser and mobile phone.

Telecom:

Wireless Communicating Equipments:

Currently the telecom wireless equipment sector in India is on its peak as never before. With Telecom companies launching new services for better customer satisfaction and trying to acquire customer preference in the fight against other competitors, the wireless equipment market is at its peak.

With 3G & 2G services launched the customer's demand is increasing every day which in turn demands the bandwidth requirement with the operators and thus drives the equipment market.

Mobile Telecommunications Ltd. has acquired vast space in the quality Telecom Wireless arena with its collaboration with OEM's from United States , Germany and United Kingdom.

Being one of the leaders in distribution of wireless equipments for the Telecom industry Mobile Telecommunications Ltd. is now planning to setup its own brand to cater the vast requirement of the industry.

Mobile Tele caters to a huge clientele in the wireless industry bifurcated in 2 divisions :

1. Telecom companies
2. System Integrators

Mobile Telecommunications Ltd. forecast's a huge future prospect in this industry.

Mobile Phones (Yuki):

The mobile handset market in India is as huge as INR 30,000 crore. We have literally every possible handsets available in the local market from low-end to high-end devices be it the advanced features or the cheap prices of the mobile phones. There are a range of homebrewed mobiles available in the market today that cater to different needs of Indian mobile users.

Mobile Telecommunications Ltd. has entered this competitive market with a goal to revolutionize the market with the brand name Yuki Mobile. With the help of our vast experienced sales team and superior quality staff we have launched the mobile handset after immense market research. We have invested in distribution models for the sale of our handsets to extend our reach and have also spent our resources to ensure quality standards that are at par with MNC's.

YUKI offer handsets that are significantly rich in features, which the other players in the market may not be able to match in the same segment. YUKI handsets are easy to use, stylish, feature packed and cosame equipped with features which include Dual SIM, full touch 3-D user interface, wi-fi, long lasting battery, large high resolution QVGA screen, expandable memory, wireless FM with recording, high definition video recording, compatible with social networking sites, E-book compatibility and others providing all the right features for all target groups viz, entertainment, lifestyle, utility and contemporary. The product innovations are spread right from the product features to operation integrations and to service back-ups.

Knowledge:

SMART CARDS:

INDIA has one of the largest public transportation markets in the world. This makes it an ideal ground for ITMS business (Intelligent Transit Management System)

MTL has setup grounds for acquiring space in this vast market with our end to end solution of smart cards. MTL would tap four major smart card business sector to start with. Details as under:

1. Buses:

The card is placed near the HHV or bus validator which verifies and deducts the travel amount from the card for e-wallet users. Validator machines at entry and exit of the bus and HHV with the conductor act as check points for validity of season passes.

2. Railways & Metro's:

The travelers will place the card at the RCP's when they enter and leave the stations. It will deduct the travel charge from the preloaded card.

Validator machines at the stations as well as HHV with the ticket checking staff will be the 2 check points for the regular and irregular travelers.

3. Petro Cards:

After filling the fuel the user gives the card which will be tapped at the validator machine on the fuel station which will deduct the charge from the preloaded card. Validated by the validator machines at the fuel stations.

4. Electricity bill Payment:

The user can tap the card at the validator machine at the terminal and the charge is deducted from the preloaded card.

The validators installed at the BEST SDP and terminals would validate the payment.

PAYBLOX:

Mobile Telecommunications is into payment solution businesses with their venture called as PAYBLOX.

“PAYBLOX SYSTEMS PVT. LTD.”

It is one of the pioneers in providing a one stop solution for distribution and collection of a wide range of services. Every family on an average has to deal with a minimum of 4-5 bills in every month besides requiring E-recharge, renewal of mobiles & Dish TV etc. Considering the perceptible increase in disposable income in the hands of millions of people the number of services required and used would only go up.

Payblox effectively fills this gap by letting the utilities concentrate on the service delivery only and creating a vast dealer network comprising of Coffee Shop, Grocery shops, Medical pharmacies, petrol pumps, PCO booths or any other similar retailers conveniently located in the consumer's neighborhood. This convenient Shoppe is equipped with a multifunctional wireless terminal which will collect payment vouchers, dispense various other services and value added products.

It will collect payments through its indigenously developed in-house system, on behalf of various service providers of utility services such as Telecom, Electricity, Gas & Entertainment companies. Payblox India also dispense pin based and non-pin based talk-time recharges on behalf of telecom companies across the counter.

Payblox India issue tickets of various transport systems, such as buses, railways, airlines and as well as entertainment and cinema shows. This convenience will be brought to the consumers



through our network of Wireless POS (Point Of Sale) terminals installed at our retailer's outlets located near every door step across India.

BUSINESS PROCESS OUTSOURCING:

Mobile Telecommunication's IT Infrastructure Service center, is an independent 25000 sq. ft. facility at India's No.1 IT Park Mindspace, Mumbai, a Demo & Proof Of Concept (POC) Center, and separate software development, BPO, Call Center and test laboratories.

