



MUNOTH COMMUNICATION LIMITED

BOARD OF DIRECTORS

Lalchand Munoth, Chairman
Jaswant Munoth, Managing Director
Bharat Munoth
Manish Marida
Ranjani Padmanabhan
M.Jayantilal Jain

DEPUTY COMPANY SECRETARY

Lalit Lalwani

AUDITORS

Kumbhat & Co.,
Chartered Accountants
144, N.S.C. Bose Road
Chennai - 600 079.

BANKERS

Bank of Baroda
The Federal Bank Ltd.
ICICI Bank Ltd.

LEGAL ADVISORS

Aiyar & Dolia
Advocates
29 & 30, Law Chambers
High Court Buildings
Chennai - 600 104.

REGISTRARS AND SHARE TRANSFER AGENT

Cameo Corporate Services Limited
"Subramanian Building"
1, Club House Road,
Chennai - 600 002.

REGISTERED OFFICE

Munoth Centre, Suite No. 48
3rd Floor, 343, Triplicane High Road,
Chennai - 600 005.

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MUNOTH COMMUNICATION LIMITED

MUNOTH COMMUNICATION LIMITED

REGD. OFFICE: SUITE NO. 48, MUNOTH CENTRE
3RD FLOOR, 343 TRIPLICANE HIGH ROAD
CHENNAI - 600 005

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Company will be held on Thursday 12th August, 2010 at 10.15 A.M. at Nahar Hall (South India Hire Purchase Association), Desabandhu Plaza, 1st floor, 47, Whites Road, Royapettah, Chennai – 600 014 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2010 and the Balance Sheet as on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Ms. Ranjani Padmanabhan who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration of Rs. 1,00,000/- plus out of pocket expenses.

On behalf of the Board of Directors
for **MUNOTH COMMUNICATION LIMITED**

Place : Chennai
Date : 21-05-2010

LALCHAND MUNOTH
CHAIRMAN



NOTES:

APPOINTMENT OF PROXY

The Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Shareholder of the Company. The proxy, in order to be effective, must be received by the company not later than 48 hours before the meeting.

CLOSURE OF REGISTER OF MEMBER:

The Register of Members and the Share Transfer Books of the Company will remain closed from August 10, 2010 to August 12, 2010 (Both days inclusive).

CHANGE OF ADDRESS:

The Shareholders are requested to intimate the change, if any, in their Registered Address, to Cameo Corporate Services Ltd, "Subramaniam Building", No.1, Club House Road, Chennai - 600 002. In case of shares held in dematerialised form this information should be passed on to the respective Depository Participant without any delay.

ATTENDANCE SLIP:

For the convenience of the Shareholders Attendance slip is annexed to the proxy form. The Shareholders are requested to fill in and affix their signatures at the space provided therein and hand over the attendance slip at the entrance of the place of the meeting. Proxy/Representative of Shareholders should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.

CONSOLIDATION OF FOLIOS:

It is strongly recommended that shareholders having more than one folio in the same name or with identical names in the same order in case of Joint holdings, are requested to write to the company's Share Transfer Agents, viz Cameo Corporate Services Ltd immediately along with the relevant share certificates to enable consolidation of such holdings in a single folio. If the shares are jointly held such requests should be signed by all the joint holders.

DEMATERIALISATION OF SHARES:

The company's equity shares have been notified for compulsory dematerialisation. Accordingly trading of these shares through Stock Exchange would be facilitated if the share certificates are dematerialised. Members having the physical share certificates are advised to consider opening of a Demat account with an authorised Depository participant and arrange for dematerialising their shareholdings in the company.

REQUEST TO MEMBERS:

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting. They are further requested to occupy their seats at least fifteen minutes before the scheduled time for the commencement of the meeting to avoid interruption in the proceedings.



MUNOTH COMMUNICATION LIMITED

DIRECTORS REPORT

TO THE MEMBERS:

Your Directors have pleasure in presenting their Twenty sixth Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2010.

FINANCIAL RESULTS:

Particulars	2009-2010 Rs. in Lakh	2008-2009 Rs. in Lakh
Total Income	150.95	128.08
Total Expenditure	124.05	300.68
Profit / (Loss) before Depreciation	26.90	(172.60)
Less: Depreciation	9.53	6.55
Profit / (Loss) before Tax	17.37	(179.15)
Less: Provision for Tax	0.79	-
Less Provision for FBT	-	0.48
Profit / (Loss) after tax	16.58	(179.63)
Add / (Less): Deferred Tax adjustment for the year	6.59	(53.30)
Profit / (Loss) for the year	9.99	(126.33)
Profit / (Loss) brought forward	(351.53)	(225.20)
Profit / (Loss) carried forward	(341.54)	(351.53)

REVIEW OF BUSINESS OPERATIONS:

The Company is launching its own brand of mobile phone in the country. Efforts have been taken to locate design house, manufacturer in China and the sales and distribution network is being setup. The Company has already placed the first trial order with vendor based in China. The Company has invested in a new brand ID, new packaging and has brought out two models A9 and A36.

FUTURE PROSPECTS:

The Company plans to formally launch its own brand of mobile phones in the country in the second quarter of the financial year. It would have developed by that time over six models of GSM compliant mobile phones.

DIVIDEND:

On account of the carried forward losses sustained by the company, your Directors regret their inability to declare any dividend.

CORPORATE GOVERNANCE:

A report on Corporate Governance along with the Auditor's Certificate regarding compliance of the conditions of Corporate Governance and also a Management Discussion and Analysis Report pursuant to Clause 49 of the Listing Agreement are annexed hereto.



MUNOTH COMMUNICATION LIMITED

DIRECTORS:

In terms of provisions of the Articles of Association, Ms. Ranjani Padmanabhan retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 217 (2AA) which was introduced by the Companies (Amendment) Act, 2000 your Director's confirm that:-

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures.
- ii) The Directors had selected such accounting policies and applied them 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 at the close of the financial year ended 31st March 2010 and of the Profit/Loss of the company for the year ended 31st March 2010.
- iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.

AUDIT COMMITTEE:

The Audit committee constituted by the Board of Directors consists of three Independent Directors Viz.

1. Mr. Manish Mardia Chairman
2. Mr.M Jayantilal Jain Member
3. Mrs. Ranjani Padmanabhan Member

The constitution of the Audit Committee also meets the requirements of Sec.292A of the Companies Act 1956 as introduced by the Companies (Amendment) Act 2000. The terms of reference specified by the Board to the Audit Committee are as per clause 49 of the Listing Agreement.

REMUNERATION COMMITTEE:

The remuneration committee has been constituted for performing inter alia the role/various functions as set out under clause 49 of the listing agreement with the Stock Exchanges and also in pursuance to the amendments made to Schedule XIII to the Companies Act, 1956.

