

22nd  
Annual  
Report



2014-2015

KOME – ON  
COMMUNICATION LIMITED

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## INDRODUCTION

**Board of Directors:**

**Shri Bhagyesh Bhatnagar** (DIN: 00480210)  
Chairman & MD & CFO

**Shri Suresh N Vekaria** (DIN: 02138391)  
Director

**Shri Deepak B Mehta** (DIN: 00481863)  
Independent Director

**Smt Meena J Vora** (DIN: 06752894)  
Additional Director (Independent)

**Secretarial Auditor**

**Shri Dilip Motwani & Co.**  
Practicing Company Secretary

**Bankers**

Sarvodaya Commercial Co-op Bank Ltd  
Canara Bank

**Statutory Auditors**

**M/s Kalpesh A Mehta & Co.**  
(Firm No. 116119W)  
Chartered Accountants  
A-12, Mangaldeep Apartment  
Nr. Tulsi Row House, Jodhpur Village Road  
Satellite, Ahmedabad – 380015

**Registered Office**

A/903 Fairdeal House,  
Nr. Swastik Char Rasta,  
Navrangpura, Ahmedabad – 380 009

**Studio**

2/3 Hiranya Apartment  
Opp. Tulip Bunglows, Drive-in Road  
Thaltej, Ahmedabad 380 054

**Share Transfer Agent & Registrar**

**M/s Share Pro Services (Inida) Pvt Ltd**  
13 AB Samhita Warehousing Complex,  
2nd Floor, Sakinaka Telephone Exchange Lane,  
Sakinaka, Andheri (E), Mumbai-400072

**NOTICE**

**NOTICE** is hereby given that the 22<sup>nd</sup> ANNUAL GENERAL MEETING of KOME – ON COMMUNICATION LIMITED will be held on Tuesday the 29<sup>th</sup> September, 2015 at B-212, Nandan Apartment, Ramdev Nagar, Satellite Road, Ahmedabad - 380 015 at 11.30 a.m. to transact the following business :

**ORDINARY BUSINESS :**

1. To receive , consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2015 , the Profit and Loss account for the year ended on 31<sup>st</sup> March 2015 and the reports of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri Bhagyesh G Bhatnagar (DIN: 00480210) who retires on rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014 and considering the recommendations made by the Audit Committee, the consent of the Board be and is hereby recommends M/s Kalpesh A Mehta & Co., Chartered Accountants (Firm registration no: 116119W ) for appointment as the statutory auditor of the company for the financial year 2015-2016, from the conclusion of this Annual General Meeting till the conclusion of next four annual general meeting, at a remuneration to be decided in consultation with it.”

**SPECIAL BUSINESS**

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

**RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) therefore, for the time being in force) and Clause 49 of the listing agreement and having noted the

statement given by the Board that in its opinion Smt. Meena Jayesh Vora (DIN: 06752894) fulfills the conditions specified in the Companies Act, 2013 for such appointment, this meeting approves the appointment of Smt. Meena Jayesh Vora (DIN: 06752894) as Independent Director for term of five years from the date 29/09/2015.

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

5. **RESOLVED THAT** pursuant to provisions of Section 94 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") and subject to approval of shareholders, the consent be and is hereby accorded for keeping the registers required to be maintained under section 88 along with copies of Annual Return prepared under section 92 at B-212, Nandan Apartment, Satellite, Ramdev Nagar, Ahmedabad – 380 015 instead of the registered office of the Company

**RESOLVED FURTHER THAT** Ms D. N. Motwani & Co. Company Secretary be and is hereby authorized to file the copy of the resolution proposed to be passed in the general meeting with the Registrar of Companies in Form no MGT-14 within the prescribed time and to do all the acts, deeds and things which are necessary to give effect to the above said resolution.

6. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

**APPOINTMENT OF MANAGING DIRECTOR**

**RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provision if any, of Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) therefore and Clause 49 of the listing agreement, for the time being in force) Mr. Bhagyesh Bhatnagar (DIN: 00480210) be and is hereby appointed as the Managing Director of the Company for the period of 5 years effective from 15<sup>th</sup> July, 2015.

**RESOLVED FURTHER THAT** any Director and Mr. D.N. Motwani, Practicing Company Secretary be authorised to upload and certify Form DIR-12 and MR-1 for the aforesaid appointment.

**Date: 15<sup>th</sup> July, 2015**  
**Place: Ahmedabad**

**On The Behalf of Board,**  
**Sd/-**

**Bhagyesh Bhatnagar**  
**Chairman & MD**  
**(DIN: 00480210)**

**NOTES :**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING. 'A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING*
2. Re-appointment of Director: At the ensuing Annual General Meeting, Shri. Bhagyesh G Bhatnagar, Director (DIN: 00480210) retires by rotation and being eligible, offers himself for reappointment. The details pursuant of Clause 49 of the listing agreement are furnished in the Corporate Governance Report forming part of the Annual Report and explanatory statement is annexed hereto:
  3. Smt. Meena Jayesh Vora (D.I.N: 06752894) who was appointed as Additional Director (Independent Director) on 28/03/2015 to hold the office upto the Date of AGM. The Company has received a notice from a member under section 160 of Companies Act, 2013 along with the deposit fees of Rs. 1,00,000/- (Rupees One Lac Only), refundable on election of the said Director. The details pursuant of Clause 49 of the listing agreement are furnished in the Corporate Governance Report forming part of the Annual Report and explanatory statement is annexed hereto:
  4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
  5. The Company has notified closure of Register of Members and Transfer Books thereof from 22<sup>nd</sup> September 2015 to 29<sup>th</sup> September 2015 (both days inclusive) as per section 91 sub section (1) of the Companies Act, 2013,
  6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
  7. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant(s) of any change in their addresses.
  8. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking re-appointment at the meeting are annexed to the Notice.
  9. Members are requested to kindly bring their copies of the Annual Report to the Meeting.
  10. In terms of Section 101 of the Companies Act, 2013 and Rule 18(2) and 18(3) of the Companies (Management and Administration) Rules, 2014 a notice is being sent through post, electronic mode, to such Members entitled to receive such email as per the records of the Company or as provided by the Depository.
  11. In case of joint holders attending the meeting only such joint holder, who is higher in the order of names will be entitled to vote.
  12. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the Attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
  13. Members, desiring any information pertaining to account, are requested to write to the Company 10 days before the date of meeting, so that the information can be made available at the meeting.

14. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
15. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same with the registrars M/s Sharepro Services(India) Limited of the Company. The members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only.

#### **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 (the Act)

1. The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 4 of the accompanying Notice dated May 30, 2015.

#### **Item Nos. 4**

Smt. Meena Jayesh Vora (D.I.N: 06752894) who was appointed as Additional Director (Independent Director) on 28/03/2015 to hold the office upto the Date of Annual General Meeting. The Company has received a notice from a member under section 160 of Companies Act, 2013 along with the deposit fees of Rs. 1,00,000/- (Rupees One Lac Only), refundable on election of the said Director as Independent Director u/s 149 of Companies Act, 2013, with effect from 29/09/2015.

The office of this Director shall not be determined for the purpose of calculating rotational directors as well as the strength of the Board. The Board is of the opinion that this Director is person of integrity and possess relevant expertise and experience. The Board is of the view that her appointment will be in the interest of the Company. Smt. Meena J Vora (D.I.N: 06752894) is a commerce graduate and has vast experience of over 2 decades in Industrial finance. She has no pecuniary relationship with the Company and she fulfill all the condition to be appointed as Independent Director of the Company.

**Name of the Company in which she hold position as Director of the Company**

Sr. No.	NAME OF THE DIRECTOR	DIN	DIRECTORS HIP IN OTHER COMPANIES
	Smt. Meena Jayesh Vora	06752894	AOG Automotive Pvt. Ltd

None of the Directors are interested in the said resolution except one who is to be appointed as Independent Director of the Company

#### **ITEM NO : 5**

The Company proposes to keep statutory register in the address mentioned in resolution no -5. Such action requires your approval by way of Special Resolution u/s 94 of the Companies Act, 2013. The Board recommends the Special Resolution set out in item no -5 of the Notice convening the meeting.

None of the Directors are interested in the said resolution.

#### **Item No – 6**

Subject to the approval of Shareholders under section 196,197 and 203 of the Companies Act, 2013, thought is given by the management to appoint Mr. Bhagyesh Bhatnagar as Managing Directors with effect from 15<sup>th</sup> July, 2015 as stated in resolution no.6 of the notice. Looking to his day to day involvement in the business of the Company it was considered necessary to appoint him as Managing Director (KMP). Mr. Bhagyesh Bhatnagar will be paid remuneration of Rs. 13,000/- per month.

The Appointments are in accordance with the provisions of section 196 and Schedule IV of the Companies Act, 2013.

None of the Directors except appointees is interested in the said resolution.

**Date: 15<sup>th</sup> July, 2015**  
**Place: Ahmedabad**

**For & On Behalf of Board,**  
**Sd/-**  
**Bhagyesh Bhatnagar**  
**(DIN: 00480210)**



**DIRECTORS REPORT**

**To**  
**The Members**  
**Kome-on Communication Limited**

Your Directors have pleasure in presenting the 22<sup>nd</sup> Annual Report on the Business of the Company and the Audited Statements of Accounts for the year ended 31st March 2015 and Auditors Report thereon.

**OPERATIONS:**

The Company operates its business in the field of Entertainment Industry by providing consultation to various production houses and also operates in the area of developing and marketing serials, feature films software for electronic channels also lets out studio equipments related to entertainment.

During the year under preview, the company has rendered their professional expertise consultancy in developing software on demand also was able to sublet the video rights for short term to interested client from the stock of programs with your Company. Your Company has started getting positive response from the industry.

Being in a competitive market the Company has a threat of new creative concept to be copied by other production houses by initiating minor changes in the program.

**FINANCIAL RESULTS:**

Sr. No.	Particulars	Financial Year Ended 2014 – 2015	Financial Year Ended 2013 – 2014
1.	Gross Income*	<b>868610.00</b>	<b>749060.00</b>
2.	Profit before Tax	<b>59567.03</b>	<b>56326.00</b>
	Interest and Depreciation		
3.	Gross Profit	<b>59567.03</b>	<b>56326.00</b>
4.	Depreciation	<b>0.00</b>	<b>4676.00</b>
5.	Net Profit before	<b>59567.03</b>	<b>51650.00</b>
6.	Provision for Tax	<b>19000.00</b>	<b>16000.00</b>
7.	Profit after Tax	<b>40567.03</b>	<b>35650.00</b>
8.	Profit/(loss) b/f from previous year	<b>46882.18</b>	<b>11232.18</b>
9.	Profit available for appropriation	<b>87449.21</b>	<b>46882.18</b>
10.	Profit carried to Balance Sheet	<b>87449.21</b>	<b>46882.18</b>

**\*Gross Income includes Sales from operations, other income and increase/decrease in stock.**

**FINANCIAL PERFORMANCE:**

During the year under review, your Company has earned total income of Rs. 8,68,610.00 against Rs. 7,49,060.00 in the previous year. The Company earned net profit of Rs. 40567.00 compared to Rs. 35650.00 in the previous year.

**DIVIDEND:**

Your Directors deliberated at length and could not consider declaring dividend to the equity shareholders of the company during the financial year in view of the inadequate profits. Your Directors resolved to put in every effort to declare and pay dividend to the equity shareholders of the Company at the earliest.

**AMOUNTS TRANSFERRED TO RESERVES:**

The Board of the company has proposed to carry Rs 40567.03 to its reserves.

**EXTRACT OF ANNUAL RETURNS:**

The extract of Annual Return, in format MGT -9, for the Financial Year 2014-15 has been enclosed with this report as **Annexure – I**

**DETAILS OF SUBSIDIARIES COMPANIES, ASSOCIATE COMPANY & LP/PARTNERSHIP**

Sr. No.	Name of Company	Nature of Relationship	No. of Share hold/Capital Contribution
	NIL	NIL	NIL

**\*There is no Subsidiary of Company hence no such information is provided**

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

Following investments are prior to 1<sup>st</sup> April 2014. No investment made during the year

- Gurjar Grauvvers Pvt. Ltd
- Sunrise Synthetic Pvt. Ltd
- Suraj Chemtech

During the financial year 2014-15, the Company has not given any loan to any Company including Associate Concern.

The investment in other securities is within the authority given to the Board by the shareholders under Section 372A of the Companies Act, 1956/Section 186 of the Companies Act, 2013.

**RELATED PARTY TRANSACTION:**

There are no Related Parties transaction recorded during the financial year hence Form AOC-2 is not forming part of this report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the listing agreement with the Stock Exchanges in India is presented as **Annexure – II** forming part of the Annual Report.

### FINANCE:

Because of low turnover and nominal profit recorded in the current fiscal year, the Company was unable to clear the outstanding to SIDBI against the term loan but your Company is putting best of its efforts to clear the secured loan in near future.