A gigabit network exceeding 323+ workstations. The facility has dedicated lines for Internet connectivity, VPN, and IPLC for international data transfer, and will also be equipped with all the facilities that an enterprise might need should a disaster totally cripple it: conference rooms, canteen, resting areas, state-of-the-art infrastructure, a data vault, UPS backup, generator, an independent transformer, etc. The centre will be guarded around the clock and kept under constant bio-metric video surveillance.

The Companies Infrastructure & Location is Capable to support any IT & BPO Services:

- Data Entry & Data Processing Services
- Recruitment & Job Posting Support
- Loans & Mortgage Processing
- Real Estate Appraisal Data Entry
- Web Based Market Research
- Customer Support Services
- Email Support
- Online Chat-based Support
- Help Desk & Technical Support
- Online Profile Approval, Web Content Approval, Website Bug Reports
- Claims Administration
- Procurement & Purchase Support
- Accounting & Financial Back Office

AUDITORS' REPORT

To,
The Members of
M/s. **Mobile Telecommunications Ltd.**

We have audited the attached Balance Sheet of **MOBILE TELECOMMUNICATIONS LTD.** as at March 31, 2010 and annexed Profit and Loss Account of the Company and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting, the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

- 1) As required by the Companies (Auditors Report) order, 2003 issued by the Central Government of India in terms of Section 227 (4-A) of the Companies Act, 1956 we annex hereto a statement on the matters specified in paragraph 4 and 5 of the said order.
- 2) Further to our comments in the Annexure referred to in paragraph (1) above, we report that:
 - a) We have obtained all the information and explanations, which to best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of such books.
 - c) The Balance Sheet and the profit and loss Account and cash flow statement dealt with by this report are in agreement with the books of accounts.
 - d) In our opinion, the Balance Sheet and the Profit and Loss Account and Cash flow Statement comply with the accounting standards referred to in sub-section (3c) of section 211 of the Companies Act, 1956.
 - e) On the basis of the written representation received from the Directors and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2010 from being appointed as a Director in terms of clause (g) of sub-section (l) of section 274 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us and said account read notes given the information required by the companies Act, 1956, in the manner so required, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In case of the Balance Sheet of the Company as at March 31, 2010.
 - ii) In the case of the Profit and Loss Account of the Profit of the Company for the year ended on that date.
 - iii) In the case of the cash flow statement, of the cash flows of the company for the year ended on that date.

For **N. S. BHATT & CO.**
Chartered Accountants

N. S. Bhatt
(Proprietor)
Membership No. 10149
Firm Registration No. 101342W

Place : Mumbai
Date : 3rd September, 2010

ANNEXURE TO THE AUDITORS' REPORT (REFERRED TO IN PARAGRAPH (1) OF OUR REPORT OF EVEN DATE.)

- i)
 - a) The Company is in the process of updating the fixed assets records including quantitative details and situation of fixed assets.
 - b) The fixed assets have been physically verified by the management according to a regular programme of periodic verification in a phased manner which in our opinion is reasonable having regard to the size of the company and nature of fixed assets. The discrepancies noticed on such physical verification were not material and provided for in the books of account of the company.
 - c) The Company has not disposed of any substantial part of fixed assets. However during the year the Company has sold certain fixed assets as per the information and explanation given by the management this has not affected the going concern status of the Company.
- ii)
 - a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii)
 - a) As per the information and explanation given to us, with regards to loans granted, secured or unsecured, to any companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, the Company has given trade advances of Rs. 303.88 lacs (Rs. 333.78 lacs Previous Year) to M/s Media Matrix worldwide Limited and Rs.11.51 lacs (Previous Year Nil) to M/s Proximus Knowledge & Technologies Services Pvt. Limited, both of which are covered in the said Register. The maximum amount outstanding at any time during the year is Rs. 333.78 lacs and Rs. 11.51 lacs respectively. The advance is not carrying interest and in our opinion the terms & conditions of such loan are prima facie not prejudicial to the interest of the Company and as regards the payment no terms of repayment has been stipulated.
 - b) As per the information and explanations given to us the Company has taken unsecured loan from a Company, covered in the register maintained under section 301 of the Companies Act 1956, amounting to Rs. 159.19 lacs (Previous year Rs. 107.06 lacs) as on March 31, 2010, the Maximum amount outstanding during the year is Rs. 395.48 lacs, carry no interest and other terms and conditions of such loans are prima facie not prejudicial to the interest of the Company. As regards the repayment of above loan no terms of repayment have been stipulated.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit no major weaknesses has been noticed in the internal controls.
- v)
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 and exceeding the value of five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.