DEPOSITORY SYSTEM:

As per SEBI's Directive, Equity Shares of your company is now compulsorily traded in dematerialised form. In this connection your company has signed an agreement with NSDL & CDSL for dematerialisation of its equity shares. As on March 31, 2010 Equity Shares representing about 85.75% of the Shares Capital have been dematerialised. The company has appointed M/s. Cameo Corporate Services Limited as Registrars for the purpose of electronic connectivity for effecting dematerialisation of shares.

FIXED DEPOSITS

The Company has not accepted any public deposits and, as such, no amount on account of principal or interest on public deposits was outstanding as on the date of balance sheet.



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STOCK EXCHANGES

The Company's shares are listed on Madras Stock Exchange, Bombay Stock Exchange and Ahmedabad Stock Exchange. The Listing fees to all Stock Exchanges have been paid up to date.

STATUTORY INFORMATION: PARTICULARS:

There are no persons, employed in the company either during the year or part of the year who were in receipt of remuneration exceeding the sums prescribed under the provision of Sec.217 (2A) of the Companies Act, 1956.

DISCLOSURE OF PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company being in the trading business, requirement regarding the disclosure of particulars relating to conservation of energy and technology absorption prescribed by the rules are not applicable.

There are no earnings or outgo in respect of foreign exchange during the year under review.

AUDITORS:

M/s.Kumbhat & Co., Chartered Accountants, having firm Registration No. : 00160S the Auditors of the Company, retires at the close of the ensuing Annual General Meeting and are eligible for re-appointment.

PERSONNEL:

Employee relations have been very cordial during the year under review.

ACKNOWLEDGEMENT:

Your Directors express their deep gratitude for the assistance, co-operation and support extended to your company by the Bankers and other valued clients. The Board gratefully express their thanks to you all for the trust you have reposed in the Company and look forward to your continued support. Your Directors take this opportunity to place on record their warm appreciation of the valuable contribution, unstinted efforts and the spirit of dedication by the employees and officers at all levels in the progress of the company.

Place : Chennai
Date : 21.05.2010

For and on behalf of the Board of Directors
Lalchand Munoth
Chairman



REPORT ON CORPORATE GOVERNANCE 2009-2010

A MANDATORY REQUIREMENTS:

1. Company's Philosophy on code of corporate Governance

Munoth Communication Limited's commitment to good corporate governance practices is to ensure transparent disclosures and reporting that conforms fully to laws, regulations and guidelines and to promote ethical conduct throughout the Company with an emphasis on accountability beyond the stipulations required for fulfillment of the requirements of the Listing Agreement with Stock Exchanges. Transparency, fairness, disclosure and accountability have been central to the working of the company, its management and its board of directors. The Company's Corporate Governance is oriented towards increase in shareholders value through disciplined and continuous growth.

2. Board of Directors

2.1 Composition

The Board consists of 6 members; of whom 3 are Executive and 3 are Independent Directors.

The brief background, functional experience of the Director's seeking reappointment is given below.

Mrs. Ranjani Padmanabhan, Director retires from the Board by rotation and being eligible offers herself for re-appointment.

Mrs. Ranjani Padmanabhan holds a Bachelor degree in Commerce. She has 31 years of experience in the field of Finance and Administration. She has been a Director of the Company from 2001 and has provided valuable insight and advice on business matters. The Company has benefited from her rich expertise. She is also the member of the Remuneration Committee and Audit Committee constituted by the Board of Directors of the Company. She is also the Director of Munoth Industries Limited.

2.2 Board Procedures

Dates for the board meetings were decided well in advance. The board meetings are held at the registered office of the Company. Six Board meetings were held on 30th April 2009, 30th June 2009, 31st July 2009, 31st August 2009, 29th October 2009 and 29th January 2010 during the year ended March 31, 2010 .

2.3 Availability of Information to the Board Members

The information regularly supplied to the Board includes:

- Quarterly results of the company
- Operations of the Company and its financial performance
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment of financial head and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important by or against the Company
- All Compliance reports and Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as delay in share transfer etc.



MUNOTH COMMUNICATION LIMITED

- Any material default in financial obligations to and by the company, or substantial nonpayment of dues to the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement.
- Donations and other significant matters.
- Significant labour matters and human resource issue.
- Sale of material nature, of investments, assets, which is not in normal course of business.

2.4 Outside directorships and committee positions:

Table showing the number of outside directorships and committee positions held by the directors are given below:

Name of Director	Attendance		Directorships (Private Cos excluded)		Chairman / Member of Committees of Listed Companies
	Board Meeting	AGM	Listed Cos	Unlisted Public Companies	
Mr. Lalchand Munoth (Chairman)	6	yes	1	2	1
Mr. Jaswant Munoth (Managing Director)	5	yes	1	2	1
Mr. Bharat Munoth	6	yes	1	2	-
Mr. Manish Mardia	6	yes	-	1	-
Mr. V Sankaran*	3	yes	3		2
Ms. Ranjani Padmanabhan	6	yes		1	
Mr. M Jayantilal Jain*	3	yes	1		2

Notes:

Explanation:

- For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, are included and all other companies including private limited companies, foreign companies and companies under Section 25 of the Companies Act are excluded.
- For the purpose of reckoning the limit under this sub-clause, Chairmanship/ membership of the Audit Committee and the Shareholders' Grievance Committee alone are considered.
- *At the last Annual General Meeting held on August 31, 2009 Mr. V Sankaran, an independent director retired and Mr. M Jayantilal Jain who was appointed as Additional Director by the Board of Directors on July 31, 2009 was appointed as the Director of the Company liable to retire by rotation.



2.5 Non executive directors' compensation and disclosures

Non Executive Independent Directors are paid sitting fees for every meeting of the Board attended by them and it is within the limits prescribed under the Companies Act, 1956 for payment of sitting fees without approval of the Central Government.

The Company does not have any pecuniary relationship/transactions with the Non-Executive Directors during the year 2009-2010.

2.6 Code of Conduct :

The Board has laid down a code of conduct for all Board members and senior management of the Company and the Annual Report of the Company contains a declaration to this effect signed by CEO.

2.7 Legal Compliance reporting :

As required under clause 49 of the Listing Agreement, the Board periodically reviews compliance of various laws applicable to the Company.

3. Audit committee

3.1. Composition

Our Audit committee comprises of the following Independent Directors:

- 1. Mr. Manish Mardia, Chairman
- 2. Mr. M Jayantilal Jain
- 3. Mrs. Ranjani Padmanabhan

3.2 Audit Committee attendance during the financial year

Four Audit Committee meetings were held on the following dates: 29th June 2009, 30th July 2009, 28th October 2009 and 28th January, 2010.

