



# Munoth Communication Limited

(Formerly Munoth Investments Ltd)

Regd Office : Munoth Centre, Suite No. 48 11rd Floor, 343, Triplicane High Road, Chennai - 600 005. INDIA

Phone : 91-44-2859 1190 Fax : 91-44-2859 1189 E-mail : info@munothcommunication.com

CIN : L65991TN1984PLC010816

Listing Compliance  
BSE Limited  
P J Towers, Dalal Street,  
Mumbai - 400 001

September 22, 2015

Dear Sir/ Madam,

## **Sub: Outcome of 31st Annual General Meeting and Clause 35A of the Listing Agreement- Voting Results**

This is to inform you that the Members of the company at the 31st Annual General Meeting held on September 21, 2015 transacted the business as stated in the Notice dated May 22, 2015.

Sl. No	Description					Particulars
1	Date of AGM					September 21, 2015
2	Total Number of Shareholders on record (Cut-off )Date September 14, 2015					2691
3	No. of Shareholders present in meeting either in person or through proxy					23
4	Shareholders	Present in Person	Present through proxy	Total	Shares	% of Capital
	Promoter & Promoter Group	13	0	13	2841987	29.45
	Public	10	0	10	4984	0.05
	Total	23	0	23	2846971	29.50
5	No of shareholders attended the meeting through video conferencing:					
	Promoter & Promoter group					Not Applicable
	Public					Not Applicable

The details of each agenda items, mode of voting, the report of scrutinizer for e-voting, form MGT-13 for poll and the combined report (for remote e-voting & Poll), are attached as Annexures.

Thanking you,

Yours truly,

For Munoth Communication Limited

A G Nandini  
Authorized Signatory



MUNOTH COMMUNICATION LIMITED – 31<sup>ST</sup> AGM VOTING RESULTS IN FORMAT UNDER CLAUSE 35A OF THE LISTING AGREEMENT - Page 1

		Consolidated (Remote evoting + Poll)						
RESOLUTION NO.1	Promoter/Public	No of shares held(1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)	No. of votes in favour(4)	No. of votes - against(5)	% of votes in favour on votes polled (6)	% of votes against on votes polled(7)
Ordinary Resolution	Promoter & Promoter Group	2842087	2841987	99.99	2842087	0	100.00	0.00
Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2015	Public- Institutional Holders	311625	0	0.00	0	0	0.00	0.00
	Public- Others	6495688	4004784	61.65	4004784	0	100.00	0.00
	Total	9649400	6846771	70.96	6846871	0	100.00	0.00
RESOLUTION NO.2	Consolidated (Remote evoting + Poll)							
Ordinary Resolution	Promoter/Public	No of shares held(1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)	No. of votes in favour(4)	No. of votes - against(5)	% of votes in favour on votes polled (6)	% of votes against on votes polled(7)
Reappointment of Mr. Vikas Munoth (DIN No: 00769366) as Director who retires by rotation	Promoter & Promoter Group	2842087	2841987	99.99	2842087	0	100.00	0.00
	Public- Institutional Holders	311625	0	0.00	0	0	0.00	0.00
	Public- Others	6495688	4004643	61.65	4004643	141	99.99	0.01
	Total	9649400	6846630	70.95	6846730	141	99.99	0.01
RESOLUTION NO.3	Consolidated (Remote evoting + Poll)							
Ordinary Resolution	Promoter/Public	No of shares held(1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)	No. of votes in favour(4)	No. of votes - against(5)	% of votes in favour on votes polled (6)	% of votes against on votes polled(7)
Reappointment of Mr. Bharat Munoth (DIN No.00769588) as Director who retires by rotation	Promoter & Promoter Group	2842087	2841987	99.99	2842087	0	100.00	0.00
	Public- Institutional Holders	311625	0	0.00	0	0	0.00	0.00
	Public- Others	6495688	4004784	61.65	4004784	0	100.00	0.00
	Total	9649400	6846771	70.96	6846871	0	100.00	0.00