### FIXED DEPOSITS:

During the year under review, the company has not accepted any Fixed Deposit from Public within the meaning of section 73 of the Companies Act, 2013 under Chapter V.

### DIRECTORS:

Your Directors dedicate themselves to the principles and ideals to meet the expectation of the stakeholders of the company.

In accordance with the section 152 (6)(a)(i)(ii) of Companies Act, 2013, and the Articles of Association of the Company, one of your Director, viz., Mr. Bhagyesh Bhatnagar (DIN: 00480210) retires by rotation, and is eligible for re-appointment.

Smt. Meena Jayesh Vora was appointed as an Additional Director (Independent Director) of the Company effective from March 28, 2015 and holds office upto the date of the forthcoming Annual General Meeting.

As per the provision of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Meena Jayesh Vora, are proposed to be appointed as Independent Directors of the Company for a period of five years commencing from March 28, 2015.

Your approval for their appointments as Directors has been sought in the Notice convening the Annual General Meeting of the Company.

### KEY MANAGERIAL PERSON:

Your Company has appointed Key Managerial Persons as prescribed under section 203 of the Companies Act, 2013 in the Board Meeting held on 15<sup>th</sup> July 2015

## DIRECTORS REMUNERATION:

As prescribed under section 134(1)(e) Of Companies Act, 2013, it is to inform that none of the Directors are drawing salary in view of low turnover of the Company except Shri Bhagyesh G Bhatnagar whose entitlement is of Rs. 15,000/- but he also is drawing Rs. 13,000/-. Hence the detailed list of directors drawing salaries is not provided in the report. The Board of Directors has fixed Rs. 15,000/- as remuneration to Shri Bhagyesh Bhatnagar (DIN: 00480210) for the financial year, if and only if Company makes profit or will be entitle for Rs. 13,000/- only.

## THE DIRECTORS RESPONSIBILITY STATEMENT (UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013.

Pursuant to the requirements under section 134(5) read with section 134(3)(c) of the Companies Act, 2013 with respect to Directors Responsibility statement it is hereby confirmed that:

- 1) In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- 2) The Directors had selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit and loss of the Company for that period.
- 3) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) The Directors had prepared the annual accounts on a going concern basis; and
- 5) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- 6) The Directors have had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



**BOARD MEETINGS:**

As required under section 134(3)(b) of Companies Act, 2013 we would like to inform that the Board of Directors met six times during the current financial year 2014 – 2015. Date of meetings is given in the Corporate Governance Report for reference.

**GROUP**

Pursuant to intimation received from the Promoters, the names of the Promoters and entities comprising 'group' as defined under the Monopolies and Restrictive Trade Practices Act, 1969 are disclosed in the Annual Report for the purpose of the SEBI (Substantial Acquisition of Shares and Takeovers) regulations, 2011.

**STATUTORY AUDITORS:**

At the Annual General Meeting, the Members are requested to re-appoint M/s Kalpesh A Mehta & Co., Chartered Accountants (Firm No. 116119W), were appointed as Statutory Auditors for the financial year 2014-15 to hold office until the conclusion of the ensuing Annual General Meeting. Being eligible the Board recommends their re-appointment as Statutory Auditors for the Financial period of four consecutive year from 29<sup>th</sup> September 2015 up to the Annual General Meeting to be held in the year 2019-2020.

The Company has received letters from M/s Kalpesh A Mehta & Co., Chartered Accountants, to the effect that their appointment if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013, and that they satisfies the criteria provided in the Section 141 of the Companies Act, 2013.

**WEBSITE:**

Pursuant to Clause – 54 of Listing Agreement your Company has developed the website of the Company and as required uploaded all the documents necessary to keep the stakeholders updated. [www.komeon.in](http://www.komeon.in)

**CAUTIONARY STATEMENT**

Pursuant to section 134(3)(n) of Companies Act, 2013, Statements in the Management discussion and Analysis as provided in ANNEXURE II.

**STOCK EXCHANGE LISTINGS:**

The Company confirms that it has cleared the Annual Listing Fees to ASE and has obtained NOC for getting the securities Listed on any National Platform, custodian fees of NSDL, CDSL till the financial year 2014-2015. Negotiation with share transferring agent in regards to the interest which has been levied is under way. The Company is approaching major stock exchanges for listing in view of de-recognition of

Regional Stock Exchanges but the threat is of running legal cases even after BSE easing the listing norms.

**DEMATERIALIZATION OF SHARES:**

The Company's Registrar & Transferring Agent (Electronic Transfer) are M/s Sharepro Services, 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (E), Mumbai-400072, have established connectivity to both the Depositories to facilitate trading in the electronic mode. As on 31.3.2014, 84.58% of Equity shares were dematerialized. Because of non payment of fees they have stopped the services since 2011 – 2012.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Kome – on Communication Limited has Modified the erstwhile policy for Prevention of Sexual Harassment at the Workplace and the Board of Directors have unanimously adopted the same w.e.f. July 23, 2014.

Vide notification dated December 9, 2013 Ministry of Women and Child Development have introduced Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013. The earlier policy has been amended by incorporating the rules and procedures as mandated in the said notification. The revised policy shall be in effect from July 23, 2014.

Company has Appointed Smt. Meena Jayesh Vora (DIN: 06752894) to redress the issues regarding Sexual Harassments at work place.

During the Financial year no complaint was received of Sexual Harassments at work place.

**AUDIT COMMITTEE CONSTITUTION:**

In compliance with the provisions of the Section 177 of the Companies Act, 2013 and the listing agreement entered into with the stock exchanges, the company had constituted an Audit Committee consisting of highly qualified and experienced members from various fields. The committee meets periodically to review the quarterly financial statements and recommends its findings to the Board apart from taking action independently whenever required. The Secretary attends and participates in the Audit Committee Meetings.

**DISCLOSURES:****CONSERVATION OF ENERGY TECHNOLOGY  
ABSORPTION AND FOREIGN EXCHANGE****OUTGO:**

Information pursuant to Section 134(3)(m) of the Companies Act, 2013` read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the company keeping in view the nature of business carried out by the company.

The Foreign Exchange earnings and out go is: C.Y Nil  
PY.Nil

**REPLY TO QUALIFICATION RAISED BY  
SECRETARIAL AUDITOR BY THE BOARD ARE AS  
FOLLOWS:**

The Board wishes to state that it has appointed the Key Managerial Person as prescribed under section 203 of the Companies Act, 2013 in the meeting held on 15<sup>th</sup> July 2015 and also cleared the outstanding dues of CDSL & NSDL. Negotiations are on with R&T agents for clearing the outstanding dues. The Management is hopeful to comply with SEBI norms for maintaining the entire promoters share in electronic form. As on date 84.58% of shares are in electronic form.

A Practising Company Secretary of the Company has carried out secretarial audit every quarter to reconcile the total admitted capital with the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**CORPORATE GOVERNANCE:**

A separate report on Corporate Governance as stipulated under clause 49 of the listing agreement with the Stock Exchanges, is furnished as a part of the Annual Report along with the Auditors Certificate on its Compliance (**Annexure – III**).

Under clause 49 of the Listing Agreement, your Directors are pleased to inform that your Company

has implemented all the major stipulations prescribed under clause 49 of the Listing Agreement with the Stock Exchanges. A certificate from the Practising Company Secretary M/s D. N. Motwani & Co in the line with clause 49 is annexed to and forms part of the Director's Report.

**SECRETARIAL AUDIT REPORT:**

Mr. Dilip Motwani, Practising Company Secretary has conducted the Secretarial Audit Report for the Financial Year 2014-15, report of the same is attached as **Annexure-IV**.

**CORPORATE SOCIAL RESPONSIBILITY:**

Pursuant to the norms laid down under section 135 of Companies Act, 2013, the Company is not liable to constitute a Corporate Social Responsibility Committee (CSR Committee) as your company does not meet the eligibility criteria for framing its Corporate Social Responsibility policy accordingly.

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

**VIGIL MECHANISM:**

Provision of Vigil Mechanism is not applicable to Company as Company do not fulfill the criteria of Section 177(9) of the Act.

**For & on behalf of the Board**  
sd/-  
**Bhagyesh Bhatnagar**  
**Chairman &M.D.**  
**(DIN: 00480210)**

**Place: Ahmedabad**  
**Date : 15<sup>th</sup> July, 2015**

**ANNEXURE - 1**  
**FORM NO. MGT.9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2015

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L92110GJ1994PLC021216
- ii) Registration Date : 3<sup>rd</sup> February, 1994.
- iii) Name of the Company : KOME-ON COMMUNICATION LTD
- iv) Category / Sub-Category of the Company :  
Category : Company Limited by shares  
Sub-Category : Indian Non-Government Company
- v) Address of the Registered office and contact details : A/903 Fairdeal House, Swastik char Rasta, Navrangpura, Ahmedabad – 380 009
- vi) Whether listed company Yes / No : Yes
- vii) Name & Contact details of Registrar and Transfer Agent, if any : *M/s Share Pro Services (Inida) Pvt Ltd*  
13 AB Samhita Warehousing Complex,  
2nd Floor, Sakinaka Telephone Exchange Lane,  
Sakinaka, Andheri (E), Mumbai-400072

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% of total turnover of the company
1	Entertainment and Media	Group 921, Class 9211,	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Not Applicable	-----	Not Applicable	Not Applicable	NA

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

SR. NO	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	<b>Promoters</b>									
	(1) Indian	-	-	-	-	-	-	-	-	
	a) Individual/HUF	2157000	398253	2555253	17.03	2157000	398253	2555253	17.03	
	b) Central Govt/State Govt(s)	-	-	-	-	-	-	-	-	
	c) Bodies Corp.	-	-	-	-	-	-	-	-	
	d) Banks/FI	-	-	-	-	-	-	-	-	
	e) Any Other..	-	-	-	-	-	-	-	-	
	(e-i) Director Relative (e-ii)	24152	693702	717854	4.78	24152	693702	717854	4.78	
	<b>Sub-total (A) (1):-</b>	2181152	1091955	3273107	21.81	2181152	1091955	3273107	21.81	0.00
	(2) Foreign	-	-	-	-	-	-	-	-	
<b>Sub-total (A) (2):-</b>										
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	2181152	1091955	3273107	21.81	2181152	1091955	3273107	21.81	0.00	
B	<b>Public Shareholding</b>									
	1. Institutions	-	-	-	-	-	-	-	-	
	<b>Sub-total (B)(1):-</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	2. Non-Institutions									
	a) Bodies Corp.	2310000	0.00	2310000	15.39	2310000	0.00	2310000	15.39	
	i) Indian	-	-	-	-	-	-	-	-	
	ii) Overseas	-	-	-	-	-	-	-	-	
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	946452	1085800	2032252	13.54	946452	1085800	2032252	13.54	
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7257248	135500	7392748	49.26	7257248	135500	7392748	49.26	
c) Others (specify)(NRI) Clearing Members	-	-	-	-	-	-	-	-		
<b>Sub-total (B)(2):-</b>	10513700	1221300	11735000	78.19	10513700	1221300	11735000	78.19	0.00	
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	10513700	1221300	11735000	78.19	10513700	1221300	11735000	78.19	0.00	
C	Shares held by Custodian for GDRs & ADRs									
	<b>Grand Total (A+B+C)</b>	12694852	2313255	15008107	100.00	12694852	2313255	15008107	100.00	0.00