Name of the Director	No. of Meetings	
	Held	Attended
Mr. Manish Mardia	4	4
Mr. V.Sankaran*	4	2
Mrs. Ranjani Padmanabhan	4	4
Mr. M Jayantilal Jain*	4	1

*Mr. V Sankaran, retired from the Board on August 31, 2009 and Mr. M Jayantilal Jain was elected as the Member of the Audit Committee on the Board Meeting held on August 31, 2009

3.3 Brief Term of reference :

The terms of reference of the Audit Committee are extensive and include all that is mandated in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. Apart from overseeing and monitoring the financial reporting system within the company and considering the un-audited and audited results for the relevant quarter and the year as the case may be, before being adopted by the Board, the audit committee focused its attention on topics such as:



- Review of annual revenue and capital budgets
- Annual internal audit plan
- Legal compliance reporting system
- Related party transactions of a material nature
- Investment and provisioning guidelines
- Presentation of consolidated financial statement
- Review of internal control systems
- Audit methodology and process
- Major accounting policies and practices
- Compliance with accounting standards, and risk management.

The committee also continued to advise the management on areas where greater internal audit focus was needed, and on new areas to be taken up for audit purposes.

All members of the audit committee are independent, non-executive directors. Mr. Manish Mardia, the Chairman of the Audit Committee attended the last Annual General Meeting of the Company

4. Remuneration Committee:

4.1 Composition

The Committee consists of the following Non-Executive Independent Directors:

1. Mr. Manish Mardia, Chairman
2. Mr. M Jayantilal Jain
3. Mrs. Ranjani Padmanabhan

The committee is vested with all necessary powers and authority to determine and recommend the remuneration payable to Executive Directors. There was no meeting held on the financial year 2009 – 2010.

4.2 Remuneration Policy:

Non-Executive Independent Directors

Non Executive Independent Directors are paid sitting fees for every meeting of the Board attended by them and it is within the limits prescribed under the Companies Act, 1956 for payment of sitting fees without approval of the Central Government.

No other remuneration is being paid to them.

Executive Directors

The remuneration policy is directed towards rewarding performance. It is aimed at attracting and retaining high caliber management talent by valuing their performance on the basis of their contribution during the year, considering the prevailing internal & external business environment at the same time giving weightage to the prevailing competitive market practices. The amount paid to the Executive Directors is as per the approval of the Members in their general meeting.



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The remuneration paid to Mr. Jaswant Munoth, Managing Director for the year ended 31.03.2010 is as follows:

	Rs. in Lakh
Salary	15.00
Commission	-
Perquisites & other allowances	-
Total	<u>15.00</u>

5 Shareholders' and Investors' Grievance committee

5.1 Constitution and Composition:

The Board of Directors has constituted the Shareholders' and Investors' Grievance Committee in 2000. This Committee specifically looks into the Shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report etc., In addition, the Committee also looks into matters that can facilitate better investor services and relations.

The committee consists of the following Directors:

1. Mr. M Jayantilal Jain, Chairman
2. Mr. Lalchand Munoth
3. Mr. Jaswant Munoth

5.2 Investors' Grievance Committee Attendance and Topics discussed

The committee met 7 times on the following dates: 30th April 2009, 30th July 2009, 30th September 2009, 28th October 2009, 28th January 2010, 26th February 2010 and 15th March 2010.

Name of the Director	No. of Meetings	
	Held	Attended
Mr. V.Sankaran*	7	2
Mr. Lalchand Munoth	7	7
Mr. Jaswant Munoth	7	7
Mr. M Jayantilal Jain*	7	5

*Mr. V Sankaran, retired from the Board on August 31, 2009 and Mr. M Jayantilal Jain was elected as the Member of the Committee on the Board Meeting held on August 31, 2009

The committee focused its attention on various topics, such as:

- Investors' queries and complaints regarding transfer, annual reports, etc
- Complaints of investors routed by SEBI/Stock Exchanges
- Transfer, transmission, dematerialisation and rematerialisation of shares
- New share certificates with the changed corporate identity
- Secretarial audits.



6. General Body Meetings:

The details of the last three Annual General Meetings are as under:

Year	Location	Date	Time
2006-2007	Nahar Hall Desabandhu Plaza, I Floor 47, Whites Road, Royapettah, Chennai - 600 014.	27 th August 2007	10.20 A M
2007-2008	Nahar Hall Desabandhu Plaza, I Floor 47, Whites Road, Royapettah, Chennai - 600 014.	22 nd August 2008	9:45 A M
2008-2009	Nahar Hall Desabandhu Plaza, I Floor 47, Whites Road, Royapettah, Chennai - 600 014.	31 st August 2009	9:45 A M

There was one special resolution passed in the Annual General Meeting held on 22nd August 2008.

Reappointment of Mr. Jaswant Munoth as Managing Director of the Company

During the year ended 31 March 2010, there has been no resolution passed by the Company's Shareholders by Postal Ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by Postal Ballot.

7. Disclosures:

a. Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc, that may have potential conflict with the interests of the Company at large.

NIL

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to Capital Markets, during the last three years.

NIL

c. Whistle Blower Policy has been adopted by the Company and employees are free to raise issues, if any pertaining to Company's operations and report them to Audit Committee.

d. The Company has complied with the mandatory requirements of revised Clause 49 of the Listing Agreement. The non mandatory requirements adopted by the Company are separately given in the Annual Report.



MUNOTH COMMUNICATION LIMITED

8. Means of Communication:

* Half yearly report sent to each household of shareholders:	No
*Quarterly Results normally published in the newspapers:	The Trinity Mirror Makkal Kural (Tamil Daily)
*Whether it also displays, official news releases and Presentations made to institutional Investors/ Analysis	Yes
*Whether Management Discussion & Analysis (MD & A) report is a part of Annual Report:	Yes
* Whether shareholder information Section forms part of the Annual Report	Yes

9. General Shareholder information:

i	Annual General Meeting:	Thursday 12th August, 2010 at 10.15 A.M. at Nahar Hall Desabandhu Plaza, I Floor 47, Whites Road, Royapettah, Chennai - 600 014.								
ii	Financial Calendar	First Quarter Results : July Second Quarter Results : October Third Quarter Results : January Annual Results : Within 60 days of the end of the financial year								
iii	Dates of Book Closure:	August 10, 2010 to August 12, 2010 (Both days inclusive)								
iv	Dividend Payment Date:	Not applicable								
v	Listing on Stock exchanges and Stock Code	<table><thead><tr><th>Name</th><th>Stock Code</th></tr></thead><tbody><tr><td>The Stock Exchange, Mumbai</td><td>511401</td></tr><tr><td>Madras Stock Exchange Limited</td><td>MUNOTH INV</td></tr><tr><td>Ahmedabad Stock Exchange Limited</td><td>38430</td></tr></tbody></table> <p>Listing fees to all the stock exchanges for the financial year 2009-2010 has been paid</p>	Name	Stock Code	The Stock Exchange, Mumbai	511401	Madras Stock Exchange Limited	MUNOTH INV	Ahmedabad Stock Exchange Limited	38430
Name	Stock Code									
The Stock Exchange, Mumbai	511401									
Madras Stock Exchange Limited	MUNOTH INV									
Ahmedabad Stock Exchange Limited	38430									
vi	International Securities Identification Number (ISIN)	INE410E01015 (CDSL & NSDL)								



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vii Market Price Data: High, Low during each month in last financial year