- vi) The company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- vii) The Company has no formal internal audit system commensurate with its size and nature of business.
- viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 for the products of the company.
- ix) a) As per the information and explanations given by the management, the company is not regular in depositing with the appropriate authorities, undisputed statutory dues including Income Tax, Sales Tax, Wealth tax, Provident Fund, Investor Education and Protection Fund, custom duty and other statutory dues applicable to it. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues, except Income Tax of Rs. 271925/- (Net of Tax Deducted at Source), Fringe Benefit Tax of Rs. 75969/-, TDS of Rs. 99,060/- and Professional tax of Rs. 80881/- which has remained outstanding for more than six months as at 31st March 2010.
b) According to the Information and explanation given to us, there are no dues of Sales tax, Income tax, Custom duty, Wealth tax, Excise duty and cess which have not been deposited on account of any dispute.
- x) The Company has no accumulated losses and has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xi) As per the information and explanations given to us, the company has not defaulted in repayment of dues to any financial Institution or Bank during the year.
- xii) As per the information and explanations given to us, and the company has not granted any loan and /or advances on the basis of security by way of pledge of shares, debenture and other securities.
- xiii) The provision of special statute is not applicable to the Company as the Company is not a chit fund / nidhi / mutual benefit fund / society.
- xiv) In our opinion and according to the explanations given to us, the Company is not dealing in or trading in shares, debentures and other investments.
- xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.
- xvi) In our opinion and according to the information and explanation given to us, the company has taken term loan from Banks earlier and the same has been applied for the purpose for which the loans were obtained.
- xvii) According to the information and explanations given to us, and on an overall examination of the Balance sheet of the Company, we report that the funds raised on short – term basis have not been used for long – term investment and vice – versa.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 during the year.
- xix) No debentures have been issued by the Company during the year.
- xx) The Company has not raised money by public issues during the year.
- xxi) Based on the audit procedures performed and information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **N. S. BHATT & CO.**
Chartered Accountants

N. S. Bhatt
(Proprietor)
Membership No. 10149
Firm Registration No. 101342W

Place : Mumbai
Date : 3rd September, 2010



BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	31.3.2010 (Rupees)	31.3.2009 (Rupees)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	119,000,000	119,000,000
Reserves and Surplus	2	<u>70,169,223</u>	<u>69,600,357</u>
		189,169,223	188,600,357
Loan Funds			
Secured Loan	3	38,745,748	21,048,391
Unsecured Loan	4	15,355,039	13,924,774
Deffered Tax Liability /(Assets)		<u>6,665,291</u>	<u>6,260,227</u>
		<u>249,935,302</u>	<u>229,833,749</u>
APPLICATION OF FUNDS			
Fixed Assets			
	5		
Gross Block		78,370,068	76,448,424
Less : Depreciation / Amortisation		<u>24,229,100</u>	<u>21,597,669</u>
Net Block		<u>54,140,967</u>	<u>54,850,755</u>
Capital Work in Progress		<u>11,272,639</u>	<u>523,327</u>
		65,413,606	55,374,082
Investments	6	—	40,835,340
Current Assets, Loans and Advances			
	7		
Inventories		85,917,561	66,862,000
Sundry Debtors		274,756,153	187,238,457
Cash and Bank Balance		19,488,904	859,654
Loans and Advances		<u>61,147,928</u>	<u>50,474,751</u>
		441,310,546	305,434,862
Less :			
Current Liabilities and Provisions			
	8		
Current Liabilities		245,076,193	169,853,247
Provisions		<u>12,267,409</u>	<u>2,680,488</u>
		257,343,601	172,533,734
Net Current Assets		183,966,945	132,901,128
Miscellaneous Expenditure	9	554,750	723,199
(to the extent not written off or adjusted)			
		<u>249,935,302</u>	<u>229,833,749</u>
Notes on Accounts	15		

As per our report of even date
for **N. S. BHATT & CO.**
Chartered Accountants

For and on behalf of the Board of Directors

N. S. BHATT
Proprietor
Membership No.: 10149
Firm Registration No. 101342W
Place : Mumbai
Date : 3rd September, 2010

ANIL B. VEDMEHTA
Chairman &
Managing Director

AMIT VARMA
Director



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	Schedule	31.3.2010 (Rupees)	31.3.2009 (Rupees)
INCOME			
Sales and services	10	553,063,930	346,573,302
Less Excise Duty		—	701,707
		<u>553,063,930</u>	<u>345,871,595</u>
Other Income	11	262,490	8,216,005
		<u>553,326,420</u>	<u>354,087,600</u>
EXPENDITURE			
Cost of goods sold	12	505,856,307	324,163,457
Administration and other expenses	13	30,686,921	12,800,892
Depreciation		2,631,431	2,588,619
Interest and Financial Charges	14	3,101,741	8,023,416
Miscellaneous Expenditure written off		168,450	518,053
		<u>542,444,850</u>	<u>348,094,437</u>
Profit Before Taxation		10,881,570	5,993,164
Provision for Taxation		2,946,437	1,384,430
Fringe Benefit Tax		—	31,586
Deferred Tax		405,064	509,211
Profit After Taxation		7,530,069	4,067,937
Balance Brought Forward		66,621,926	62,553,990
Less: Proposed Dividend		5950000	—
Tax on Proposed Dividend		1011203	—
Balance carried to Balance Sheet		67,190,793	66,621,927
Profit Considered for arriving at EPS		7,530,069	4,067,937
Basic and diluted earning per Share Face Value Re. 1/-		0.06	0.03