## (ii) Shareholding Pattern:

SR. NO.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/encumbered to total shares	
1	ALKA BAROT	1000	0.01	0.00	1000	0.007	0.00	0.000
2	ALKA JAUHARI	1000	0.01	0.00	1000	0.007	0.00	0.000
3	AMIT BHATNAGAR	500	0.00	0.00	0	0.000	0.00	0.003
4	ANAND SWAROOP BHATNAGAR	200	0.00	0.00	200	0.000	0.00	0.000
5	ARCHANA BHATNAGAR	100	0.00	0.00	0	0.000	0.00	0.000
6	ASHA BHATNAGAR	10000	0.07	0.00	0	0.000	0.00	0.067
7	ASHOK BHATNAGAR	200	0.00	0.00	200	0.000	0.00	0.000
8	ASHOK S SHAH	8500	0.06	0.00	8500	0.056	0.00	0.000
9	ASHOO BHATNAGAR	1000	0.01	0.00	1000	0.000	0.00	0.000
10	ATUL PATEL	2500	0.02	0.00	0	0.000	0.00	0.167
11	B RAI	500	0.00	0.00	500	0.000	0.00	0.000
12	BHAGEYSH BHATNAGAR	398101	2.65	0.00	479502	3.194	0.00	0.542
13	CHANDRABEN C DOSHI	8500	0.6	0.00	8500	0.056	0.00	0.000
14	CHIRAG VYAS	20000	0.13	0.00	20000	0.133	0.00	0.000
15	DAYA RATAN BHATNAGAR	100	0.00	0.00	100	0.001	0.00	0.000
16	DEEPAK J JOSHI	2000	0.01	0.00	1	0.000	0.00	0.013
17	DEEPAK JAUHARI	1000	0.01	0.00	1000	0.007	0.00	0.000
18	DEVANG VYAS	2501	0.02	0.00	0	0.000	0.00	0.017
19	DHARMENDRA GOHEL	10000	0.07	0.00	10000	0.067	0.00	0.000
20	DINESH GOHEL	2500	0.02	0.00	0	0.000	0.00	0.017
21	DIPAK JOSHI	2701	0.02	0.00	0	0.000	0.00	0.018
22	DIPAK MARWADI	50000	0.33	0.00	0	0.000	0.00	0.333
23	DIPEN CHOKSHI	2900	0.02	0.00	200	0.001	0.00	0.018
24	DR RAMESH BHATNAGAR	3001	0.02	0.00	0	0.000	0.00	0.020
25	DR RAVI SAXENA	100	0.00	0.00	100	0.001	0.00	0.000
26	DR. JANMAJAY SHAH	200	0.00	0.00	200	0.001	0.00	0.000
27	DR. KIRAN SAXENA	100	0.00	0.00	100	0.001	0.00	0.000
28	GYAN S BHATNAGAR	3200	0.02	0.00	23200	0.155	0.00	0.133
29	HIMANSHU BHATNAGAR	1400	0.01	0.00	1400	0.009	0.00	0.000
30	INDIRA PATEL	4500	0.03	0.00	4500	0.030	0.00	0.000
31	JAIDEEP JHA	100	0.00	0.00	100	0.001	0.00	0.000
32	JAYDEEP BHATNAGAR	600	0.00	0.00	600	0.004	0.00	0.000
33	JAYSHREE NAVIN PATEL	1000	0.01	0.00	1000	0.007	0.00	0.000
34	JAYSHREE PATEL	6900	0.05	0.00	4500	0.030	0.00	0.015
35	KALPANA PAREKH	500	0.00	0.00	500	0.003	0.00	0.000
36	KAMLESH J ZAVERI	13500	0.09	0.00	13500	0.090	0.00	0.000
37	KAMLESH SHAH	2500	0.02	0.00	0	0.000	0.00	0.017
38	KARTIK SHANTILAL VADWALA	1000	0.01	0.00	1000	0.007	0.00	0.000
39	KIRAN BAROT	1000	0.01	0.00	1000	0.007	0.00	0.000
40	KUNTAL BHATNAGAR	5700	0.04	0.00	5700	0.038	0.00	0.000
41	MANISH AGRAWAL	1700	0.01	0.00	0	0.000	0.00	0.011
42	MANJU BHATNAGAR	100	0.00	0.00	100	0.001	0.00	0.000
43	MEHUL A SHAH	10000	0.07	0.00	10000	0.067	0.00	0.000
44	MONIKA BHATNAGAR	155951	1.04	0.00	314001	2.092	0.00	1.053
45	MUKESH BHATT	25000	0.17	0.00	0	0.000	0.00	0.167
46	MUKESH C DOSHI	10000	0.07	0.00	0	0.000	0.00	0.067
47	NATHU BHATT	2500	0.02	0.00	0	0.000	0.00	0.017
48	NEENA B BHAVSAR	4000	0.03	0.00	4000	0.027	0.00	0.000
49	NINA SHAH	5000	0.03	0.00	5000	0.033	0.00	0.000
50	PANKAJ BHAILAL ADESARA	2001	0.01	0.00	2001	0.013	0.00	0.000
51	PRATIK B MEHTA	100	0.00	0.00	100	0.001	0.00	0.000
52	PRAVINABEN A SHAH	2500	0.02	0.00	2500	0.017	0.00	0.000

53	R. P. BHATNAGAR	41000	0.27	0.00	0	0.000	0.00	0.273
54	RAHUL BHATNAGAR	1000	0.01	0.00	1000	0.007	0.00	0.000
55	RAJIV BHATNAGAR	10000	0.07	0.00	0	0.000	0.00	0.067
56	RAJU BAROT	2000	0.01	0.00	2000	0.013	0.00	0.000
57	RAJU M SOLANKI	715000	4.76	0.00	715000	4.764	0.00	0.000
58	RAJU MEHTA	10000	0.07	0.00	10000	0.067	0.00	0.000
59	RAMESH P BHATNAGAR	5500	0.04	0.00	49501	0.329	0.00	0.293
60	RAMESH PATEL	2000	0.01	0.00	2000	0.013	0.00	0.000
61	RAMESH R MEHTA	3800	0.03	0.00	3800	0.025	0.00	0.000
62	RASHMIN PATEL	8000	0.05	0.00	8000	0.053	0.00	0.000
63	RITA PATEL	1000	0.01	0.00	1000	0.007	0.00	0.000
64	RUDRADATT RANA	50000	0.33	0.00	50000	0.333	0.00	0.000
65	RUPESH BHATNAGAR	40401	0.27	0.00	40401	0.269	0.00	0.000
66	SAMIR DALANI	23750	0.16	0.00	0	0.158	0.00	0.158
67	SANJAY KUMAR PANDEY	100	0.00	0.00	100	0.001	0.00	0.000
68	SANJAY PATEL	2500	0.02	0.00	0	0.000	0.00	0.017
69	SANJAY SONI	500	0.00	0.00	500	0.003	0.00	0.000
70	AMAR YADAV	1000	0.01	0.00	0	0.000	0.00	0.007
71	SHAMA BHATNAGAR	16500	0.11	0.00	16500	0.110	0.00	0.000
72	SHANTI BHATT	15000	0.10	0.00	0	0.000	0.00	0.100
73	SHARDA V SHAH	100	0.00	0.00	100	0.001	0.00	0.000
74	SHYAM S BHATNAGAR	20000	0.13	0.00	0	0.000	0.00	0.133
75	SOHANLAL BHATT	15000	0.10	0.00	0	0.000	0.00	0.100
76	SONI PATEL	1000	0.01	0.00	1000	0.007	0.00	0.000
77	SUCHITA SHAH	500	0.00	0.00	500	0.003	0.00	0.000
78	SUMAYAJEET GHOSH	100	0.00	0.00	100	0.001	0.00	0.000
79	SWETA DOSHI	1440000	9.6	0.00	1440000	9.595	0.00	0.000
80	VASUMATI R MEHTA	1900	0.01	0.00	1900	0.013	0.00	0.000
81	VIPUL VYAS	50000	0.33	0.00	2400	0.333	0.00	0.317
82	ANIL BHATNAGAR	500	0.00	0.00	500	0.003	0.00	0.000
83	SHASHI BANSODE	5000	0.03	0.00	0	0.000	0.00	0.033
	<b>TOTAL</b>	<b>3273107</b>	<b>21.81</b>	<b>0.00</b>	<b>3273107</b>	<b>21.81</b>	<b>0.00</b>	<b>0.000</b>

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

SR. NO	PARTICULAR	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3273107	21.81		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):				
	At the End of the year	3273107	21.81		



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. NO	Name OF The Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End Of the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	PARESH PRAFULBHAI SHAH	1684500	11.22	1684500	11.22
2	JHAVERI TRADING & INVESTMENT PVT	1050000	7.00	1050000	7.00
3	TRANS FINANCIAL RESOURCE	750000	5.00	750000	5.00
4	PATEL NAMAN KIRANKUMAR	720000	4.80	720000	4.80
5	VINOD DHANDHORE	720000	4.80	720000	4.80
6	PRAFUL GONDHALI	720000	4.80	720000	4.80
7	ASHISH P PARMAR	720000	4.80	720000	4.80
8	BHARATBHAI R DOSHI	720000	4.80	720000	4.80
9	MAHESH NAROTTAMBHAI PATEL	600000	4.00	600000	4.00
10	ACCURATE FINSTOCK PVT LTD	500000	3.33	500000	3.33
11	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment/transfer/bonus/sweat equity etc.,)	NIL			
12	At the End of the year (or on the date of separation, if separated during the year)	NIL			

(v) Shareholding of Directors and Key Managerial Personnel:

SR. NO	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	Bhagyesh Bhatnagar	398101	2.65	479502	3.19
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment/transfer/bonus/sweat equity etc.,)	Transfer of 81,401 Equity Share on 28/03/2015		81,401	0.54
2	At the End of the year	479502	3.19	479502	3.19

**V. INDEBTNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	41,50,000	NIL	NIL	41,50,000
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	41,50,000	NIL	NIL	41,50,000
Change in Indebtedness during the financial year				
• Addition				
• Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	41,50,000			41,50,000
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	41,50,00	NIL	NIL	41,50,000

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>BHAGYESH BHATNAGAR (DIN: 00480210)</b>	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	156000.00	156000.00
2	Stock Option	NIL	
3	Sweat Equity	NIL	
4	Commission as % of profit - others, specify...	NIL	
5	Others, please specify	NIL	
	<b>Total (A)</b>	156000.00	156000.00
	Ceiling as per the Act*		

Thus, the remuneration payable to working Directors is within the limits prescribed under Schedule V of the Companies Act, 2013.

**B. Remuneration to other directors:**

SR. NO.		Particulars of Remuneration			Total Amount
		SURESH N VEKARIA	DEEPAK B MEHTA	MEENA J VORA	
	<b>3. Independent Directors</b>				
	• Fee for attending board committee meetings • Commission • Others, please specify	NIL	NIL	NIL	
	Total (1)	NIL	NIL	NIL	
	<b>4. Other Non-Executive Directors</b>				
	• Fee for attending board committee meetings • Commission • Others, (Sitting Fees)	3000.00	3000.00	NIL	
	Total (2)	NIL	NIL	NIL	
	Total (B) = (1 + 2)	NIL	NIL	NIL	
	Total Managerial Remuneration	NIL	NIL	NIL	
	Overall Ceiling as per the Act	NIL	NIL	NIL	

**REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	Yet to be appointed	Yet to be appointed	
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission - as % of profit - others, specify...	--	--	--	--
5	Others, please specify	--	--	--	--

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				

Date: 15<sup>th</sup> July, 2015  
Place: Ahmedabad

For & On Behalf of Board,  
Sd/-  
Bhagyesh Bhatnagar  
Charirman & MD  
(DIN: 00480210)

**MANAGEMENT DISCUSSION AND ANALYSIS****ANNEXURE – II****A) FAST FORWARD LOOKING STATEMENTS**

Statements in this Management Discussion and Analysis of financial Condition and results of Operations of the Company describing the Company's objectives, expectations or predictions may be forwarded looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include such allegation, charges levied by the regulatory authority, changes in government regulations, tax laws, economic developments within the country and such other factors.

The financial statements are prepared on accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the Accounting Standards read with Companies (Accounting Standards). The Management of Kome-on Communication Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profits for the year. The following discussions on our financial condition and results of operations should be read together with financial statements and the SCHEDULES to these statements included in the Annual Report.

Unless otherwise specified or the context otherwise requires, all references herein to 'we', 'us', 'our', 'the company', 'Kome-on', 'kcl' are to Kome-on Communication Limited.

**B) INDUSTRY STRUCTURE AND DEVELOPMENTS, OPPORTUNITY AND THREATS, PERFORMANCE OUTLOOK AND RISKS AND CONCERNS.**

The philosophy is backed by principles of concern, commitment, ethics, excellence and learning in all its acts and relationships with

stakeholders, customers, associates and community at large which has always propelled the Company towards higher horizons.

From our last year performance outlook report, you all shall appreciate that the exploration activities in the Electronic Media Industry had shown signs of improvement in Domestic market of event & reality based program followed by public responses through SMS, Telephones, email etc. which has great mileage in the viewer ship of channels. It is being observed that very next program shown on the channels is event & reality based. Therefore, looking to the great demand, Company has eventually entered into consulting the event & reality based programs.

The Company is not planning to produce the said programs as large amount of finance is required in the production and management does not find appropriate to block such a huge amount. The Company has advanced small amount to producers for developing the pilots episodes.

The major concern to the company since years is of the advances to the tune of Rs 1367.14 made for Capital Goods. In respect to secure the interest of the stake holders a special resolution was presented in the 10<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2003 a special resolution was passed anonymously by the stake holders to recover the amount advanced as capital expenditure to set up a studio and invest the so collected amount in securities in the interest of stakeholders.

In this regard your Company has taken several measures to recover the money from the concerned parties paid as booking amount in advance against the purchase of proposed capital goods. The contract could not be successfully executed due to delay in receiving balance call money from the stake holder within the stipulated time given in the prospectus. Due to this the project was effected as the company could not pay the full consideration amount of the project as projected in the prospectus and the contract was null and void after the expiry of last date. Since those years the Company is continuously approaching the parties to refund the amount accepted as advance.