Month	High	Low Price
9-Apr	3.46	2.9
9-May	4.24	2.77
9-Jun	7.91	3.75
9-Jul	6.13	4.76
9-Aug	5	3.9
9-Sep	4.98	3.79
9-Oct	4.15	2.5
9-Nov	4.3	2.81
9-Dec	4.62	3.71
10-Jan	4.45	3.56
10-Feb	3.45	3.27
10-Mar	3.57	2.45

- viii Registrar and Transfer Agents
Cameo Corporate Services Limited
“Subramanian Building”
1, Club House Road,
Chennai – 600 002.
- ix Share Transfer System
Trading in equity shares of the Company is permitted only in dematerialized form. Share transfers and transmission in physical form are registered and returned between 15 to 30 days from the date of receipt, if documents are in order in all respects by the share transfer agents of the Company and the power to approve the transfer and transmission has been delegated by the Board to the Share Transfer/ Investor Grievance Committee.
- x Dematerialization of shares and liquidity
As on March 31, 2010, 85.75% of the total shares of the Company have been dematerialized.
- xi Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity
There are no outstanding GDRs/ADRs/ Warrants and convertible bonds as on March 31, 2010 and therefore there will be no impact on equity
- xii Plant Locations
There is no plant setup for this Company.
- xiii Address for correspondence
The Company Secretary,
Munoth Communication Limited,
Suite No.48, Munoth Centre,
343, Triplicane High Road,
Chennai – 600 005.



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- xiv **Details on use of public funds obtained in the last three years:** No funds have been raised from the public in the last three years

xv **Distribution of Shareholding as on March 31, 2010**

Shareholding of nominal value of	Shareholders		Shareholding		
	Rs. [1]	Number [2]	% to Total Nos. [3]	In Rs. [4]	% to Total Amount [5]
10 - 5000		2249	82.4413	3515280	3.6430
5001 - 10000		187	6.8548	1475040	1.5286
10001 - 20000		114	4.1788	1762030	1.8260
20001 - 30000		63	2.3093	1625910	1.6849
30001 - 40000		15	0.5498	523260	0.5422
40001 - 50000		20	0.7331	952640	0.9872
50001 - 100000		31	1.1363	2204060	2.2841
100001 - And Above		49	1.7961	84435780	87.5036
Total:		2728	100.0000	96494000	100.0000

xvi **Categories of shareholders as on March 31, 2010**

	CATEGORY	No. of shares held	Percentage of shareholding
A.	Promoter's holding		
1.	Promoters*		
	Indian Promoters	28,25,605	29.28
	Foreign Promoters	NIL	NIL
2.	Persons acting in concert #	NIL	NIL
	Sub- Total	28,25,605	29.28
B.	Non-Promoters Holding		
3.	Institutional Investors		
a.	Mutual Funds and UTI	25,000	0.26
b.	Banks, Financial Institutions, Insurance Companies [central/State Govt. Institutions/Non-Government Institutions]	3,00,000	3.11
c.	FIs	11,625	0.12
4.	Others		
a.	Private Corporate Bodies	7,26,053	7.52
b.	Individuals	12,44,418	12.90
c.	NRIs/OCBs	15,10,653	15.66
d.	Foreign Nationals	30,00,000	31.09
e.	HUF	6046	0.06
	Sub- Total	68,23,795	70.72
	Grand Total	96,49,400	100.00



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B. Non-Mandatory Requirements

1. Chairman of the Board:

The Company has a non executive promoter Chairman and chairman's office is maintained at the Company's expense.

2. Remuneration Committee:

The Listing agreement with the stock exchanges provides that a company may appoint a committee for recommending managerial remuneration payable to the Directors. The Company already has a remuneration committee for the said purpose. Please refer item no. 4 under the heading Mandatory requirement.

3. Shareholders Rights:

As the Company's half yearly results are published in an English Newspaper having circulation all over India and in a Tamil Newspaper widely circulated in Tamil Nadu the same are not sent to reach household of shareholders.

4. Postal Ballot:

The provisions related to Postal Ballot will be complied with in respect of matters wherever applicable.

5. Whistle Blower Policy:

Whistle Blower policy has been adopted by the Company and employees are free to raise issues, if any pertaining to the operations of the Company and report the same to the Audit Committee

On behalf of the Board of Directors

Chennai
May 21, 2010

Lalchand Munoth
Chairman



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development:

The opening of the telecom sector has not only led to rapid growth in subscriber base but also helped a great deal towards maximization of consumer benefits, particularly in terms of price discovery, following the forbearance approach in tariffs. Foreign direct investment (FDI) ceilings have been raised from 49 per cent to 74 per cent. In the area of telecom equipment manufacturing and provision of IT-enabled services, 100 per cent FDI is permitted. This has made telecom one of major sectors attracting FDI inflows.

From only 54.6 million telephone subscribers in 2003, the number increased to 429.7 million as on October 31, 2009 showing addition of 2.49 million during the period from March to December 2009. With 525.1 million wireless connections, Indian telecom has become the second largest wireless network in the world. Competition in this sector is becoming intense and the industry is likely to witness the emergence of newer technologies like 3G, Mobile Number Portability (MNP) leading to further increase in the infrastructure requirements.

2. Segment Wise Performance:

The Company is launching its own brand of mobile phone in the country. Efforts have been taken to locate design house, manufacturer in China and the sales and distribution network is being setup. The Company has already placed the first trial order with vendor based in China. The Company has invested in a new brand ID, new packaging and has brought out two models A9 and A36.

3. Future Plans and Outlook:

The Company plans to formally launch its own brand of mobile phones in the country in the second quarter of the financial year. It would have developed by that time over six models of GSM compliant mobile phones.

4. Financial Performance:

The total income for the year 2009-2010 amounted for Rs.150.95 Lakh as compared to Rs.128.08 Lakh in the previous year. The Company has made a net profit of Rs.16.58 Lakh ..

5. Strength and Weakness

The industry is well established with a sale of about 20% of mobile handset sales. It is quick to market and introduce a product after understanding the customer needs. The market is owner driven with comparatively lesser overheads helping in competitive pricing.

Indian brands are currently targeting only mid segment users. Multinational brands still rule the expensive phones.

6. Opportunities and Threats:

The growing and huge market offers great scope to grow market share for existing Indian brands and opportunity for new brands to enter the market is more. With increase in handset penetration and users, handset service setup or tie-up will add to bottom lines of Indian brands. Open platforms like google's Android and Microsoft's and availability of 3G chipsets make it possible for Indian brands to eye top end market and increase profit margins.

Multinational brands can work on price subsidy to garner lost market share and get in to very aggressive marketing to woo customers.



7. Outlook, Risks and Concern:

In the recent year and half, there has been an emergence of plethora of brands joining the wagon. The handset market, as of date, is flooded with over 30 Indian mobile phone brands. The so called the Indian branded phones, in lines with leading multinational brands, are all manufactured in China; have equally robust quality and are preferred over multinational brand for reasons like lower prices, dual sim card support, after sale support, quicker new models and range, better trade incentives, marketing and promotions.