RESOLUTION NO.4		Consolidated (Remote evoting + Poll)						
Ordinary Resolution	Promoter/Public	No of shares held(1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)	No. of votes in favour(4)	No. of votes - against(5)	% of votes in favour on votes polled (6)	% of votes against on votes polled(7)
Ratification of appointment of M/s Kurbhat & Company as auditors of the Company	Promoter & Promoter Group	2842087	2841987	99.99	2842087	0	100.00	0.00
	Public- Institutional Holders	311625	0	0.00	0	0	0.00	0.00
	Public- Others	6495688	4004784	61.65	4004784	0	100.00	0.00
	Total	9649400	6846771	70.96	6846871	0	100.00	0.00
RESOLUTION NO.5		Consolidated (Remote evoting + Poll)						
Ordinary Resolution	Promoter/Public	No of shares held(1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)	No. of votes in favour(4)	No. of votes - against(5)	% of votes in favour on votes polled (6)	% of votes against on votes polled(7)
Appointment of Ms. Lakshika Mehta (DIN NO: 07183815) as an Independent Director	Promoter & Promoter Group	2842087	2841987	99.99	2842087	0	100.00	0.00
	Public- Institutional Holders	311625	0	0.00	0	0	0.00	0.00
	Public- Others	6495688	4004784	61.65	4004784	0	100.00	0.00
	Total	9649400	6846771	70.96	6846871	0	100.00	0.00

## CONSOLIDATED SCRUTINIZER'S REPORT ON E-VOTING AND POLL

To  
The Chairman,  
Munoth Communication Limited,  
Suite No 48, Munoth Centre,  
343, Triplicane High Road,  
Chennai – 600 005

31<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of Munoth Communication Limited (MCL) held on Monday, September 21, 2015 at 10:25 A M at Nahar Hall (South India Hire Purchase Association), Desabandhu Plaza, 1<sup>st</sup> floor, 47, Whites Road, Royapettah, Chennai – 600 014.

Dear Sir,

I, V Chandramowli, Company Secretary in Whole-time practice was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Poll process under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing Agreement entered into by the Company with BSE Limited (BSE) on the resolutions contained in the notice to the 31<sup>st</sup> AGM of the Equity Shareholders of the Company held on September 21, 2015 at 10:25 A M at Nahar Hall (South India Hire Purchase Association), Desabandhu Plaza, 1<sup>st</sup> floor, 47, Whites Road, Royapettah, Chennai – 600 014. Submit the report as under:

The Company has appointed Central Depository Services Limited (CDSL) as the service provider for executing the facility of electronic voting to the shareholders of the Company from September 18, 2015 at 9:00 A M IST to September 20, 2015 at 5:00 P M IST all the resolutions set forth in the AGM Notice. The E-Voting results were unblocked by me and the results are given as the annexure .

At the 31<sup>st</sup> AGM of the Company held on September 21, 2015, the Chairman of the Company had suo moto called for the poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll Process. The scrutinizer report in Form No- 13 is also enclosed herewith.

The results of the e-voting together with that of the Poll are also enclosed herewith.

*V. Chandramowli*, B.Sc., B.L., F.C.S.  
Company Secretary

New No. 344, (Old No.244), Ambujammal Street,  
Off - T T K Road, Chennai - 600 018.  
Phone : 24990599


All the resolutions stands passed based on combined result (E-voting and Poll) with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider in respect of the votes cast through e-voting and Poll by the shareholders of the Company and the same shall be handed over to the company for safe keeping.

Thanking you,

Place: Chennai  
Date: 22/09/2015

Signature and Seal

  
V. CHANDRA MOWLI, F.C.S.  
COMPANY SECRETARY  
C.P. No. 902

FORM NO. MGT – 13  
SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman,  
Munoth Communication Limited,  
Suite No 48, Munoth Centre,  
343, Triplicane High Road,  
Chennai – 600 005

31<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of Munoth Communication Limited (MCL) held on Monday, September 21, 2015 at 10:25 A M at Nahar Hall (South India Hire Purchase Association), Desabandhu Plaza, 1<sup>st</sup> floor, 47, Whites Road, Royapettah, Chennai – 600 014.

Dear Sir,

I, V Chandramowli, Company Secretary in Whole-time Practice was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the Poll process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 31<sup>st</sup> AGM of the Equity Shareholders of the Company held on the September 21, 2015 at 10:25 A M at Nahar Hall (South India Hire Purchase Association), Desabandhu Plaza, 1<sup>st</sup> floor, 47, Whites Road, Royapettah, Chennai – 600 014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses and poll papers were diligently scrutinized, The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company, M/s. Cameo Corporate Services Limited and the authorizations lodged with MCL.
3. There were no poll papers which were incomplete and/or otherwise found defective.
4. The result of the Poll is attached herewith as Annexure A
5. The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed in a CD.