The Company faces threat due to high domestic & international competitors & regular advancement in technology. The Company also faces threat from piracy, coping of creative idea, by an

individual, company or any person related to the field.

**C) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Internal Control System comprises of exercising controls at various stages and is established in order to provide reasonable assurance for:

- i) Safeguarding Assets and their usage.
- ii) Maintenance of Proper Accounting Records and Adequacy and Reliability of Information used for carrying on Business Operations.

**The Key elements of the system are as follows:**

- a) Existence of Authority Manuals and periodical updating of the same for all Functions.
- b) Existence of Clearly defined Organizational Structure and Authority.
- c) Existence of Corporate Policies for Financial reporting and Accounting.
- d) Existence of Management Information System updated from time to time as may be required
- e) Existence of Annual Budgets and Long Term Business Plans.
- f) Periodical Review of Opportunities and Risk Factors depending on the Global/Domestic Scenario and to undertake measures as may be necessary

**D) HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS:**

The Company continued with its Policy of Human Resources Development and retention. To enrich the skills of employees and enrich their experience, the Company arranges practical training courses by internal faculty. The Company is maintaining good employee relations and no man days are lost during the year due to employee's unrest.

Place: Ahmedabad  
Date : 15<sup>th</sup> July, 2015

On behalf of Board  
sd/  
**Bhagyesh Bhatnagar**  
**Chairman & MD**  
**(DIN: 00480210)**

**ANNEXURE TO DIRECTORS REPORT**

**ANNEXURE – III**

**REPORT ON CORPORATE GOVERNANCE**  
**(In accordance with Clause-49 of the Listing Agreement with the Stock Exchanges)**

**a) Company's Philosophy**

The Company has been a continuous journey and the business goals of the Company are aimed at the overall well being and well fare of all the constituents of the system. The Company has laid a strong foundation for making corporate Governance a way of life by constituting a board with a balance mix of experts of eminence and integrity, and putting in place appropriate systems & process.

At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in effective working of the Management and Board. It is believed that the imperative for good governance lies not merely in drafting a code of Corporate Governance but in practicing it. KCL also believes that sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity. Kome-On Communication limited complies with the Corporate Governance Code enshrined in Clause 49 of the Listing Agreement.

Your company's philosophy on Corporate Governance is based on following principles:

- i) Preserving core values and ethical business conduct.
- ii) Commitment to maximizing shareholder value on a sustained basis.
- iii) To enhance the efficiency of the Board and inculcate a culture of transparency, accountability and integrity across the company.
- iv) Perceiving and mitigating the various risks that impact the company.
- v) Make timely and transparent disclosures.
- vi) Legal and statutory compliances in its true spirit.

Your company's contributory factor is self regulatory system of prompt reporting, monitoring, certification and voluntary code of practice and standards which improves management effectiveness, supervision and accountability to stakeholders.



**DATE OF REPORT**

The information provided in the Corporate Governance Report for the purpose of unanimity is as on March 31, 2015.

**b) BOARD OF DIRECTORS*****APPOINTMENT & TENURE:***

The Directors of the Company are appointed by the shareholders at General Meeting. All Executive Directors are subject to retirement by rotation and at every General Meeting, one third of such Director as are liable to retire by rotation, if eligible, generally offers themselves for re-appointment, in accordance with the provisions of section 152 of the Companies Act, 2013 and that of the Articles of Association of the Company.

The Executive Directors on the Board serve in accordance with the terms of their contracts of service with the Company.

**PECUNIARY RELATIONSHIP**

Non executive Directors/Independent Directors are committed to high level of Corporate Governance and as such they do not have any material pecuniary relationship with the company except as stated in the Corporate Governance Report.

**COMPOSITION:**

The Board of Directors of the company consists of an optimum combination of Executive and Non Executive Directors, from eminent fields. The composition of the Board is in conformity with the Clause 49 of the Listing Agreement, which stipulates that not less than fifty percent of the Board of Directors should comprise of Non-Executive Directors and where the Chairman of the Board is an Executive Director, at least half of the Board should comprise of Independent Directors.

The Board comprises of four Directors out of which one Managing Director, two Non-Executive Independent Directors & one Independent Woman Director. During the year under review,

All Independent Directors are persons of eminence and bring wide range of expertise and experience to the Board thereby ensuring the best interest of stake holders and the Company. All Independent Directors meet with the criteria of Independency as prescribed both under sub-section 6 of Section 149 of the Companies Act,

2013 and under clause-49 of the Listing Agreement.

No Directors are related to any other Directors on the Board in terms of definition of "Relative" as defined in section 2 sub section 77 of the Companies Act, 2013. None of the Directors on the Board are independent Directors of more than 7 Listed Companies and none of the Whole Time Director are Independent Directors of any Listed Companies.

None of the Directors on the Board is the Member of more than 10 committees and Chairman of more than 5 Committees (as specified in clause-49 of the Listing Agreement).

Category	No Of Directors	% Of Total No Of Directors
Executive Directors	1	33.33
Non Executive Directors & Independent Woman Director	2	50.00
	1	16.67

**BOARD, COMMITTEE MEETINGS HELD DURING THE YEAR:**

The Board of Directors met Six times during the year on 12<sup>th</sup> April 2014, 26<sup>th</sup> June 2014, 30<sup>th</sup> July 2014, 07<sup>th</sup> November 2014, 19<sup>th</sup> January 2015, 28<sup>th</sup> March 2015 respectively. The maximum gap between two meetings was less than four months.

The Independent Directors of the Company meet every quarter before the Board Meeting without the presence of Executive Directors or Management Personnel. These meetings are conducted in formal and flexible manner to enable the Independent Directors to discuss matters pertaining to the affairs of the Company and put forth their views to the Chairman and Managing Director.

**DIRECTORS ATTENDANCE AND DIRECTORSHIP HELD:**

Under Clause-49(I)(c)(ii) of the Listing Agreement it is informed that none of the Directors of your company are Directors on the Board of more than fifteen Companies or ten Board level Committees or Chairman in more than five Committees, across all companies in which they are Directors.

The composition of the Board of Directors and attendance of Directors at the Board meeting, Annual General Meeting and also number of other directorships/committee memberships including

Chairmanships in Indian Public Limited Companies are as follows:

Sr no	Name	DIN NO.	Category	Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
1	Bhagyesh Bhatnagar	00480210	CMD & CFO	6/6	Yes	-	-	-
2	Deepak B Mehta	00481863	Ind. Dir	5/6	Yes	-	2	1
3	Suresh N Vekaria	02138391	IND	6/6	Yes	1	1	2
4	Meena J Vora	06752894	IND	1/6	No	1	-	-

CMD- Chairman & Managing Director, Ind. Director – Independent Director.

#### BOARD AGENDA AND MINUTES:

Agenda papers are generally circulated to the Board members well in advance before the Meeting of the Board of Directors. All material information is incorporated in the agenda papers for facilitating focused discussions at the Meeting.

Matters of urgent nature, if any are approved by the Board by passing resolutions through circulation.

#### INFORMATION TO THE BOARD:

The Board has complete access to all information with the company. Inter alia the following information is regularly provided to the Board as part of the agenda papers.

- Monthly operations Report and Quarterly results of the company.
- Annual operating plans, budgets, capital budgets, updates and all variances.
- Materially important show cause notices, demand, prosecutions or other legal notices if any.
- Materially relevant default in financial obligations to and by the company.
- Compliance of any regulatory, statutory nature or listing requirements.
- Minutes of the Meeting of the Board of directors and Committees of the Board of Directors.
- Details of Related Party Transactions if any.
- Quarterly Compliance Report on Clause 49 and other non-compliance.

#### REVIEW OF LEGAL COMPLIANCE REPORTS:

The Board periodically reviews during the year the Compliance Reports in respect of the various Statutory enactment's applicable to the company.

#### DETAIL OF REMUNERATION OF DIRECTORS:

Under clause Clause 49(I)(b) of the Listing Agreement it is informed that the Non Executive Directors of the company, whether Independent or Non Independent, are paid sitting fees for attending the Meetings of the Board of Directors/Committees of Board of Directors.

None of the Directors are drawing salary in view of low turnover of the Company except Shri Bhagyesh Bhatnagar (DIN: 00480210) whose gross approved entitlement is of Rs. 15,000/- but is also drawing gross Rs. 13,000/- gross inclusive of all perks. Therefore detailed list of directors drawing salaries is not provided in the report. The Board of Directors have decided to pay Rs. 15,000/- for this financial to Shri Bhagyesh Bhatnagar if and only if Company makes profit.

The Company during the year 2014 - 2015 did not advance any loans to any of its Directors.

There is no additional payment being made towards performance of any executives.

The Company does not have any stock option scheme for the managerial personnel.

#### RE-APPOINTMENT OF THE DIRECTORS:

According to the Articles of Association of the company one third of the Directors are liable to retire every year and if eligible, offer them-selves for re-appointment at every Annual General Meeting.

The table below shows the list of the Directors retiring by rotation and being re-appointed and the Directors whose tenure of Directorship is extended.

Name of the Directors	Date of Birth	Last Re-appointments Date	Qualification & Experience	Directorship in other Company (Only Public Cos.)	Membership of committee of the Board in other Company
Mr. Bhagyesh Bhatnagar	16-3-66	Since incorporation	B.Sc (Hon), B.P.A (Part) Has over 20 yrs of experience in the field of production, direction, acting.	NIL	NIL
Mrs Meena Jayesh Vora	25-1-64	28/3/2015	B. Com. Having 20 years experience in Accounting and Finance.	NIL	NIL

**RESPONSIBILITY OF THE DIRECTORS:****Responsibilities of the Board:**

The primary role of the Board is that of trusteeship to protect and enhance shareholders value. As trustee, the Board ensures that the company has clear goals and policies for achievement. The Board oversees the company's strategic direction, reviews corporate performance, authorizes and monitors strategic decision, ensures regulatory compliance and safeguards interests of the stakeholders.

**Responsibilities of the Chairman and Managing Director:**

The Board of Directors at their meeting delegated the powers to Shri Bhagyesh Bhatnagar, Chairman & Managing Director (DIN: 00480210) to enable him carry out the day to day operations of the company. The powers en-compasses all areas such as personnel, legal, general and miscellaneous powers and to act as CFO of the company whereas finance & liabilities of the Company shall be taken care of by Shri Deepak B Mehta.

**SHARES HELD BY EXECUTIVE AND NON – EXECUTIVE DIRECTORS:**

The table below shows the shares held by Executive Directors of the company as on March 31, 2015.

Name of the Director	Shares Held
Shri Bhagyesh G Bhatnagar (DIN: 00480210)	4,79,502

None of the Non Executive Directors were holding any shares in the company.

**PLEDGE OF SHARES**

The Company in compliance of the amended SEBI (Substantial acquisition of shares and takeovers) Regulations, 1997 made necessary disclosures to the Stock Exchanges intimating the details of the shares pledged by the promoter and every person forming part of the promoter group. No shares were pledged in the financial year 2014 – 2015.

**CODE OF CONDUCT AND ETHICS:**

Under clause clause-49(I)(D) of the Listing Agreement it is to inform that your Company adopted the Code of Conduct and Ethics for Directors. The Code has been circulated to all the members of the Board.

The Board of Directors has affirmed their compliance with the Code and a declaration along with certificate of compliance appears in the annexure to the Corporate Governance.

**TRAINING FOR THE BOARD**

As part of ongoing knowledge sharing and updating, the Board of Directors are updated with relevant statutory amendments and landmark judicial pronouncements encompassing important laws such as Company Law, SEBI Law, Income Tax Law etc, at meetings of the Board of Directors.

**PERFORMANCE EVALUATION:**

Pursuant to the provisions of Companies Act 2013 and clause – 49 of the Listing Agreement, a board evaluation policy has been framed and approved by the Independent Directors and by the Board. The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

**COMMITTEES TO THE BOARD:**

The Board of Directors has constituted various Committees with adequate delegation to focus on specific areas and take decisions so as to discharge day to day affairs of the company. Each Committee is guided by its charter, which defines the composition, scope and powers of the committee. All decisions and recommendations of the Committees are placed before the Board of Directors.

The Committees constituted by the Board as on date are: (a) Audit Committee, (b) Investors Grievance Committee (c) Remuneration Committee. The Committees meet as per the business needs.

**(A) AUDIT COMMITTEE**

The Audit Committee of Directors consists of well-qualified and Independent Directors. The activities of the Committee are in conformity as are set out in Clause 49 III (c) & (d) of the Listing Agreement with Stock Exchanges read with the Companies Act, 2013. All the members of the committee possess adequate knowledge of finance and accounts. The scope of the activities of the committee, are in conformity as are set out in clause 49 III (c) & (D) of the listing agreement with stock exchanges read with section 177 of the Companies Act, 2013.