The Indian brands have succeeded in garnering about 20 - 25% market share in India and is already accounting for about 3 million handset sales month on month. An INR 2500 billion market can easily accommodate over a hundred players.

8. Human Resources/Industrial Relations:

Your Company considers its Human Resources as its most valuable asset among all their assets of the Company. It has been the policy of the company to promote the talent by providing opportunities to develop themselves within the organisation. The Company continued to maintain a cordial and harmonious relation with its employees.

9. Internal Control System and Adequacy:

Your Company lays emphasis on integrated control systems and accountability and has been maintaining adequate system in place commensurate with its size and nature of business.

Annexure – 1

Auditors' Certificate on Corporate Governance

CERTIFICATE

To the members of Munoth Communication Limited

We have examined the compliance of the conditions of Corporate Governance by Munoth Communication Limited, for the year ended 31st March 2010 as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of the 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, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Share Transfer and Shareholder/ Investor Grievance Committee.

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

For KUMBHAT & Co.
Chartered Accountants

(AJIT KUMBHAT)

Partner

M.P.No. 19582

(Firm Registration No. : 00160S)

Place : Chennai
Date : 21.05.2010



MUNOTH COMMUNICATION LIMITED

Annexure- 2

Declaration by Chief Executive Officer (CEO)

I, Jaswant Munoth, Managing Director of Munoth Communication Limited hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31 March 2010 compliance with the code of conduct of the company laid down for them.

Place : Chennai
Date : 21.05.2010

Jaswant Munoth
Managing Director

Annexure- 3

Certificate by Chief Executive Officer (CEO)

I, Jaswant Munoth, Managing Director of Munoth Communication Limited hereby certify

1. That I have reviewed the financial statements and the cash flow statement for the year ended 31 March 2010 and that to the best of my knowledge and belief,
 - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. That I accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which I was aware and the steps that we have taken or propose to take to rectify the identified deficiencies and
4. That I have informed the auditors and the audit committee of:
 - Significant changes in internal control during the year;
 - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and
 - Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place : Chennai
Date : 21.05.2010

Jaswant Munoth
Managing Director



MUNOTH COMMUNICATION LIMITED

AUDITORS REPORT TO THE MEMBERS OF M/S MUNOTH COMMUNICATION LIMITED, CHENNAI.

We have audited the attached Balance Sheet of M/s. MUNOTH COMMUNICATION LIMITED, as at 31st March 2010 and also the Profit and Loss account and also the Cash Flow Statement 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.

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.

Further to our report under the Companies (Auditors' Report) Order, 2003 as amended by the Companies (Auditors' Report) (Amendment) Order, 2004 annexed to this report we state that:

- 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 it appears from our examination of those books.
- iii. The Balance Sheet, Profit and 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 and Profit & Loss Account dealt with by this report comply with the accounting standards, referred to in Sub section (3C) of Section 211 of Companies Act, 1956.
- v. On the basis of written representations received from the Directors as on 31st March 2010 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2010 from being appointed as Director in terms of section 274(1)(g) 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 give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a. In the case of the Balance Sheet, of the state of Company's affairs at 31st March, 2010.
 - b. In the case of the Profit and Loss account of the Profit for the year ended on that date.
 - c. In the case of the Cash Flow Statement of the Cash flow for the year ended 31st March, 2010

For **KUMBHAT & CO.,**
Chartered Accountants

(AJIT KUMBHAT)

Partner

M.No. 19582

(Firm Registration No. : 00160S)

Place : Chennai
Date : 21.05.2010



**ANNEXURE REFERRED TO IN PARA 1 OF OUR REPORT OF EVEN DATE
RE: MUNOTH COMMUNICATION LIMITED, CHENNAI**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets. The Fixed Assets other than Leased Assets have been physically verified by the management during the period. As regards Leased Assets the lessees have certified the existence of the Assets.
- (b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year and no materials discrepancies were noticed on such verification as compared to the available records. In our opinion the frequency of such physical verification is reasonable having regard to the size of the company and the nature of its assets. None of the Fixed Assets have been revalued during the year.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (ii) The Company did not have any inventory other than stock in trade of shares.
- (iii) According to the information and explanations given to us, the Company has not granted or taken or taken any secured or unsecured loans during the year from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1961 (1 of 1956) and accordingly, paragraphs 4 (iii), (b), (c), (d), (e), (f) and (g) of the order are not applicable.
- (iv) According to the information and explanations given to us, there were no transactions of purchase of inventory during the year. In our opinion and according to the information and explanations given to us, there were adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase fixed assets and for the sale of goods and service. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- (v) In our opinion and according to the information and explanations given to us, there are no transactions of purchase of goods and material and sale of goods, materials and services made in pursuance of contracts or arrangement required to be entered in the register maintained under section 301 of the Companies Act 1956 (1 of 1956), aggregating during the year of Rupees Five Lakhs or more in respect of each party.
- (vi) The company has not accepted any deposits from the public.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) Maintenance of cost records as prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 (1 of 1956) are not applicable to the company.
- (ix) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, excepting a sum of Rs.93,583/- of undisputed tax on lease rentals.



MUNOTH COMMUNICATION LIMITED

- (b) According to the information and explanations given to us, no disputed amounts payable in respect of statutory dues were outstanding as at 31st March 2010 for a period of more than six months from the date they become payable. Further, since the Central Government has not prescribed the amount of cess payable under Section 441A of the Companies Act, 1956, we are not in a position to comment on the regularity or otherwise of the Company depositing the same.
- (x) The company's accumulated losses amounting to Rs.341.54 lacs as on the date of the Balance Sheet which is less than fifty per cent of its net worth; it has not incurred cash losses during the current financial year; in the immediately preceding financial year the Company incurred cash loss.
- (xi) According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institutions or bank as at Balance Sheet date.
- (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares.
- (xiii) The provision of any special statute applicable to chit fund/nidhi/mutual fund/societies are not applicable to the company.
- (xiv) The Company has maintained proper records of transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.
- (xvi) According to the explanations and informations given to us terms loans were applied for the purpose for which the loans were obtained by the Company.
- (xvii) The Company has not utilized the funds raised on short term basis for long term investment.
- (xviii) During the year the company has not made any preferential allotment of shares.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by way of Public Issue during the year.
- (xxi) During the course of our examination of the books and records of the company carried in accordance with the generally accepted auditing practices in India, and according to information and explanation given to us we have neither come across any instance of fraud on or by the company noticed or reported during the year, nor we have been informed of such case by the management.