Notes on Accounts

15

As per our report of even date
for **N. S. BHATT & CO.**
Chartered Accountants

For and on behalf of the Board of Directors

N. S. BHATT
Proprietor
Membership No.: 10149
Firm Registration No. 101342W
Place : Mumbai
Date : 3rd September, 2010

ANIL B. VEDMEHTA
Chairman &
Managing Director

AMIT VARMA
Director



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2010
INFORMATION PURSUANT TO THE LISTING AGREEMENT

	31.3.2010	31.3.2009
	(Rupees)	(Rupees)
A Cash Flow from Operating Activities :		
Profit before taxation	10,881,570	5,993,164
Adjustments for :		
Add : Depreciation and amortisation	2,631,431	2,588,619
Add : Miscellaneous Expenditure Written off	168,450	518,053
	<u>13,681,451</u>	<u>9,099,835</u>
Less : Scrap Sales	55,072	976,082
: Interest from Bank including TDS	122,949	4,540,836
	<u>13,503,430</u>	<u>3,582,917</u>
Operating Profit before Working Capital changes	13,503,430	3,582,917
Working Capital Changes :		
Changes in Inventories	(19,055,561)	(12,904,652)
Changes in Trade Receivables	(87,517,696)	79,066,412
Changes in Loans & Advances	(10,673,177)	745,176,353
Changes in Current Liabilities	74,902,227	(61,752,958)
Net Changes in Working Capital	<u>(42,344,207)</u>	<u>749,585,155</u>
Net Cash generated by Operating Activities (A)	<u>(28,840,777)</u>	<u>753,168,072</u>
B Cash Flow from Investing Activities :		
Changes in Fixed Assets	(12,670,956)	(1,076,864)
Changes in Investments	40,835,340	70,305,110
Scrap Sales	55,072	976,082
Interest from Bank including TDS	122,949	4,540,836
	<u>28,342,406</u>	<u>74,745,164</u>
Net Cash used in Investing Activites (B)	<u>28,342,406</u>	<u>74,745,164</u>
C Cash Flow from Financing Activities :		
Changes in Secured Loans	17,697,357	(5,677,166)
Changes in Unsecured Loans	1,430,265	(822,222,262)
	<u>19,127,622</u>	<u>(827,899,428)</u>
Net Cash generated by Financing Activities (C)	<u>19,127,622</u>	<u>(827,899,428)</u>
Net Increase / (Decrease) in Cash & Cash Equivalents	18,629,251	13,808
Cash & Cash Equivalentents as at 1.4.2009	859,654	845,846
Cash & Cash Equivalentents as at 31.03.2010	<u>19,488,904</u>	<u>859,654</u>
Net Increase/(Decrease) in Cash & Cash Equivalentents (A+B+C)	<u>18,629,251</u>	<u>13,808</u>

As per our report of even date
for **N. S. BHATT & CO.**
Chartered Accountants

For and on behalf of the Board of Directors

N. S. BHATT
Proprietor
Membership No.: 10149
Firm Registration No. 101342W
Place : Mumbai
Date : 3rd September, 2010

ANIL B. VEDMEHTA
Chairman &
Managing Director

AMIT VARMA
Director



SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH 2010

	31.3.2010 (Rupees)	31.3.2009 (Rupees)
1 SHARE CAPITAL		
Authorised		
30,00,00,000 Equity Shares of Re. 1/- each (Previous Year it is 30,00,00,000 Equity Share of Re.1/- each)	<u>300,000,000</u>	<u>300,000,000</u>
Issued, Subscribed and Paid-up		
11,90,00,000 Equity Shares of Re. 1/- each (includes 2,75,00,000 Equity Shares of Re. 1/- each issued for consideration other than cash)	<u>119,000,000</u>	<u>119,000,000</u>
Total	<u>119,000,000</u>	<u>119,000,000</u>
2 RESERVES AND SURPLUS		
General Reserve :		
Balance as per last Balance sheet	2,978,431	2,978,431
Surplus as per profit and loss account	<u>67,190,793</u>	<u>66,621,927</u>
Total	<u>70,169,223</u>	<u>69,600,357</u>
3 LOAN FUNDS		
SECURED LOAN		
Term Loan from Bank	2,263,373	1,772,357
Working Capital Loan from Bank (Against Hypothecation of Plant & Machinery, Raw Material, finished goods, store and spares and equitable mortgage of factory land building at Nasik and guarantees of Company and its CMD)	36,482,375	19,248,436
ICICI Bank - Car Loan A/c (against hypothecation of Motor Cars)	—	27,598
Total	<u>38,745,748</u>	<u>21,048,391</u>
4 UNSECURED LOAN		
From Directors & Share Holders	2,989,163	9,008,315
From Share Holders & Other Corporate Bodies	<u>12,365,876</u>	<u>4,916,459</u>
Total	<u>15,355,039</u>	<u>13,924,774</u>