**COMPOSITION:**

The Committee comprises of 2 Non-Executive Directors of which 2 are independent. The

Executive Directors are the permanent invitees. The Secretary of the Company also acts as Secretary to the Committee. The External Auditors are also invited to attend the meetings of the Committee. The Committee met 5 times in the financial year 2014 – 2015. The attendance of members at the meetings was as follows:

The table shows the list of members of Audit Committee and attendance in particular.

Name of the member	Status	No. of meetings attended
Mr. Deepak B Mehta	Chairman	5
Mr. Suresh Vekaria	Member	5

#### Terms of reference:

To review all matters specified in clause 49 of the Listing Agreement, section 177 of the Companies Act, 2013 such as to,

- Oversee the Company's financial reporting system and process and disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and the fixation of Audit Fees.
- Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing with the management the Annual Financial Statements before submission to the Board for approval with particular reference to:
  - a) Matter required to be included in the Directors Responsibility statement to be included in the Board's Report in terms of clause 3(c) of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgement by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualifications in the draft Audit Report.
  - h) Review regarding the going concern assumption and compliance with the accounting standards.

- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management performance of the Statutory and internal Auditors and discuss their findings, suggestions, internal control systems, scope of audit, observations of the auditors and other related matters etc.,
- The minutes of the Audit Committee meeting are circulated to the Board of Directors.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- To review the company's financial and risk management policies.

#### The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise, when considered necessary.

#### Report of the Audit Committee of Directors for the year ended on March 31, 2015

To the shareholder of Kome-on Communication Limited.

- During the year under review, the Statutory Auditors audited the company's accounts and the reports placed before the Audit committee for consideration.
- The audits were carried out pursuant to an Audit Calendar and approved by the Audit Committee in the beginning of the year.
- The Audit Committee noted the Audit Report the view of the Audit and the Management.
- The Audit committee's suggestions from time to time were implemented by the company during the course of the year.
- The Audit Committee sought clarifications from the Auditors and the Management of the company, whenever required, in relation to the financial matters of the company as per the scope and powers of the Audit Committee.
- The Audit Committee meetings were interactive and met 5 times in the financial year and the gap between two meetings did not exceed 4 months.



- The Committee is recommending to the Board the reappointment of M/s Kalpesh A Mehta & Co., Chartered Accountants (Firm No. 116119W) as statutory auditors of the Company, to carry out audit of the accounts of the Company for the financial year 2015-2016.

#### **(B) STAKEHOLDERS RELATIONSHIP COMMITTEE:**

In compliance with the provisions of 178 of the Companies Act, 2013 and clause-49 of the Listing Agreement, the Board had in its meeting held on 26/06/2014, renamed the shareholders and investor grievance committee as the "Stake Holders Relationship Committee".

The Board has also modified the scope of the Committee to align it with the revised clause – 49 of the Listing Agreement, Which is as per the terms of reference given below:

The Stakeholders Relationship Committee of Directors met four times during the financial year 2014 - 2015.

#### **Composition**

The Committee comprises of 2 Independent Directors viz. Mr. Deepak B Mehta & Mr. Suresh N Vekaria, whereas Mr. Suresh N Vekaria is the Chairman of the Committee.

The Committee is responsible to consider and resolve the grievances of the security holders of the company and carry out such other tasks, as the board may assign to it from time to time. The Committee ensures compliance under section 178 of Companies Act, 2013 and other applicable provisions.

#### **Terms of reference:**

- To review the reports submitted by the registrars if any, and share transfer agents of the Company at half yearly intervals.
- To interact periodically with the Registrars and Share transfer Agents to ascertain and look into the quality of the Company's shareholders/investors grievances redressal system and to review the report on the functioning of the said investors grievance redressal system relating to transfer/transmission of shares
- issue of duplicate certificates
- non-receipt of balance sheet and
- all such complaints directly concerning the shareholders/investors as stakeholders of the company.
- And such other matters that may be considered necessary in relation to shareholders of the company.

#### **Disclosure**

During the year Company has received shares for transfer in physical form. The Company has received one complaints in this financial year from the shareholders which was there and then resolved.

No shares are pending for transfer as on 31.3.2015.

#### **(C) NOMINATION & REMUNERATION COMMITTEE**

#### **Terms of reference:**

In compliance with section 178 of the Companies Act, 2013 and clause – 49 of the Listing Agreement, the Board in its meeting held on 26/06/2014 converted the Remuneration Committee to Nomination & Remuneration Committee. As such the company does not fall into the criteria of Nomination & Remuneration Committee as per the Companies Act, 2013.

The Committee is empowered to decide and approve the remuneration of the Managerial Personnel from time to time.

#### **Composition**

The Committee comprises of 2 independent Directors namely Mr. Suresh N Vekaria & Mr. Deepak B Mehta is the Chairperson & member of the Committee respectively.

The Committee had no occasion to meet during the year to review whether to pay remuneration as decided to Mr. Bhagyesh Bhatnagar as found convenient looking towards the profit of the Company.

#### **REMUNERATION COMMITTEE REPORT FOR THE YEAR ENDED MARCH 31, 2015**

To the shareholders of Kome –on Communication Limited

The Committee is responsible for considering and recommending to the Board of Directors the remuneration paid to Executive Directors. The Committee ensures compliance under section 178 of Companies Act, 2013 and other applicable provisions.

The Committee reviewed and recommended the remuneration of Mr. Bhagyesh Bhatnagar.

#### **(D) MANAGEMENT**

The Management identifies, measures, monitors and minimizes the risk factors in the business and ensures safe, sound and efficient operation. Your Company has developed and implemented policies, procedures and practices that attempt to translate the company's core purpose and mission into reality.

All these policies, procedures and practices are elaborated hereunder

**a) Policy of Corporate Governance:**

The Company always makes conscious efforts to inculcate best Corporate Governance practices and goes beyond adherence to regulatory framework.

The Company towards its commitment to trusteeship, transparency, accountability and equality in all its dealings and to maintain positive bonding has put in place a 'Policy of Corporate Governance'.

**b) Legal Compliance Policy:**

The Company has a legal compliance policy for duly complying with Central, State and Local Laws and Regulations to achieve and maintain the highest business standards and benchmark the internal legal practices.

**C) Board Charter**

This charter sets out the role, structure, responsibilities and operations of the Board of the company and its delegation of authority to the management.

The charter sets out the role of the Board as a Trustee of the stakeholders and the Company, who provides strategic direction, review corporate performance, authorize and monitor strategic decisions, ensure regulatory compliances and safeguard their interest.

**D) Management discussion and analysis:**

The Annual Report has a detailed chapter on Management Discussion and analysis.

**Management Disclosures:**

Directors and Senior management personnel of the company as well as certain identified key associates make annual disclosures to the Board relating to material financial and commercial transactions where they have interest, conflicting with the interest of company. The interested Directors do not participate in the discussion nor do they vote on such matters when the matter is considered by the Board of Directors.

**E) STAKEHOLDERS:**

**DISSEMINATION OF INFORMATION**

The Company has established systems and procedures to disseminate relevant information to its stakeholders including shareholders, auditors, suppliers, customers, employees and financiers. The primary source of information regarding the

operations of the company including the quarterly results is advertisement in leading news papers.

The Quarterly and annual results of the company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors and published in widely circulated English and in vernacular newspaper.

**Quarterly Results:**

The Company through this Annual Report requests all the shareholders to inform the company about their email IDs, so as to keep them updated. As an investor friendly measure the un-audited financial results of the company can be emailed in addition to being published in the newspaper.

The company is trying to choose this channel of communication, for carrying out substantial correspondence with the shareholders to reduce costs while maintaining reach to the shareholders. Shareholders, who have not yet registered their email Ids, may immediately do so to [komeonltd@yahoo.co.in](mailto:komeonltd@yahoo.co.in)

**Compliance Officer:**

Mr. Bhagyesh Bhatnagar (DIN: 00480210) is appointed to act as Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) regulations 1992 and the Listing Agreements with the Stock Exchanges of India and Registrar of Companies, Gujarat pursuant to clause 47(a) of Listing Agreement.

**Legal Proceedings:**

1. The FIR filed by Registrar of Companies, Gujarat, Department of Company Affairs taking the base of the list of Company's vanished, published by SEBI in the year 1999 is quashed by the Hon'ble High Court of Gujarat. The same order is being challenged by the Registrar of Companies, Gujarat in the Supreme Court of India by filing an SLP which is pending.
2. The case u/s 63, 68 & 628 is pending in the court of Add. Chief Metropolitan, Ahmedabad.

**Means of Communication:**

Financial Results are published in leading News – Paper as well as copies of the same are also being sent to all the Stock Exchanges when required where the shares of the Company are listed for the benefit of the Public at large. Financial Results are published normally in English News papers and in Vernacular daily News paper.



**Share Transfer System:**

The company's transfer of shares is handled by the Registrars.

The dematerialized shares are directly transferred to the beneficiaries by the depositories.

**Nomination facility**

Shareholders holding physical shares may file nominations in prescribed Form SH-13 Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies(Share Capital and Debenture)Rules 2014, to the Registrar and Transfer Agents of the Company. Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility.

**Dematerialization of Shares and Liquidity**

The shares of the company are under the category of compulsory delivery in dematerialized mode by all categories of investors.

The company has signed agreements with both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2015, 84.58% of the shares of the company are already dematerialized. Due to non-trading and non-payment of fees to NSDL, CDSL they have stopped sending banpos to the company, further the Registrar has also stopped services due to non-payment of fees. Therefore the details given in this report is as per last ban-post received.

**The Shares Transfer Status During 2014 – 2015**

Particulars As on 31.03.2015	2014 – 2015
Total Shares Demated in NSDL	11658852
Total Shares Demated in CDSL	1036000
Total Shares in Physical form	2313255
Total number of Shares	15008107
% of Shares Demated	84.58%

**The company's ISIN No. for dematerialization for both NSDL and CDSL is INE833C01012**

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT:**

A Practicing Company Secretary of the Company has carried out secretarial audit every quarter to reconcile the total admitted capital with the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**The table below shows the distribution of promoter and non-promoter shareholding as on March 31, 2015**

Category	No. of share holder	Voting Strength %	No of shares held
Individuals	1800	96.57	9425000
Companies	4	0.21	2310000
FIIS	-	-	-
OCBS AND NRIS	-	-	-
PROMOTERS	60	3.22	3273107
MUTUALFUNDS, BANKS, FIS	-	-	-
<b>TOTAL</b>	<b>1864</b>	<b>100.00</b>	<b>15008107</b>

**DISTRIBUTION OF SHARE HOLDINGS**

**This table below shows the distribution of shareholding of various groups as on March 31, 2015**

No. of Equity Shares Held	AS ON 31.03.2015			
	No. of Share-holders Holder	% of Share-holder holder	No of Shares held	% of Share Holding
Upto – 5000	1782	95.60	1151802	7.67
5001 –10000	30	1.61	227900	1.52
10001-20000	13	0.70	202100	1.35
20001-30000	7	0.38	189600	1.26
30001-40000	3	0.16	102400	0.68
40001-50000	7	0.38	337402	2.25
50001 –100000	4	0.21	273000	1.82
100001& above	18	0.95	12523903	83.45
<b>TOTAL</b>	<b>1864</b>	<b>100</b>	<b>15008107</b>	<b>100</b>

**The table shows the details of public holding more than 1% shareholding is as on March 31, 2015**

Sr No	NAME OF COMPANY/PERSON	%
1	Virendra Dulerai Damani	2.80
2	Naman Kirankumar	4.80
3	Vinod Dhandhore	4.80
4	Praful Gondhali	4.80
5	Ashish P Parmar	4.80
6	Bharatbhai R Doshi	4.80
7	Dharti B Doshi	3.00
8	Ashwin Chimanlal Sheth	2.33
9	Paresh Prafulbhai Shah	11.22
10	Jigish Nagindas Doshi	1.13
11	Mahesh Narottambhai Patel	4.00
12	Trans Financial Resources Limited	4.99
13	Jhaveri Trading And Invest. Pvt Ltd	6.99
14	Accurate Finstock Pvt Ltd	3.33

**Monthly High and Low Quotation along with volume of shares traded at ASE & Trading Status.**

No shares were traded on MSE or ASE because no trading is being done on regional stock exchanges. It has come to the notice by the company, that off the bolt trading of shares of the company is on and hence increase/decrease in the number of shareholders may be recorded.

**General Body Meetings**

Financial Year	Date	Time	Location
21 <sup>st</sup> AGM 2013 - 2014	29-9-2014	01.30 p.m.	A/903, Fairdeal House, Navrangpura, Ahmedabad-9
20 <sup>th</sup> AGM 2012 - 2013	27-9-2013	11.15 a.m.	B/212, Nandan Apartment, Ramdevnagar, Satellite, Ahmd.
19 <sup>th</sup> AGM 2011 - 2012	28-9-2012	11.15 a.m.	B/212, Nandan Apartment, Ramdevnagar, Satellite, Ahmd.