For **KUMBHAT & CO.**,
Chartered Accountants

(AJIT KUMBHAT)
Partner

M.No. 19582

(Firm Registration No. : 00160S)

Place : Chennai
Date : 21.05.2010



MUNOTH COMMUNICATION LIMITED

BALANCE SHEET AS AT 31 ST MARCH 2010

	SCH	FIGURES AS AT		
		31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)	
I. SOURCES OF FUNDS				
1. Shareholder' s Funds				
a) Share Capital	1	99,513.43	99,513	
b) Reserves & Surplus	2	56,104.08	<u>56,104</u>	155,617
LOAN FUNDS :				
2. a) Secured loans	3		<u>333.87</u>	<u>15,660</u>
Total			155,951.38	171,277
II. APPLICATION OF FUNDS				
1. FIXED ASSETS :				
a) Gross Block		14,771.55	15,837	
b) Less : Accumulated depreciation	4	<u>7,882.00</u>	<u>6,889.55</u>	8,566
c) Net Block				
2. INVESTMENTS :	5		46,645.07	57,711
3. CURRENT ASSETS, LOANS & ADVANCES:				
(i) Stock - in - Trade of Shares & Debentures	6	11,177.96	11,089	
(ii) Sundry Debtors	7	1,943.64	-	
(iii) Cash & Bank Balances	8	27,689.58	20,681	
(iv) Other Current Assets	9	<u>814.67</u>	<u>786</u>	
		41,625.85	32,556	
b) LOANS & ADVANCES:	10	<u>18,455.29</u>	<u>29,008</u>	
(A)		60,081.14	61,564	
Less : Current Liabilites & Provisions:				
a) Liabilities	11	573.86	387	
b) Provisions	12	<u>570.71</u>	<u>540</u>	
(B)		1,144.57	927	
Net Current Assets	(A-B)	58,936.56		60,637
4. DEFERRED TAXASSET	13	5,072.45		5,732
5. a) Miscellaneous Expenditure (To the extent not written off or adjusted)	14	2,781.91		3,478
b) Profit & Loss Account	15	34,153.76		35,153
c) Deferred Revenue Expenditure	16	<u>1,472.08</u>		-
Total		155,951.38		171,277
Accounting Policies & Notes on Accounts.	25			

SCHEDULES 1 TO 16 AND 25 (NOTES ON ACCOUNTS) FORM PART OF THIS BALANCE SHEET.

"This is the Balance Sheet referred to in our report of even date."

For **KUMBHAT & CO.**,
Chartered Accountants
Firm Registration No. : 00160S

LALCHAND MUNOTH
Chairman

JASWANT MUNOTH
Managing Director

(AJIT KUMBHAT)
Partner
M.No.19582

Place : CHENNAI
Dated : 21-05-2010

BHARAT MUNOTH
Director



MUNOTH COMMUNICATION LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31 ST MARCH, 2010

SCH	FIGURES AS AT	
	31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)
INCOME:		
Sale of shares	5,641.27	10,272.00
Interest Income	17	2,427.47
Dividend	127.68	165.00
Other Income	18	7.20
Rent Receipt (TDS Rs.0.38 lacs)	223.95	224.00
Profit on sale of property	6,330.18	-
Profit on Sale of Investments	337.70	-
TOTAL (A)	15,095.45	12,808.00
EXPENDITURE:		
Cost of Shares sold	19	5,969.57
Interest & Financial Charges	20	1,215.52
Director's Remuneration	21	1,500.00
Salaries & amenities to staff	22	1,437.69
Other Expenses	23	1,982.35
Loss on sale of Investments	-	12,365.00
Donation	300.00	100.00
TOTAL (B)	12,405.13	30,068.00
Profit/(loss) before Deprecitation and Tax (A - B)	2,690.32	(17,260.00)
Less: Depreciation	953.00	655.00
Profit / (Loss) before Tax	1,737.32	(17,915.00)
Less: Provision for Tax	78.91	-
Fringe Benefit Tax	-	48.00
Profit/(loss) after Tax	1,658.41	(17,963.00)
Less: Deferred Tax Adjustment for the year	24	659.17
Current year profit	999.24	(12,633.00)
Loss brought forward	35,153.00	(22,520.00)
Loss to be carried forward to B/S	(34,153.76)	(35,153.00)
EPS in Rupees	0.10	(1.31)
Face Value of Share in Rupees	10.00	10.00
Accounting Policies & Notes on Accounts.	25	

SCHEDULES 17 TO 24 AND 25 (NOTES ON ACCOUNTS) FORM PART OF THIS PROFIT AND LOSS A/C
"This is the Profit & Loss referred to in our report of even date."

For **KUMBHAT & CO.**,
Chartered Accountants
Firm Registration No. : 00160S

LALCHAND MUNOTH
Chairman

JASWANT MUNOTH
Managing Director

(AJIT KUMBHAT)
Partner
M.No.19582

Place : CHENNAI
Dated : 21-05-2010

BHARAT MUNOTH
Director



MUNOTH COMMUNICATION LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2010

	31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)
<u>SCHEDULE 1</u>		
<u>AUTHORISED</u>		
1,20,00,000 Equity Shares of Rs.10/- each (Previous year: 1,20,00,000 Equity Shares of Rs.10/- each)	<u>120,000.00</u>	<u>120,000.00</u>
<u>ISSUED, SUBSCRIBED AND PAID UP</u>		
96,49,400 Equity Share of Rs.10/- each Add: Share Forfeiture Account (Previous year: 96.49,400 Equity Shares of Rs.10/- each)	<u>96,494.00</u> <u>3,019.43</u> <u>99,513.43</u> <u>99,513.43</u>	<u>96,494.00</u> <u>3,019.00</u> <u>99,513.00</u> <u>99,513.00</u>
<u>SCHEDULE 2</u>		
<u>RESERVES AND SURPLUS</u>		
Securities premium	<u>56,104.08</u>	<u>56,104.00</u>
<u>SCHEDULE 3</u>		
<u>SECURED LOANS</u>		
Kotak Mahindra Prime Ltd (Car Finance) (Secured against Car)	<u>333.87</u>	<u>552.00</u>
<u>WORKING CAPITAL LOANS</u>		
Overdraft facility from the Federal Bank Ltd (Secured against Fixed Deposits)	<u>0.00</u>	<u>15,108.00</u>
TOTAL	<u>333.87</u>	<u>15,660.00</u>



(Rs. in Thousands)

SCHEDULE - 4 FIXED ASSETS

NAME OF ASSETS	GROSS BLOCK					DEPRECIATION				NET BLOCK		
	DEP %	AS ON 01/04/2009	ADDITION	DELETION	AS ON 31/03/2010	AS ON 01/04/2009	DELETION/ ADJUST	FOR THE YEAR	AS ON 31/03/2010	AS ON 31/03/2010	AS ON 31/03/2009	
Land	-	3,365.00	-	1,225.00	2,140.00	-	-	-	-	2,140.00	3,365.00	
Building	5.00	2,548.00	-	-	2,548.00	1,095.00	-	72.65	1,167.65	1,380.35	1,453.00	
Plant & Machinery	13.91	1,780.00	286.80	468.00	1,598.80	1,358.00	357.00	73.99	1,074.99	523.81	422.00	
Furniture & Fittings	18.10	4,018.00	281.25	-	4,299.25	2,287.00	-	350.69	2,637.69	1,661.56	1,731.00	
Vehicles Cars & Bikes	25.89	2,201.00	-	-	2,201.00	686.00	-	392.23	1,078.23	1,122.77	1,515.00	
Software	40.00	205.00	-	-	205.00	173.00	-	12.80	185.80	19.20	32.00	
Computers	40.00	1,720.00	59.50	-	1,779.50	1,672.00	(15.00)	50.64	1,737.64	41.86	48.00	
TOTAL		15,837.00	627.55	1,693.00	14,771.55	7,271.00	342.00	953.00	7,882.00	6,889.55	8,566.01	
PREVIOUS YEAR FIGURES		13787	2635	585.00	15837	7158	-	655	7271	8566	6629	