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH 2010

5 FIXED ASSETS

(Rupees)

Assets	Rate of Depr.	Gross Block				Depreciation				Net Block	
		As at 1.4.2009	Additions during the Year	Deduction During the Year	As at 31.3.2010	As at 1.4.2009	For the year	Deductions	As at 31.3.2010	As at 31.3.2010	As at 31.3.2009
Land	-	5,056,230	-	-	5,056,230	-	-	-	-	5,056,230	5,056,230
Factory Building	3.34%	32,321,456	-	-	32,321,456	6,148,312	1,079,537	-	7,227,849	25,093,607	26,173,144
Plant & Machinaries	4.75%	19,438,819	897,508	-	20,336,327	4,833,152	956,138	-	5,789,290	14,547,037	14,605,667
Networking Systems	16.21%	1,370,725	-	-	1,370,725	1,370,725	-	-	1,370,725	-	-
Computer Equipment	16.21%	6,366,340	636,589	-	7,002,929	6,366,340	629	-	6,366,969	635,960	-
Furniture and Fittings	6.33%	2,995,607	21,175	-	3,016,782	1,012,745	189,920	-	1,202,665	1,814,117	1,982,862
Electrical Installation	4.75%	5,082,574	290,772	-	5,373,346	1,121,302	251,805	-	1,373,107	4,000,239	3,961,272
Air Conditioners	4.75%	2,543,964	75,600	-	2,619,564	611,675	121,734	-	733,409	1,886,155	1,932,289
Office Equipment	4.75%	37,540	-	-	37,540	9,261	1,783	-	11,044	26,496	28,279
Motor Car	9.50%	1,235,169	-	-	1,235,169	124,157	29,886	-	154,043	1,081,126	1,111,012
Total		76,448,424	1,921,644	-	78,370,068	21,597,669	2,631,431	-	24,229,100	54,140,967	54,850,755
Previous Year		76,580,070	2,076,970	2,208,616	76,448,424	19,694,233	2,588,619	685,183	21,597,669	54,850,755	

6 INVESTMENTS (AT COST)

Particular	Face Value	Current Year 2009-10		Previous Year 2008-09	
		Nos. of Shares	Amount Rupees	Nos. of Shares	Amount Rupees
LONG TERM INVESTMENTS :					
(A) In Shares (Quoted)					
Media Matrix Worldwide Limited	1/-	—	—	148,448	4,203,450
Fiem Industries Limited	10/-	—	—	1,000	7,400
(Market Value As on 31.03.2009 Rs. 8,28,340/- (lacs) (856,520)					
Total 'A'		—	—	149,448	4,210,850
(B) In Shares (Unquoted)					
Acqua Coll Safe Water (India) Limited	10/-	—	—	29,400	294,000
I Can Connect	10/-	—	—	10,000	500,000
Komal Healthcare Private Limited	10/-	—	—	5,000	525,000
Manmade Solutions (India) Private Limited	10/-	—	—	90,000	1,800,000
Sai Ashish Marketing India Private Limited	10/-	—	—	10,000	1,000,000
Sentinel Support (P) limited	10/-	—	—	—	—
Proximus Knowledge and Technologies Private Limited	10/-	—	—	—	—
Osian Limited	10/-	—	—	147,120	735,600
Total 'B'		—	—	291,520	4,854,600
(C) Shares of Subsidiary Company (Unquoted)					
Quantum E-Services Private Limited	10/-	—	—	3,176,989	31,769,890
Total 'C'		—	—	3,176,989	31,769,890
Total 'A' + 'B' + 'C'		—	—	—	40,835,340



SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH 2010

	31.3.2010 (Rupees)	31.3.2009 (Rupees)
7 CURRENT ASSETS, LOANS AND ADVANCES		
INVENTORIES		
Electronic & Telecom System and Software	85,637,936	60,472,396
Stock of Raw Materials	<u>279,625</u>	<u>6,389,604</u>
	85,917,561	66,862,000
Sundry Debtors		
(Unsecured, Considered good)		
Outstanding for a period exceeding six months	1,119,736	33,853,702
Others	<u>273,636,417</u>	<u>153,384,755</u>
	274,756,153	187,238,457
Cash and Bank Balances		
Cash on hand	698,018	330,869
Balance with Scheduled Banks		
In Current Accounts	<u>18,790,886</u>	<u>528,785</u>
	19,488,904	859,654
Loans and Advances		
(Unsecured, Considered good)		
Advances recoverable in cash or kind or for value to be received	51,560,106	49,414,129
Sundry Deposits	<u>9,587,822</u>	<u>1,060,622</u>
	61,147,928	50,474,751
Total	441,310,546	305,434,862
8 CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors	<u>245,076,196</u>	<u>169,853,247</u>
	245,076,196	169,853,247
PROVISIONS		
Provision for Fringe Benefit Tax	—	181,920
Provision for Taxation	5,306,206	2,498,568
Proposed Dividend and Tax	5,950,000	—
Tax on Proposed Dividend	<u>1,011,203</u>	<u>—</u>
	12,267,409	2,680,488
Total	257,343,601	172,533,734
9 MISCELLANEOUS EXPENDITURE		
Preliminary and Preoperative expenses	665,699	1,126,252
Less : Written off during the year	<u>110,950</u>	<u>460,553</u>
	554,750	665,699
Project development expenses	57,500	115,000
Less : Written off during the year	<u>57,500</u>	<u>57,500</u>
	—	57,500
Total	554,750	723,199



SCHEDULES TO THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	31.3.2010 (Rupees)	31.3.2009 (Rupees)
10 SALES AND SERVICES		
Sales	533,586,403	346,573,302
Business Auxillary Services	19,477,527	—
Total	553,063,930	346,573,302
11 OTHER INCOME		
Interest Income	122,949	4,540,836
Scrape Sales	55,072	976,082
Other Income	84,469	2,699,087
Total	262,490	8,216,005
12 COST OF GOODS SOLD		
Opening Stock		
- Electronic & Telecom System	60,472,396	47,156,028
- Raw Material	6,389,604	6,801,320
	66,862,000	53,957,348
Purchases		
- Electronic & Telecom System/Software	522,007,554	332,934,039
- Raw Material	2,904,314	4,134,070
Purchases	524,911,868	337,068,109
	591,773,868	391,025,457
Less : Closing Stock		
- Electronic & Telecom System, Software	85,637,936	60,472,396
- Raw Material	279,625	6,389,604
	85,917,561	66,862,000
Total	505,856,307	324,163,457
13 FACTORY,ADMINISTRATION AND OTHER EXPENSES		
A FACTORY EXPENSES		
Project Execution Expenses	1,480,928	907,284
Factory Expenses	316,556	45,199
Research & Development Expenses	142,582	—
Water Charges	25,414	30,835
Inwards Clearing and Forwarding Expenses	323,360	191,407
Electricity Charges	596,316	729,814
Total Factory Expenses	2,885,156	1,904,539



SCHEDULES TO THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	31.3.2010 (Rupees)	31.3.2009 (Rupees)
B ADMINISTRATION AND OTHER EXPENSES		
Salaries & Allowances	10197927	6491133
Staff Welfare Expenses	289282	171617
Service Charges	1000000	—
Rent, Rates and Taxes	11311040	1077796
Communication Expenses	397604	212917
Repairs & Maintenance - Machineris	110238	132345
Repairs & Maintenance - others	120485	28,704
Auditors' Remuneration	50000	66200
Advertisement Selling and Distribution Expenses	355767	76551
Travelling Expenses	1417901	812646
Business Promotion	1070071	14805
Conveyance Expenses	10326	27687
Legal & Professional Fees	532341	130700
Vehicle Expenses	179510	145683
Printing & Stationery Expenses	112826	64399
Loss on sales of Vehicals	-	42,828
Insurance Charges	56103	81,361
Office Expenses	590345	1318981
Total Administrative and Other Expenses	27801766	10896353
Total (A+B)	30,686,921	12,800,892
14 INTEREST AND FINANCIAL CHARGES		
Bank Charges	369,509	228,525
Interest on Term Loan	118,161	584,807
Interest on Working Capital Loans	2,614,071	7,210,084
	3,101,741	8,023,416



15. Notes on Accounts for the year ended 31st March, 2010

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basic of preparation of financial statements

The financial statements are prepared under historical cost convention, on the accrual basis of accounting and in accordance with the generally accepted accounting principals, accounting standards issued by the institute of Chartered Accountants of India and provision of Companies Act, 1956.

2. Revenue recognition

- a) Revenue from Sale of goods and services are recognized as per sale contracts terms.
- b) Other Income is accounted on accrual basis except where the receipt of income is uncertain.

3. Fixed Assets

Fixed Assets are stated at the cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation.

4. Depreciation

Depreciation on Fixed Assets is provided on the straight-line basis at the rates and manner prescribed under schedule XIV of the Companies Act, 1956.

5. Inventories

- a) Raw Materials, Stores and spares, and other inventories are valued at cost or net receivable value whichever is low on FIFO basis.
- b) Hardware, peripheral and software sets are valued at cost on FIFO basis.

6. Miscellaneous Expenditure

The preliminary and pre-operative expenses and project development expenses are written off over a period of 10 years.