**INVESTOR'S CORRESPONDENCE MAY BE ADDRESSED TO**

The shareholders in large are informed that for any correspondence related to shares of the company they must send applications to The Manager (Share Department), A/903, Fairdeal House, Navrangpura, Ahmedabad 380 009 or to Registrar and share transferring agents M/s Sharepro Services (India) Limited.

**POSTAL BALLOT**

During the financial year 2014 -2015 no resolution was passed through postal ballot by the company.

**DETAILS OF PUBLIC FUNDING IN THE LAST THREE YEARS:**

The company has not raised any funds from the public in last three years.

**DISCLOSURES:**

- a) None of the transactions with any of the related parties were in conflict with the interests of the Company. Except the funds advanced to parties for capital goods which has to be recovered.
- b) In the current financial year no penalties or strictures has been imposed on the Company by

any Stock Exchange or SEBI or any statutory Authority on any matter related to Capital Market.

- c) The Company shares are not being traded on ASE & MSE in view of lack of trading on Regional Stock Exchanges, further has been suspended on the grounds of non-payment of Annual Listing Fees.
- d) Disclosures of accounting treatment  
In the preparation of financial statements the company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- e) M.D and CFO Certification  
The Chairman and Managing Director and Chief Financial Officer, certify every quarter that the unaudited financial results of the company do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.
- f) There were no penalties, strictures imposed on the company by Stock Exchanges or Securities Exchange Board of India (SEBI) or any Statutory Authority on any matter related to Capital Markets during the last three years.
- g) Registrar of Companies Gujarat has challenged the order passed by Hon'ble High Court of Gujarat quashing the FIR lodged against the Directors under various criminal section of IPC, in the Hon'ble Supreme Court of India.

**h) GENERAL SHAREHOLDERS INFORMATION**

22 <sup>nd</sup> , Annual General Meeting Date, Time & Venue	29 <sup>th</sup> day of September 2015 at 11.30 a.m. B/212, Nandan Apartment, Ramdevnagar, Satellite, Ahmdabad
Dates of Book Closure	September 22, 2015 to September 29, 2015
Registered Office	A/903, Fairdeal House, Swastick Cross Road, Navrangpura, Ahmedabad 380 009
Studio	2 & 3 Hiranya Apartment, Tulip Bungalows, Thaltej, Ahmedabad.
Compliance Officer	Mr Bhagyesh Bhatnagar
Share Transfer Agent Electronic &	M/s Share Pro Services (Inida) Pvt. Ltd. Satam Estate, 3 <sup>rd</sup> Floor, Cardinal

Physical	Gracious Road, Above Bank of Baroda, Chakala, Andheri (E), Mumbai 400099
Dividend history for the last five years	Nil
Tentative Dates for considering Financial Results	Results for the Quarter ending June 30, 2015 : Last fortnight of August, 2015 Sept. 30, 2015 : Last Fortnight of October, 2015 Dec. 31, 2015 : Last Fortnight of February, 2016 March 31, 2016 : Audited Results in June 2016
Listing on Stock Exchanges & Stock Code	The Ahmedabad Stock Exchange Limited Stock Code: 31012 The Madras Stock Exchange Limited : KCL
Listing Fees	The Company has not paid Listing Fees of MSE & ASE where the equity shares of the company are listed.
ISIN No.	INE 833C01012
CIN No.	L92110GJ1994PLC021216
Website	www.komeon.in

#### COMPLIANCE CERTIFICATE OF THE PRACTICING COMPANY SECRETARY

The company has voluntarily subjected itself to Secretarial Audit and obtained Secretarial Compliance Report from Practicing Company Secretary, for the financial year ended on March 31, 2014, confirming the compliance of the applicable provisions of the various corporate laws which is annexed with this report.

#### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT AND ETHICS.

This is to inform you that the company has adopted a code of Conduct and Ethics applicable to all the members of the Board of Directors and senior management personnel of the Company.

I confirm that the company has in respect of the financial year ended March 31, 2015, received from all the members of the Board of Directors and all the senior management personnel of the company a declaration of compliance with the Code of Conduct and Ethics as applicable to them.

Senior management personnel are personnel, who are a part of the core management team, comprising

personnel one level below the executive directors and including all functional heads as on March 31, 2015.

Sd/-

Place : Ahmedabad  
Date: 30<sup>th</sup> May, 2015

**Bhagyesh Bhatnagar**  
**Chairman & MD**  
**(DIN: 00480210)**

#### ANNEXURE - IV

#### **SECRETARIAL AUDIT REPORT**

#### **Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2015**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies) (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**The Members of**  
**KOME-ON COMMUNICATION LTD,**  
**A/903 FAIRDEAL HOUSE,**  
**SWASTIK CHAR RASTA NAVRANGPURA,**  
**AHMEDABAD – 380009**  
**Gujarat**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kome-On Communication Ltd (CIN: L92110GJ1994PLC021216) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Kome-On Communication Ltd (CIN: L92110GJ1994PLC021216) for the financial year ended on 31st March 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under *except Section 203 of Companies Act, 2013 relating to the appointment*

*of Key Managerial Personnel and Company Secretary.*

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under **except charges of NSDL/CDSL/RTA**
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) All relevant laws applicable to the Company as provided by the management hereunder :

**A. TAXATION-DIRECT AND INDIRECT TAXATION (INCLUDING SALES TAX AND MUNICIPAL/LOCAL LEVIES)**

➤ **Income Tax Act, 1961**

- *The Income Tax Act, 1961 (the Act) and the rules made there under except filing of Income Tax Return under Section 139 of Income Tax Act, 1961*

**B. GENERAL LAWS**

➤ **Shops and Establishment Act**

**C. APPLICABLE LOCAL / MUNICIPAL LAWS**

**D. COMPETITION LAW**

We have also examined compliance with the applicable clauses of the following:

(1) **Secretarial Standards**

The Secretarial Standards issued and notified by the Institute of Company Secretaries of India are not applicable for the financial year under review and were only optional. Therefore, we have not commented on the said compliances.

(2) **Listing Agreements**

The Listing Agreements entered into by the Company with Ahmedabad Stock Exchange and Madras Stock Exchange.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through as there are no dissenting members' views.

*There is outstanding liability in respect of listing fees payable to Ahmedabad Stock Exchange and Madras Stock Exchange.*

*As per Listing and SEBI requirement entire holding of Directors and Promoters is not in electronic mode.*

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events/actions such as Public Issue of Securities, buy back, merger, amalgamation, foreign technical collaborations etc. or any other major decisions in pursuance of section 180 of the Companies Act, 2013 which require compliance of applicable provisions thereof.

This Secretarial Audit Report is subject to observations made in *italic mode*.

**For, D.N.MOTWANI & CO.**

Sd/-

**D.N.MOTWANI  
COMPANY SECRETARY**

ACS NO. 5016

C.P NO. 2431

**Date: 15<sup>th</sup> July, 2015**

**Place: Ahmedabad**



**CERTIFICATE ON CORPORATE GOVERNANCE****AUDITORS' REPORT****The Members of****Kome-On Communication Limited**

We have examined the compliance of Corporate Governance by Kome - On Communication Limited., for the year ended March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been in the manner described in the guidance note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India and has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on 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 based on our reliance upon the representations made by the management that there were no transactions of material nature with the management or by relatives that may have potential conflict with the interest of the company at large, as stated under Disclosures Column of the company's Report on Corporate Governance.

The Share Transfer Agent of the Company has certified the number of complaints received from the investors and the number of complaints resolved during the financial year and there are no complaints pending as at the year end as stated under Investor Grievance Redressal Column of the company's Report on Corporate Governance.

We certify that the Company has complied with in all material respects with the conditions of Corporate Governance as stipulated in the above - mentioned Listing Agreement.

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

**Place: Ahmedabad**

**Date: 13th April, 2015**

**For D. N. Motwani & Co.**

**Company Secretaries**

**Sd/-**

**(D. N. Motwani)**

**Proprietor**

**TO THE SHAREHOLDERS OF KOME-ON COMMUNICATION LTD.**

1. We have audited the attached Balance Sheet of **KOME-ON COMMUNICATION Limited** as at 31st March 2015 and also the Profit & Loss account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. 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.
2. 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 of 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.
3. As required by the Companies (Auditor's Report) Order, 2015 issued by the Government of India in terms of sub section (11) of Section 143 of the Companies Act, 2013, we enclose in the Annexure a statement on the matters specified in paragraph 3 and 4 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 1 above:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books.
  - iii. The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - iv. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by

this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules 2014.

- v. On the basis of written representations 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 2015 from being appointed as a Director in terms of Section 164(2) of the Companies Act, 1956.
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the Significant Accounting Policies and SCHEDULEs on accounts and more particularly relating to non provision of interest payable to SIDBI, and arrears of income tax , FBT, give the information required by the Companies Act, 2013, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2015
  - In the case of Profit and Loss Account, of the profit for the year ended on that date; and
  - In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**Place: Ahmedabad For Kalpesh A Mehta & Co..**

**Date: 30th May, 2015 Chartered Accountants**

**Firm Reg. No: 116119W**

**Sd/-**

**(CA. Kalpesh A Mehta )**

**Proprietor**

**Mem. No: 45080**

#### **ANNEXURE TO THE AUDITOR'S REPORT**

Referred to in paragraph 1 of our report of even date to the members of **KOME-ON COMMUNICATION Limited.**

- (a) The Company is maintaining proper records showing full particulars including Quantitative details and situation of Fixed Assets.
- (b) The Company has physically verified certain assets during the year in accordance with a program of verification, which in our opinion provides for physical verification of the Fixed Assets at reasonable intervals. According to the information and explanations given to us no

material discrepancies were noticed on such verification.

- (c) During the year, the Company has not disposed of any substantial / major part of the Fixed Assets. The models of moving equipments are obsolete and non repairable.
- As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
In our opinion and according to the information and explanations given to us, 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.  
In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company is generally maintaining proper records of the inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of accounts.
- According to the information and explanations given to us, the company has not taken / granted any loan from parties listed in the Register maintained under Section 189 of the Companies Act. 2013.

- In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the company and nature of its business with regards to the purchase of inventory and fixed assets, and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls. In respect of transactions entered in the register maintained in pursuance of Section 189 of the Companies Act, 2013.

- a) Based on audit procedures applied by us, to the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that there are no transactions that needed to be entered into the register maintained under Section 189.
- b) In view of our comments as above The Companies (Auditor Reports) order, 2015 is not applicable to it.

- According to the information and explanation given to us the Company has not accepted deposits from the public within the meaning



- of section 73 & 74 of the Companies Act 2013 and rules framed there under.
- VI. The Company has no internal audit system as the volume of commercial production is at very low level.
- VII. We have been informed that maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act 2013 in respect of the Company's products.
- VIII. According to the records of the Company and information given to us, Company has not paid Income tax since the year 1999-2000 and extent of arrears cannot be ascertained for want of necessary details.
- IX. The accumulated losses of the company have not exceeded fifty per cent of its net worth as at the end of the year. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- X. Based on our audit procedures and on the basis of the information and explanations given by the management, the Company has defaulted in the repayment of dues to SIDBI since last several years and the matter is in DRT court where the order has been passed. The company had also approached to SIDBI the financial institution for OTS scheme and no interest provided in the books since last many years and therefore total amount of default is not ascertained and reported .
- XI. According to our examinations of the records of the Company and the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XII. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund /society. Therefore, the provisions of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.
- XIII. The company is not dealing in shares, securities and other investments therefore the provisions of clause of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.
- XIV. In our opinion and according to the information and explanations given to us, Company has not given guarantees for loans taken by others from banks or financial institutions during the year.
- XV. On the basis of examinations of records and as per the information and explanations given to us, the Company has not raised any term loan during the year.
- XVI. According to the information and explanations given to us and overall examination of the Balance Sheet of the Company, we report that no funds have been raised on short term or long-term basis during the year.
- XVII. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 189 of the Act.
- XVIII. According the information and explanation given to us, the Company has not issued any debentures during the year.
- XIX. The Company has not raised any money through a public issue during the year.
- XX. According to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the course of our audit.