*V. Chandramowli*, B.Sc., B.L., F.C.S.  
Company Secretary

New No. 344, (Old No.244), Ambujammal Street,  
Off - T T K Road, Chennai - 600 018.  
Phone : 24990599


6. The Poll Papers and all other relevant records were sealed and handed over to the Company for safe keeping.
7. The combined results of the votes (electronic and physical) are annexed as Annexure B to this report.
8. All of the above mentioned resolutions have been passed with requisite majority.

Thanking you,

Place: Chennai

Date: 22/09/2015

Signature and Seal

  
V. CHANDRA MOWLI, F.C.S.  
COMPANY SECRETARY  
C.P. No. 902

ANNEXURE A

MUNOTH COMMUNICATION LIMITED – 31<sup>ST</sup> Annual General Meeting held on September 31, 2015  
RESULTS OF POLL

1. Ordinary Resolution:- Item No. 1

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2015

Sl. No	Particulars	Number of Members present and Voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	7	4384	100.00
(ii)	Voted against the resolution	0	0	0.00
(iii)	Invalid votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

2. Ordinary Resolution:- Item No. 2

Reappointment of Mr. Vikas Munoth (DIN No: 00769366) as Director who retires by rotation

Sl. No	Particulars	Number of Members present and Voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	6	4243	96.78
(ii)	Voted against the resolution	1	141	3.22
(iii)	Invalid votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

3. Ordinary Resolution:- Item No. 3

Reappointment of Mr. Bharat Munoth (DIN No.00769588) as Director who retires by rotation

Sl. No	Particulars	Number of Members present and Voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	7	4384	100.00
(ii)	Voted against the resolution	0	0	0.00



(iii)	Invalid votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
		0	0

4. Ordinary Resolution:- Item No. 4

Ratification of appointment of M/s Kumbhat & Company as auditors of the Company

Sl. No	Particulars	Number of Members present and Voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	7	4384	100.00
(ii)	Voted against the resolution	0	0	0.00
(iii)	Invalid votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

5. Ordinary Resolution:- Item No. 5

To appoint Ms. Lakshika Mehta (DIN NO: 07183815) as an Independent Director

Sl. No	Particulars	Number of Members present and Voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in favour of the resolution	7	4384	100.00
(ii)	Voted against the resolution	0	0	0.00
(iii)	Invalid votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

## ANNEXURE 2

Item No	Type of resolution	Description	Particulars of business	Total no of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
					No.s	%age	No.s	%age	No.s	%age
1	Ordinary	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2015	E-Voting	6842387	6842387	100.00	0	0.00	0	0.00
			Poll	4384	4384	100.00	0	0.00	0	0.00
			Total	6846771	6846771	100.00	0	0.00	0	0.00
2	Ordinary	Reappointment of Mr. Vikas Munoth (DIN No: 00769366) as Director who retires by rotation	E-Voting	6842387	6842387	100.00	0	0.00	0	0.00
			Poll	4384	4243	99.99	141	0.01	0	0.00
			Total	6846771	6846630	99.99	141	0.01	0	0.00
3	Ordinary	Reappointment of Mr. Bharat Munoth (DIN No.00769588) as Director who retires by rotation	E-Voting	6842387	6842387	100.00	0	0.00	0	0.00
			Poll	4384	4384	100.00	0	0.00	0	0.00
			Total	6846771	6846771	100.00	0	0.00	0	0.00
4	Ordinary	Ratification of appointment of M/s Kumbhat & Company as auditors of the Company	E-Voting	6842387	6842387	100.00	0	0.00	0	0.00
			Poll	4384	4384	100.00	0	0.00	0	0.00
			Total	6846771	6846771	100.00	0	0.00	0	0.00
5	Ordinary	Appointment of Ms. Lakshika Mehta (DIN NO: 07183815) as an Independent Director	E-Voting	6842387	6842387	100.00	0	0.00	0	0.00
			Poll	4384	4384	100.00	0	0.00	0	0.00
			Total	6846771	6846771	100.00	0	0.00	0	0.00