7. Foreign Currency transactions

Transaction in foreign currency is recorded at the rates prevailing on the date of transactions. The year end balances in foreign currency are translated at rates as the end of the year. The gain/loss on such translation is charged to the profit and loss account.

8. Retirement Benefits

The gratuity payable is accounted as and when applicable on the actuarial basis.



9. Provisions, Contingent Liabilities:

A provision is recognized when the Company has present obligation as a result of past events and it is probable that an out flow of resources will be required to settle such obligation, in respect of which a reliable estimate can be made.

Contingent liabilities not provided for in the accounts are disclosed in the accounts by way of notes specify the nature and quantum of such liabilities.

10. Income Tax

Provision for taxation includes current tax and deferred tax. Current Tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws.

Deferred tax assets and liabilities are recognized for further tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date. Deferred Tax assets are not recognized unless, in the management judgment, there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax is reviewed at each balance sheet date.

B. NOTES ON ACCOUNTS

1. In the opinion of the Board, current assets, loans and advances have a value on realization at least equal to the account at which they are stated in the books of accounts and provision for all known liabilities have been made, except as mentioned otherwise.
2. The Company is engaged in the business of Telecom System development and electronic hardware and software trading and other product and there are no separate reportable segment as per Accounting Standard (AS) 17 on segment reporting.
3. **The payment to Auditors include the following:**

	31/03/2010 (Rs.)	31/03/2009 (Rs.)
Audit Fees	40,000	55,150
Taxation Matters	10,000	11,030
	<u>50,000</u>	<u>66,180</u>

4. Managerial Remuneration:

Managerial remuneration to Managing Director for the year ended 31st March, 2010.

	31/03/2010 (Rs.)	31/03/2009 (Rs.)
Directors Remuneration	23,08,335	14,40,000



5. **Earning Per Share**

Computation of earning per share is as under:

	31/03/2010	31/03/2009
	Rs.	Rs.
Net Profit (After Taxation)	75,30,069	40,67,936
Weighted average number of shares	119,00,000	119,00,000
Basic / Diluted EPS (Rs.)	0.06	0.03
Nominal Value per Share Re.	1/-	1/-

6. In accordance with the Accounting Standard (AS) 28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the company assesses potential generating of economic benefits from its business assets and is of the view that assets employed in continuing business are capable of generating adequate returns over their useful lives in the usual course of business. There is no indication to the contrary and accordingly the management is of the view that no provision is called for in the accounts for the year.

7. **Deferred Tax:**

The Company estimated deferred tax Assets / Liabilities using the applicable rate of taxation based on the impact of the timing differences between financial statements and estimated taxable income for the current year. Deferred tax Liability for the year aggregating to Rs. 405,064/- (Rs. 5,09,211/-) has been recognized in Profit & Loss Account. The net deferred tax liability as at 31st March, 2010 is given below:

Deferred Tax Liability	31/03/2010	31/03/2009
	Rs.	Rs.
Depreciation	66,27,146	62,22,082
Deferred Revenue Expenditure	38,145	38,145
Net Deferred Tax (Assets)/Liability	<u><u>66,65,291</u></u>	<u><u>62,60,227</u></u>

8. Additional information pursuant to the provision of paragraph 3 and 4c of Part II to schedule VI to the Companies Act, 1956 as under.

A.

Sl. No.	Particulars	
1.	Capacity Licensed (Nos.)	N.A.
2.	Installed Capacity (Nos.)	45 lacs PCB P.A.
3.	Production (Nos.)	0.23 lacs PCB
4.	Opening Stock	Nil
5.	Sales	0.23 lacs Nos. PCB Value Rs. 4,220,412/-
6.	Closing Stock	Nil

B. Consumption of Raw Materials

Items	VALUE (Rs.)
PCB Components	2,904,314 (4,134,070)

Note : Since the PCB Components includes innumerable items quantitative figure can not given.

C. Quantitative Statement of Items Traded

Particulars	Opening Stock		Purchases		Sales		Closing Stock	
	Qty.	Rs.	Qty.	Rs.	Qty.	Rs.	Qty.	Rs.
Telecom, Electronic System, Hardware & Software	566 (578)	60472396 (47156028)	3162 (1762)	522007554 (332934039)	3578 (1774)	516050142 (329857795)	145 (566)	85637936 (60472396)

Note : Figure in the bracket indicates for the previous year.

9. Income and Expenditure in Foreign Currency:

Income in Foreign Currency:

Export Sales : Rs. 42.20 Lacs (Nil)

Expenditure in Foreign Currency:

Imports of Raw Material Rs. Nil (635800/-)(CIF)

Imports of Machinery and Tools Rs. 32.57 lacs (Nil)

10. Consumption of Imported Raw Material:

	%	Value (Rs.)
Imported Raw Materials	Nil (15.40)	Nil (6,35,800/-)
Indigenous Raw Materials	100 (84.60)	2904314 (3498270/-)

11. Related Party Disclosures:

(a) Name of Related party and its Relation ship

Key Management Personnel

Mr. Anil B. Vedmehta

Chairman and Managing Director

M/s. Media Matrix Worldwide Ltd.