**Place: Ahmedabad For Kalpesh A Mehta & Co..**  
**Date: 30th May, 2015 Chartered Accountants**  
**Firm Reg. No: 116119W**  
**Sd/-**  
**(CA. Kalpesh A Mehta )**  
**Proprietor**  
**Mem. No: 45080**

## BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Schedule No	31-03-2015	31-03-2014
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	150081070.00	150081070.00
(b) Reserve & Surplus	2	10087449.21	10046882.18
(c) Money received against share warrants.		-	-
<b>(2) Share application money pending allotment</b>			
(c) Money received against share warrants.		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long term borrowings	3	4150000.00	4150000.00
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	4	80000.00	80000.00
(d) Long term provisions	5	-	-
<b>(4) Current Liabilities</b>			
(a) Short term borrowings		-	-
(b) Trade payables		-	-
(c) Other current liabilities	6	352615.00	352615.00
(d) Short term provisions	7	2148016.77	1902234.85
<b>TOTAL</b>		<b>166899150.98</b>	<b>166612802.03</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
i. Tangible assets	8	1005896.60	1005896.60
ii. Intangible assets		-	-
iii. Capital Work in Progress		-	-
iv. Intangible assets under development		-	-
(b) Non-current Investments	9	2950000.00	2950000.00
(c) Deferred tax assets (net)		-	-
(d) Long term Loan & advances	10	142027952.00	142027952.00
(e) Other non-current assets	11	34200.00	34200.00
<b>(2) Current Assets</b>			
a) Current Investments		-	-
b) Inventories	12	8258556.00	8397446.00
c) Trade receivables	13	11831488.67	11345488.67
d) Cash and cash equivalents	14	37762.21	91823.26
e) Short term Loans and advances		-	-
f) Other current asset	15	753295.50	759995.50
<b>TOTAL</b>		<b>166899150.98</b>	<b>166612802.03</b>
See accompanying Significant Accounting Policies and Schedules forming part of the financial statements			

As per our report attached of even date

For Kalpesh A Mehta &amp; Co

Chartered Accountants

Firm Reg. No: 116119W

Sd/-

Kalpesh A Mehta

Proprietor

Mem. No: 45080

Place: Ahmedabad

Date: 30th May, 2015

For and on behalf of the Board

sd/-

Bhagyesh Bhatnagar M.D.

sd/-

Deepak B Mehta

Director

sd/-

Suresh N Vekaria

Director

Place: Ahmedabad

Date: 30th May, 2015

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2015**

Particulars	Schedule No	31-03-2015	31-03-2014
<b>I.Revenue from operations</b>	<b>16</b>	<b>946000.00</b>	915790.00
<b>II.Other Income</b>	<b>17</b>	<b>61500.00</b>	32300.00
<b>III.Total Revenue</b>		<b>1007500.00</b>	948090.00
<b>IV.Expenses</b>			
Cost of material consumed		-	-
Purchases of traded goods		-	-
Changes in inventories of finished goods	<b>18</b>	<b>138890.00</b>	199030.00
Work in progress and stock in trade		-	-
Employee Benefit Expense	<b>19</b>	<b>336000.00</b>	336000.00
Financial Cost		-	-
Depriciation and amortization expense	<b>8</b>	<b>0.00</b>	4676.00
Other expenses	<b>20</b>	<b>473042.97</b>	356734.00
<b>Total Expenses</b>		<b>947932.97</b>	896440.00
<b>V.Profit before exceptional &amp; extraordinary items and tax (III-IV)</b>		<b>59567.03</b>	51650.00
<b>VI.Exceptional Items</b>		<b>59567.03</b>	51650.00
<b>VII.Profit before extraordinary Items and tax (V – VI)</b>		-	-
<b>VIII.Extraordinary Items</b>		<b>59567.03</b>	51650.00
<b>IX.Profit before tax(VII-VIII)</b>		-	-
<b>X.Tax Expenses</b>		<b>19000.00</b>	16000.00
1.Current tax		-	-
2.(Excess)/Short provision of income tax relating to Prior year		-	-
3.Deferred tax		<b>40567.03</b>	35650.00
<b>XI.Profit/(Loss) for the period from continuing operations (IX-X)</b>		-	-
<b>XII.Profit/(Loss) from discontinuing operations</b>		-	-
<b>XIII.Tax expense of discounting operations</b>		<b>40567.03</b>	35650.00
<b>XIV.Profit/(Loss) from Discontinuing operations (XII-XIII)</b>		-	-
<b>XV.Profit/(Loss) for the period (XI + XIV)</b>		-	-
<b>XVI.Earning per equity share:</b>		-	-
1.Basic		-	-
2.Diluted		-	-
<b>See accompanying Significant Accounting Policies and Schedules forming part of the financial statements 21</b>			

As per our report attached of even date

For Kalpesh A Mehta &amp; Co

Chartered Accountants

Firm Reg. No: 116119W

Sd/-

Kalpesh A Mehta

Proprietor

Mem. No: 45080

Place: Ahmedabad

Date: 30th May, 2015

For and on behalf of the Board

sd/-

Bhagyesh Bhatnagar M.D.

sd/-

Deepak B Mehta Director

Suresh N Vekaria Director

Place: Ahmedabad

Date: 30th May, 2015

**SCHEDULE FORMING PART OF ACCOUNTS**

<b>PARTICULARS</b>	<b>31-03-2015</b>	<b>31.03.2014</b>
<b>SCHEDULE : "1" SHARE CAPITAL</b>		
<b>Authorised Share Capital:</b>		
1,50,10,000 Equity Shares of Rs. 10/- each	<b>150100000.00</b>	150100000.00
<b>Issued Share Capital:</b>		
1,50,08,107 Equity Shares of Rs. 10/- each	<b>150081070.00</b>	150081070.00
<b>Subscribed &amp; Paid – up:</b>		
1,50,08,107 Equity Shares of Rs. 10/- each	<b>150081070.00</b>	150081070.00

**SCHEDULE A(f): DETAILS OF SHARES HOLDERS HOLDING MORE THAN 5% IN THE COMPANY**

PARTICULARS	31/03/2015			
	No of Shares Held	% Holding	No of Shares Held	% Holding
PARESH PRAFULBHAI SHAH	1684500	11.22	1684500	11.22
SWETA B DOSHI	1440000	9.59	1440000	9.59
JHAVERI TRADING & INVESTMENT PVT LTD	1050000	6.99	1050000	6.99

**SCHEDULE: "2"****RESERVES & SURPLUS**

100,00,000 Equity Shares Issued on Preferential basis With premium of Rs. 1/- per Equity Share	<b>10000000.00</b>	10000000.00
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**PROFIT & LOSS ACCOUNT:**

Opening balance (loss)	<b>46882.18</b>	11232.18
Add: Profit (Loss) during the year	<b>40567.03</b>	35650.00
	<b>10087449.21</b>	10046882.18

**SCHEDULE: "3" SECURED LOAN**

## Secured Loan from SIDBI

(Hypothecation of all fixed assets) Movable and immovable properties of the Company	<b>4150000.00</b>	4150000.00
	<b>4150000.00</b>	4150000.00

**SCHEDULE : "4" OTHER LONG TERM LIABILITIES**

Sundry Creditors	<b>80000.00</b>	80000.00
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**SCHEDULE : "5" LONG TERM PROVISIONS**

Provision for Employee benefits	<b>0.00</b>	0.00
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**SCHEDULE : "6" OTHER CURRENT LIABILITIES**

Other Liabilities	<b>352615.00</b>	352615.00
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<b>SCHEDULE : "7" SHORT TERM PROVISIONS</b>	<b>2014-2015</b>	<b>2013 – 2014</b>
Provision for Accounting Fees	<b>80000.00</b>	66000.00
Audit Fees Payable	<b>76000.00</b>	61000.00
CDSL Fees Payable	<b>298830.96</b>	230440.00
NSDL Fees Payable	<b>298830.96</b>	230440.00
Registrar Fees Payable	<b>228090.00</b>	228090.00
Stock Exchange Fees Payable	<b>430735.00</b>	369735.00
Provision for FBT	<b>20560.00</b>	20560.00
Provision for Income Tax	<b>604468.85</b>	585468.85
Provision for tax on dividend	<b>110501.00</b>	110501.00
Total	<b>2148016.77</b>	1902234.85

**SCHEDULE : "8" TANGIBLE ASSETS**

PARTICUL	GROSS BLOCK			DEPRICIATION			NET BLOCK	
	Balance Addition As on 1.4.2014	Deduct During the yr. the yr.	Total as on 31.3.2015	Balance on 31.3.14	For the year	Total as on 31.3.15	As On 31.3.14	As on 31.3.15
Land	877000.00	- -	877000.00				877000.00	877000.00
Building	185240.00	- -	185240.00	56344	3019	59363	128896.00	125877.00
Plant	6275288.00	- -	6275288.00	6275288	0	6275288	0.00	0.00
Machinery	42377.60	- -	42377.60	42377	0	42377	0.60	0.60
<b>Total</b>	7379905.60	- -	7379905.60	6374009	3019	6377028	1005896.60	1002877.60
<b>Previous Year</b>	7379905.60	- -	7379905.60	6906189	184280	7090469	1010572.60	1005896.60

SCHEDULE : "9" NON-CURRENT INVESTMENT UNQUOTED (AT COST)	2014-2015	2013 - 2014
a)Gurjar Grauers Pvt Ltd	1500000.00	1500000.00
b)Sunrise Synthetic Pvt. Ltd	850000.00	850000.00
c)Suraj Chemtech	600000.00	600000.00
<b>Total</b>	<b>2950000.00</b>	<b>2950000.00</b>

SCHEDULE : "10" LONG TERM LOANS & ADVANCES (Recoverable in cash and or in kind and considered good)	2014-2015	2013 - 2014
Advances given for Capital Expenditure	13673692.00	13673692.00
Serial Production	5314260.00	5314260.00
<b>Total</b>	<b>142027952.00</b>	<b>142027952.00</b>

SCHEDULE: "11" OTHER NON-CURRENT ASSETS	2014-2015	2013 - 2014
Deposit with Bank	30000.00	30000.00
Deposit with Telephone	4200.00	4200.00
<b>Total</b>	<b>34200.00</b>	<b>34200.00</b>

SCHEDULE: "12" INVENTORIES (As taken, valued & certified by the Management)	2014-2015	2013 - 2014
<b>Total</b>	<b>8258556.00</b>	<b>8397446.00</b>

SCHEDULE : " 13" TRADE RECEIVABLES (Considered Good)	2014-2015	2013 - 2014
Sundry Debtors ( for less than Six Months)	569000.00	269000.00
More than six months	11262488.67	11076488.67
<b>Total</b>	<b>11831488.67</b>	<b>11345488.67</b>

SCHEDULE: "14" CASH & CASH EQUIVALENTS	2014-2015	2013 - 2014
Cash on hand	34945.06	88756.06
Balances with schedule bank	2817.15	3067.20
<b>Total</b>	<b>37762.21</b>	<b>112287.26</b>

SCHEDULE : "15" OTHER CURRENT ASSETS MISC EXPENDITURE (TO THE EXTENT NOT WRITTEN OFF)	2014-2015	2013 - 2014
Preliminary Expenses	753295.50	759995.50
<b>Total</b>	<b>753295.50</b>	<b>759995.50</b>

SCHEDULE : "16" REVENUE FROM OPERATIONS	2014-2015	2013-2014
Sale of products	946000.00	915790.00
<b>Total</b>	<b>946000.00</b>	<b>915790.00</b>

<b>SCHEDULE : "17" OTHER INCOME</b>	<b>2014-2015</b>	<b>2013-2014</b>
CD Making charges	<b>16500.00</b>	0.00
Consulting Income	<b>45000.00</b>	32000.00
<b>Total</b>	<b>61500.00</b>	32000.00

<b>SCHEDULE : "18" CHANGE IN INVENTORIES OF STOCK IN TRADE</b>	<b>2014-2015</b>	<b>2013-2014</b>
Opening Stock finished goods	<b>8397446.00</b>	8596476.00
Closing Stock finished goods	<b>8258556.00</b>	8397446.00
<b>(Increase)/decrease in finished goods</b>	<b>138890.00</b>	199030.00

<b>SCHEDULE: "19" EMPLOYEE BENEFIT EXPENSE</b>	<b>2014-2015</b>	<b>2013 - 2014</b>
Directors Salary	<b>156000.00</b>	156000.00
Salary Wages	<b>180000.00</b>	180000.00
<b>Total</b>	<b>336000.00</b>	336000.00

**SCHEDULE: "20" OTHER EXPENSES:**

<b>PARTICULARS</b>	<b>31.3.2015</b>	<b>31.3.2014</b>
<b>PRODUCTION CHARGES</b>		
Pre-Production Exp	<b>1600.00</b>	1400.00
Scripting Exp.	<b>800.00</b>	0.00
<b>OTHER EXPENSES:</b>		
Advertising Exp	<b>20000.00</b>	17870.00
Accounting Exp	<b>14000.00</b>	14000.00
AGM Exp	<b>4504.00</b>	4683.00
Audit Fees	<b>15000.00</b>	15000.00
Book & Periodicals	<b>3670.00</b>	2400.00
Bank Charges	<b>250.05</b>	0.00
CDSL FEES	<b>68390.96</b>	33090.00
Conveyance Exp.	<b>11100.00</b>	6000.00
Directors Traveling Exp.	<b>34564.00</b>	9592.00
Directors Travelling Ticket Exp	<b>32018.00</b>	29901.00
Electricity Exp                      Filing Fees	<b>17610.00</b>	17274.00
Internet Exp.	<b>3000.00</b>	1000.00
Digital Signature Fees	<b>9249.00</b>	4093.00
Legal fees	<b>1200.00</b>	1000.00
NSDL Fees	<b>0.00</b>	5000.00
Office Exp.	<b>68390.96</b>	33090.00
Petrol Exp.	<b>4178.00</b>	5950.00
Postage & Telegraph Exp.	<b>20154.00</b>	12670.00
Preliminary Exp. Written off	<b>9582.00</b>	13520.00
Printing & Stationary	<b>6700.00</b>	6700.00
Registrar Fees	<b>15410.00</b>	8600.00
Repairs & maintenance Exp	<b>0.00</b>	33090.00
Staff Welfare	<b>8575.00</b>	1950.00
Sales Promotion Exp.	<b>3293.00</b>	1303.00
Studio Exp.	<b>9412.00</b>	1893.00
Telephone Exp.	<b>8475.00</b>	0.00
Xerox Exp.	<b>9953.00</b>	7520.00
Stock Exchange Listing Fees	<b>1964.00</b>	2145.00
Sitting Fees to Dir. Exp	<b>61000.00</b>	60000.00
	<b>9000.00</b>	6000.00
<b>Total</b>	<b>473042.97</b>	356734.00



**SCHEDULE – 21****SIGNIFICANT ACCOUNTING POLICIES AND SCHEDULES FORMING PART OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31.03.2015.**

Significant Accounting Policies adopted by the Company in the preparation and presentation of the Accounts.