MUNOTH COMMUNICATION LIMITED

INVESTMENTS

-Quoted

others

Investments- quoted-others

	Quantity	Face value (Rs.)	Cost (000s)	Rate (Rs.)	Market Value (000s)
Colgate Palmolive Limited	100	1	25.00	67.53	6.75
Computer Power (I) Limited	800,000	1	800.00	0.25	200.00
DLF Limited	2,000	2	501.00	308.90	617.80
EBF Finance Limited	6,600	10	317.00	12.00	79.20
Elforge Limited	700	10	7.00	22.90	16.03
Grandlease florex Limited	11,000	10	110.00		-
Gujaratinject Limited	400	10	4.00		-
Jaiprakash industries Limited	125	10	19.00	149.65	18.71
Kirloskar brothers Limited	20	10	6.00	264.00	5.28
Life line inject Limited	400	10	4.00		-
Phoneix international Limited	500	10	5.00	16.95	8.48
Rajnarayan Financial Services Limited	1,35,300	10	2,520.00		-
Rane brake linings Limited	100	10	18.00	101.55	10.16
Reliance Capital Limited	1,750	10	661.00	756.00	1,323.00
Reliance Communication Limited	2,500	5	535.00	171.95	429.88
Reliance Energy Limited	1,750	10	843.00	515.55	902.21
Reliance Industries Limited	4,000	10	5,398.00	1,074.50	4,298.00
Reliance Natural Resources Limited	17,000	5	2,343.00	62.35	1,059.95
Siemens India Limited	3,750	2	2,914.00	737.35	2,765.06
Sulzon Energy Limited	11,000	2	1,794.00	4.00	44.00
sofcom system limited	55,000	10	550.00	32.40	1,782.00
Talavadi Rocks & Minerals Limited	4,000	10	40.00	2.00	8.00
Vijaykumar Mills Limited	50	10	2.00	45.50	2.28
Vsm Finance & Investments Limited	1,900	10	19.00	2.50	4.75
Unitech Limited	6,000	2	263.00	73.80	442.80
		<u>1,065,945</u>	<u>19,698.00</u>		<u>14,024.00</u>



MUNOTH COMMUNICATION LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET AS AT MARCH 31,2010 (Contd..)

	31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)
SCHEDULE - 6		
Stock in trade of Shares & Debentures	11,177.96	11,089.00
(Valued at Cost or Market Price which ever is lower and as certified by the Management) (Please refer Page No. 37 for details of Shares and Debentures held)		
SCHEDULE - 7		
SUNDRY DEBTORS		
Unsecured considered good:		
Outstanding for a period exceeding 6 months	1943.64	-
Unsecured considered doubtful:		
Outstanding for a period exceeding 6 months	6052.63	-
Less: Provision for doubtful debts	<u>6052.63</u>	<u>0.00</u>
	<u>1,943.64</u>	<u>-</u>
SCHEDULE - 8		
CASH AND BANK BALANCES		
Cash on hand	544.25	296.00
Balances with scheduled Banks		
- in current accounts	7,089.79	329.00
- in Fixed Deposit account (from receipts of private placement of share capital) (Pledged for the cash credit facilities availed from scheduled bank)	20,050.00	20,050.00
Deposits in Reliance Liquifund units	5.54	6.00
	<u>27,689.58</u>	<u>20,681.00</u>
SCHEDULE - 9		
OTHER CURRENT ASSETS		
Income tax deposit	607.55	608.00
Prepaid Expenses	-	2.00
Accrued interest on Fixed deposits	32.00	-
Telephone Deposit	149.62	150.00
Sales Tax Deposits	25.50	26.00
	<u>814.67</u>	<u>786.00</u>

**MUNOTH COMMUNICATION LIMITED****SCHEDULES FORMING PART OF BALANCE SHEET AS AT MARCH 31,2010 (Contd..)**

	31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)
SCHEDULE - 10		
LOANS AND ADVANCES		
LOANS		
(I) Unsecured and considered good (For which the company holds no security other than the debtors personal security)		
- Exceeding a period of six months	1,070.00	1,070.00
- Less than six months	80.00	-
ADVANCES		
Advance Payment of Taxes (including TDS Rs.3.58 lacs)	6,118.51	5,807.00
Advance recoverable in cash or in kind or for value to be received	11,186.78	22,131.00
TOTAL	18,455.29	29,008.00
CURRENT LIABILITIES AND PROVISIONS		
SCHEDULE - 11		
CURRENT LIABILITIES		
Sundry Creditors		
- For expenses	339.76	155.00
Other liabilities	104.50	102.00
Rental deposit	129.60	130.00
	573.86	387.00
SCHEDULE - 12		
PROVISION FOR		
Taxation	78.91	-
Gratuity	491.80	492.00
Fringe Benefit Tax	-	48.00
	570.71	540.00
SCHEDULE - 13		
DEFERRED TAX ASSET		
Opening balance of Deferred Tax Liability	5731.62	402.00
Transferred from credit balance in Profit & Loss Account		
Less: Deferred Tax Adjustment for the year	659.17	5,330.00
	5,072.45	5,732.00



MUNOTH COMMUNICATION LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2010 (Contd..)

	31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)
SCHEDULE - 14		
MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Preliminary expenses		
Balance as per last balance sheet	3476.91	4,173.00
Less: Written off during the year	695.00	695.00
Balance carried forward	<u>2,781.91</u>	<u>3,478.00</u>
SCHEDULE - 15		
DEBIT BALANCE IN PROFIT AND LOSS ACCOUNT:		
Balance as per last Balance Sheet	35153.00	22,520.00
Add: Profit/Loss for the year	999.24	12,633.00
Balance carried forward	<u>34,153.76</u>	<u>35,153.00</u>
SCHEDULE - 16		
DEFERRED REVENUE EXPENDITURE:		
Brand Building Expenditure	1,472.08	-
	<u>1,472.08</u>	<u>-</u>
SCHEDULES FORMING PART OF PROFIT AND LOSS A/C		
SCHEDULE - 17		
INTEREST INCOME		
Interest receipts form Banks (including TDS Rs.3.20 Lacs)	2,427.47	2,074.00
	<u>2,427.47</u>	<u>2,074.00</u>
SCHEDULE - 18		
OTHER INCOME		
Lease rentals	7.20	7.00
Sales Tax Refund	-	66.00
	<u>7.20</u>	<u>73.00</u>