CMD's relatives are directors

M/s. Quantum eServices Pvt. Ltd.,

Few Common Directors

Mrs. Priyanka Vedmehta

CMD's relative

M/s Proximus Knowledge & Technology Services P Ltd.

CMD and his relatives are directors

(b) Transaction with Related Parties

	31/03/2010	31/03/2009
	(Rs.)	(Rs.)
Mr. Anil B. Vedmehta		
Directors Remuneration	23,08,335	14,40,000
Amount Received	2,03,14,418	19,518,000
Amount Paid	2,31,15,832	14,979,000
Balance Outstanding Loan Payable	29,89,162	57,90,576
Priyanka Vedmehta		
Balance Outstanding Loan	Nil	32,17,738
M/s. Media Matrix Worldwide Ltd.		
Advance Received	57,37,000	502,154
Advance Paid	2,747,972	11,157,302
Balances Outstanding Receivable	3,03,88,541	33,377,569
M/s. Proximus Knowledge & Technology Services P Ltd.		
Advance Received	92,000	30,42,000
Advance Paid	12,43,100	83,779,042
Balances Outstanding Receivables	11,51,500	—
Quantum E Services P Limited		
Amount Received	26,622,380	20,088,893
Advance Paid	18,608,440	15,171,435
Balances Outstanding Payable	12,930,398	49,16,458

12. The balances of debtors, creditors, loans & advances are subject to confirmation.
13. During the year Company has sold investment of subsidiary company M/s. Quantum E Services P Limited hence there is no existence of subsidiary company.
14. The previous year's figures are regrouped, rearranged or recast, wherever required, to make them comparable.

As per our report of even date
for **N. S. BHATT & CO.**
Chartered Accountants

For and on behalf of the Board of Directors

N. S. BHATT
Proprietor
Membership No.: 10149
Firm Registration No. 101342W

ANIL B. VEDMEHTA
Chairman &
Managing Director

AMIT VARMA
Director

Place : Mumbai
Date : 3rd September, 2010



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Information pursuant to Part IV of schedule VI to the Companies Act, 1956

I. Registration Details

Registration number	24812	State code	04
Balance Sheet date	31.03.2010		

II. Capital raised during the year (Amount in Rupees Thousand)

Public issue	Nil	Rights issue	Nil
Bonus issue	Nil	Private placement	Nil

III Position of Mobilisation and Development of funds: (Amount in Rupees Thousand)

Total Liabilities	249,935	Total Asstes	249,935
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Sources of Funds

Paid up Capital	119,000	Reserves & Surplus	70,169
Secured Loans	38,746	Unsecured Loans	15,355
		Deferred Tax Liabilities	6,665

Application of Funds

Net Fixed Assets	65,414	Investments	-
Net Current Assets	183,967	Misc. Expenditure	555

IV Performance of Company

Turnover	553,326	Total Expenditure	42,445
Profit/Loss (Before Tax)	10,882	Profit/Loss (After Tax)	7,530
Earning per Share In Rs.	0.06	Dividend Rate (%)	5

V Generic Names of One Principal Product/Services of the Company (As per Monetary terms)

Item Code No.	Product Description
8531	Accoustic Sirens
8534	Printed Circuit Boards
8471	Networking Equipments
8536	MCCB
8539	CFL

For and on behalf of the Board of Directors

ANIL B. VEDMEHTA
Chairman &
Managing Director

AMIT VARMA
Director

Place : Mumbai
Date : 3rd September, 2010

MOBILE TELECOMMUNICATIONS LIMITED

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

ATTENDANCE SLIP

(Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall)

I, hereby, record my presence at the 15th Annual General Meeting of the company to be held on Thursday, the 30th September, 2010 at the Registered Office of the Company at 46, Empire Tower, Near Associated Petrol Pump, C G. Road, Ahmedabad, Gujarat, India at 11.00 a.m.

Folio No : _____ No. of shares held _____

Full name of the member / proxy : _____

Signature

— — — — Please cut here and bring the above attendance slip at the meeting — — — —

MOBILE TELECOMMUNICATIONS LIMITED

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

PROXY FORM

I / We _____ of _____ in the district of _____ being a member/members of the above named company, hereby appoint _____ of _____ or failing him _____ of _____ in the district of _____ as my/our Proxy to vote for me/us on my/our behalf at the 15th Annual General Meeting of the company to be held on Thursday, the 30th September, 2010 at the Registered Office of the Company at 46, Empire Tower, Near Associated Petrol Pump, C G. Road, Ahmedabad, Gujarat, India at 11.00 a.m.

Signed this _____ day of _____ 2010

1 Rupee
Revenue
Stamp

Signature _____

Note : This form duly completed and signed should be deposited at the Registered Office of the company not later than 48 hours before the time of the meeting