**SYSTEM OF ACCOUNTING :**

The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles in India (Indian GAAP). The applicable mandatory Accounting Standards notified under The Companies (Accounting Standard) Rules, 2006 and the requirements of the Companies Act, 2013 of India have been followed in preparation of these financial statements.

**USE OF ESTIMATE :**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

**FIXED ASSETS**

Fixed assets are stated at historical cost less depreciation.

**INVESTMENTS**

Investments are shown at cost of acquisition.

**INVENTORIES :**

a) Inventories are valued at cost or market value as ascertained by management whichever is lower after including the direct and indirect expenses to the company for making serials/documentaries / tele-films etc.

**SALES**

Sales represents the amount received /receivable on job work carried out during the year and sale of stock during the year and other income which include the amount received on giving the equipments on hire also professional conceptual advise fees.

**EXPENSES**

Material known liabilities are provided based on available information /estimates.

**TIMING REVENUE RECOGNITION**

In appropriate circumstances, revenue (income) is recognized when no significant uncertainty as to measurability or collect ability exists.

**TAXATION**

Provision for taxation is made based on the current tax rates in force. Deferred tax is not recognized, and provided in the books.

**CONTINGENT LIABILITIES**

All liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the Schedules on accounts.

**MISCELLANEOUS EXPENDITURE**

The following expenses shown under miscellaneous expenditure are amortized as follows. Preliminary expenses, share issue expenses amortized over a period of ten years

**PRIOR PERIOD ITEMS**

Material items of prior period non-recurring and extra ordinary items, if any, are disclosed separately.

**SCHEDULES :**

1. Provision for income tax has been made as necessary under the Income Tax Act, 1961 is provided as computed by the Company.

In absence of virtual certainty about future business , net deferred tax assets or liability has not been recognized in accordance with Accounting Standard (AS)22 – ‘Accounting for Taxes on Income’ issued by the Institute of Chartered Accountants of India.

2. Debit and credit balances in respect of debtors, loans and advances and creditors are subject to confirmation and reconciliation.
3. Previous year figures have been regrouped and reclassified wherever necessary to be in conformity with the current year figures.
4. Estimated amount of capital contracts remaining to be executed and not provided for net of advance paid Rs. 1367.14 Lacs (P.Y.Rs.1367.14 lacs).
5. Managerial Remuneration paid:
- |                | <u>2014-15</u> | <u>2013-14</u> |
|----------------|----------------|----------------|
| (a) Salary Rs. | <b>156000</b>  | 156000         |
6. Payment to Auditors  
As an auditor Rs. **15000** 15000
7. No provision for interest due and payable to SIDBI is provided in the accounts since last many years.
8. The company has not paid Income Tax since last several years.
9. Related party disclosures
- a. There is no transaction with related parties as defined under Companies Act, 2013
  - i. Subsidiaries: The Company does not have any subsidiary Company.
  - ii. Key Management personnel : Mr. Bhagyesh Bhatnagar (DIN: 00480210)
  - iii. Remuneration

Particulars	Key Management Personnel Amount Rs.	Relatives of Key Management Personnel Amount Rs.
Managerial Remuneration	156000	--

As per our report attached of even date  
For Kalpesh A Mehta & Co  
Chartered Accountants  
Firm Reg. No: 116119W  
Sd/-  
Kalpesh A Mehta  
Proprietor  
Mem. No: 45080

Place: Ahmedabad  
Date: 30th May, 2015

For and on behalf of the Board  
sd/-  
Bhagyesh Bhatnagar M.D.

sd/-  
Deepak B Mehta Director  
Suresh N Vekaria Director

Place: Ahmedabad  
Date: 30th May, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2015  
(PURSUANT TO CLAUSE -32 OF THE LISTING AGREEMENT)**

Sr. No.		31-3-2015	31-3-2014
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEM	0.59	0.52
	ADJUSTMENTS FOR	0.00	0.00
	DEPRECIATION	0.00	0.05
	FOREIGN EXCHANGE	0.00	0.00
	INVESTMENTS	0.00	0.00
	MISCELLANEOUS EXPENDITURE	0.07	0.07
	<b>Sub total (a)</b>	<b>0.66</b>	<b>0.64</b>
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		
	ADJUSTMENTS FOR		
	TRADE AND OTHER RECEIVABLES	(4.86)	(4.71)
	INVENTORIES	1.39	1.99
	LOANS & ADVANCES	0.00	0.00
	ADD/(LESS: INCREASE/DECREASE IN CURRENT LIABILITIES	2.46	2.04
	<b>CASH GENERATED FROM OPERATIONS (b)</b>	<b>(1.01)</b>	<b>(0.68)</b>
	INTEREST PAID	0.00	0.00
	DIRECT TAXES PROVISION	0.19	0.16
	<b>NET CASH FROM OPERATING ACTIVITIES A</b>	<b>(1.20)</b>	<b>(0.84)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Purchase of Fixed Assets	0.00	0.00
	Sale of Fixed Assets	0.00	0.00
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>0.00</b>	<b>0.00</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	PROCEEDS FROM ISSUE OF SHARE CAPITAL	0.00	0.00
	MOVEMENT IN LONG TERM BORROWINGS	0.00	0.00
	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>0.00</b>	<b>0.00</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(0.54)</b>	<b>(0.20)</b>
	CASH AND CASH EQUIVALENTS AS AT... (OPENING BALANCE)	0.92	1.12
	CASH AND CASH EQUIVALENTS AS AT... (CLOSING BALANCE)	0.38	0.92

**AUDITORS REPORT**

We have examined the above Cash Flow statement of Kome - On Communication Limited for the year ended 31st March 2015. The statement has been prepared by the Company in accordance with the requirement of Clause 32 of Listing Agreement with the Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of May 30<sup>th</sup>, 2015 to the members of the Company.

As per our report attached of even date

For Kalpesh A Mehta & Co

Chartered Accountants

Firm Reg. No: 116119W

Sd/-

Kalpesh A Mehta

Proprietor

Mem. No: 45080

Place: Ahmedabad

Date: 30th May, 2015

For and on behalf of the Board

sd/-

Bhagyesh Bhatnagar M.D.

sd/-

Deepak B Mehta

Director

Suresh N Vekaria

Director

Place: Ahmedabad

Date: 30th May, 2015

**FORM No. SH-13  
NOMINATION FORM**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To  
**Kome-on Communication Limited**  
**A/903, Fairdeal House**  
**Swastik Char Rasta, Navrangpura**  
**Ahmedabad – 380 009**

I/We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of securities	Folio No. No. of securities	No. of Securities	Certificate No.	Distinctive No.

**(2) PARTICULARS OF NOMINEE/S —**

- (a) Name:
- (b) Date of Birth:
- (c) Father’s/Mother’s/Spouse’s name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:(g) E-mail id:
- (h) Relationship with the security holder:

**(3) IN CASE NOMINEE IS A MINOR--**

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name:  
 Address:

Name of the Security \_\_\_\_\_  
 Holder (s) Signature

\_\_\_\_\_  
 Witness  
 Name:  
 Address:

**Form No. SH-14**  
**CANCELLATION OR VARIATION OF NOMINATION**  
**[Pursuant to sub-section (3) of section 72 of the Companies Act,**  
**2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]**

**Name of the company: Kome-on Communication Limited**

I/We hereby cancel the nomination(s) made by me/us in favor of.....(name and address of the nominee) in respect of the below mentioned securities.

**or**

I/We hereby nominate the following person in place of ..... as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied )**

Nature of securities	Folio No. No. of securities	No. of Securities	Certificate No.	Distinctive No.

**(2) (a) PARTICULARS OF THE NEW NOMINEE:**

**i. Name:**

**ii. Date of Birth:**

**iii. Father's/Mother's/Spouse's name:**

**iv. Nationality:**

**v. Address:**

**vi. E-mail id:**

**vii. Relationship with the Security holder:**

**(b) IN CASE NEW NOMINEE IS A MINOR--**

**i. Date of Birth:**

**ii. Date of attaining majority**

**iii. Name of guardian:**

**iv. Address of guardian:**

**Signature**

**Name of the Security**

**Holder (s)**

**Witness with name and address**



**Kome-On Communication Limited**  
**CIN:L92110GJ1994PLC021216**

**Registered Office: A/903, Fairdeal House, Swastik Char Rasta, Navrangpura, Ahmedabad-380009**

Folio No/Client ID & DP Id:

**ATTENDANCE SLIP**

**22ND ANNUAL GENERAL MEETING**

**Day** : Tuesday,  
**Date** : 29th September, 2015  
**Time** : 11.30 a.m.  
**Place** : A/903, Fairdeal House, Swastik Char  
Rasta, Navrangpura, Ahmedabad-380009

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company’s Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting.

**I record my presence at the  
Twentysecond Annual General Meeting**

\_\_\_\_\_  
**Signature of Member/Proxy**

\_\_\_\_\_  
**Name of Proxy in BLOCK LETTERS  
(If the Proxy attends instead of the Member)**

.....Tear here.....

**Form No. MGT-11  
PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]**

**CIN:L51109WB1998PLC087076**

**Name of the Company: Kome-on Communication Limited**

**Registered Office: A/903, Fairdeal House, Swastik Char Rasta, Navrangpura, Ahmedabad-380009**

**Name of the Member(s):**

**Registered address:**

**E-mail Id:**

**Folio No./Client Id & DP. Id:**

I/We, being the Member(s) of .....shares of the above named Company, hereby appoint

**1. Name:.....**

**Address:**

**E-mail Id:**

**Signature:....., or failing him**

**2. Name:.....**



Address:

E-mail Id:

Signature:..... , or failing him

3. Name:.....

Address:

E-mail Id:

Signature:.....r.....

Signed this.....day of .....2015.

Signature of shareholder(s)

Signature of Proxy holder(s)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentysecond Annual general meeting meeting of the company, to be held on the 29<sup>th</sup> day of September, 2015 at 11.30 a.m. at and at any A/903, Fairdeal House, Swastik Char Rasta, Navrangpura, Ahmedabad-380009 adjournment thereof in respect of such resolutions as are indicated below:

**Resolution:**

- 1 Resolution No: 3 To appoint Auditors
- 2 Resolution No: 4 To regularize appointment of Mrs. Meena Jayesh Vora
- 3 Resolution No: 5 To Keep the Statutory Registers other than Registered Office
- 4 Resolution No: 6 Appointment of Managing Director

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

**Notes:**

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Sixteenth Annual General Meeting



**Kome-On Communication Limited**

**Registered office: A/903, Fairdeal House, Swastik Char Rasta, Navrangpura, Ahmedabad-380009**

**Form No. MGT-12**

**Polling Paper**

**[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]**

**BALLOT PAPER**

**S No:**

**Particulars Details**

- 1. Name of the First Named Shareholder (In block letters)**
- 2. Postal address**
- 3. Registered folio No. / \*Client ID No. (\*Applicable to investors holding shares in dematerialized form)**
- 4. Class of Share**

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>Sr. No</b>	<b>Item No</b>	<b>No of Shares held</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>

**Place:** \_\_\_\_\_

**Date:** (Signature of the shareholder)

NOTES

Book - Post

To,

If undelivered, please return to:

*Kome-on Communication Limited*

Reg. Off: A/903, Fairdeal House,  
Navrangpura, Ahmedabad - 380009