MUNOTH COMMUNICATION LIMITED

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT AS AT MARCH 31, 2010 (Contd.,)

	31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)
SCHEDULE - 19		
<u>COST OF SHARES SOLD</u>		
Opening Stock	11,088.76	11,216.00
Add: Purchases	6,058.77	10,213.00
Less: Closing Stock	11,177.96	11,089.00
Cost of Shares Sold	<u>5,969.57</u>	<u>10,340.00</u>
SCHEDULE - 20		
<u>INTEREST AND FINANCE CHARGES</u>		
Interest payments - on working capital	1,215.52	1,886.00
	<u>1,215.52</u>	<u>1,886.00</u>
SCHEDULE - 21		
<u>DIRECTORS REMUNERATION</u>		
Managing Director's salary	1,500.00	1,500.00
	<u>1,500.00</u>	<u>1,500.00</u>
SCHEDULE - 22		
<u>SALARIES AND AMENITIES TO STAFF</u>		
Salaries, wages and bonus	1,387.92	1,104.00
Contribution to provident fund	36.05	36.00
Staff welfare expenses	13.72	33.00
Ex - gratia	-	7.00
	<u>1,437.69</u>	<u>1,180.00</u>
SCHEDULE - 23		
<u>OTHER EXPENSES</u>		
Directors Travelling Expenses	61.64	643.00
Travelling and conveyance	24.90	-
Repairs and maintenance	-	-
- Building	97.74	91.00
- Vehicle	94.89	231.00
Printing and stationery	44.19	48.00
Telephone charges	141.74	122.00
Electricity charges	162.71	159.00
Insurance premium	39.98	73.00



MUNOTH COMMUNICATION LIMITED

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT AS AT MARCH 31, 2010 (Contd.,)

	31.03.2010 (Rs. In 000s)	31.03.2009 (Rs. In 000s)
Professional and Consultancy charges	100.41	24.00
Audit fees	120.25	93.00
Listing fees	87.07	68.00
Taxes & Licence	5.40	5.00
Bad debts	-	115.00
Sitting fees	53.00	75.00
Preliminary expenses written off	695.00	695.00
Other expenses	253.43	255.00
	<u>1,982.35</u>	<u>2,697.00</u>
<u>SCHEDULE - 24</u>		
<u>AS - 22 TAXES ON INCOME</u>		
Temporary differences	2,046.32	(17,270.00)
Tax effect thereon	659.17	(5,330.00)



SCHEDULE 25

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDING 31ST MARCH 2010.

A. SIGNIFICANT ACCOUNTING POLICIES :

1. ACCOUNTING CONVENTIONS :

The financial statements have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. Financial statements have been prepared under historical cost convention on accrual basis as a going concern, with revenues recognized and provision made for all known and ascertained liabilities and losses.

2. INCOME AND EXPENDITURE RECOGNITION :

INCOME

(i) LEASE INCOME :

Lease income is recognized on accrual basis.

EXPENDITURE :

The expenditure are generally accounted on accrual basis.

3. FIXED ASSETS :

Fixed Assets are stated at Cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

4. DEPRECIATION :

(i) Depreciation on owned assets is provided on Written down value method at the rates based on the estimated useful life of the assets estimated by management which is in accordance with the rates and also in the manner specified in Schedule XIV to the Companies Act, 1956, under the W.D.V. Method.

(ii) Depreciation on fixed assets added/disposed off during the year is provided on prorata basis with respect to date of acquisition / disposal.

5. INVESTMENTS :

The Management has classified the Investment made in shares for more than a year as shown in Schedule-5 as long term investments and the investments are stated at Cost. Provision for diminution in value is made to recognize a decline other than temporary in the value of long term investments.

6. VALUATION OF INVENTORIES :

(i) Share & Debentures :

Shares and Securities which are quoted are valued at lower of cost and market value.

7. RETIREMENT AND OTHER BENEFITS TO THE EMPLOYEES :

a) Gratuity :

The Company has not provided for gratuity during the year as, the Company did not have any employee eligible for gratuity.

b) Leave Salary :

In respect of Leave Salary, the company as such do not have any scheme and the same will be accounted for as and when the liability for the same is admitted.



MUNOTH COMMUNICATION LIMITED

- c) Provident Fund :
Though the Employees Provident Fund & Miscellaneous Provisions Act, 1952 is not applicable to the company, during the year, the company has complied with the provisions voluntarily.

8. SEGMENT REPORTING (AS-17)

During the year the Company is engaged only in the activity of Trading and Investments in shares & securities. Hence segment wise reporting in accordance with Accounting Standards 17 does not arise.

9. EARNINGS PER SHARES (AS – 20)

Number of Shares	96,49,400
Net Profit after tax available for Equity Shares Holders	Rs.9,99,235

- i) Basic EPS Rs. 0.10

10. CONSOLIDATED FINANCIAL STATEMENTS : (AS – 21)

As the Company has no subsidiary the question of preparation of Consolidated Financial Statements does not arise. Accordingly there is nothing to report with respect to AS-21 relating to Consolidated Financial Statements.

11. TAXES ON INCOME : (AS -22)

Tax expense comprises of Current income tax, which is measured at the amount expected to be paid to the authorities in accordance with Income Tax Act, 1961.

Deferred income taxes reflect the impact of current year timing differences between the taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and tax laws enacted at the Balance sheet date.

12. CASH FLOW STATEMENT : (AS-3)

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the company are segregated.

B. NOTES ON ACCOUNTS :

1. <u>MANAGERIAL REMUNERATION:</u>	31.03.2010	31.03.2009
	Rs.	Rs.
Directors Sitting Fees	53,000	75,000
(no sitting fees was paid to the Chairman & Managing Director and The Managing Director)		
Remuneration to Chairman Managing Director		
i) Salary	15,00,000	15,00,000
ii) Contribution to Provident Fund & other Funds	NIL	NIL



MUNOTH COMMUNICATION LIMITED

iii) Other benefits	NIL	NIL
2. <u>AUDIT FEES :</u>		
	31.03.2010	31.03.2009
	Rs.	Rs.
Statutory and Tax Audit	1,00,000	66,180
3. As on 31st March, 2010 the Company does not owe any sum to any Small Scale Industrial undertakings.		
4. <u>BALANCES OF SUNDRY DEBTORS & CREDITORS:</u>		
The Balances in sundry debtors and creditors are subject to confirmation and reconciliation with the respective parties.		
5. The company has appointed a Deputy Company Secretary who is qualified and is in the process of getting membership.		
6. The Company has incurred brand building expenditure amounting to Rs.14.70 lakhs towards buildings the Company's own brand of mobile phones. This will be amortised over a period of next three years.		
7. Managerial Remuneration		Rs. in thousands
Computation of Net Profit in accordance with Sec 309(5) of the Companies Act, 1956		
Profit Before Taxes	1,737	(17,260)
Add : Managerial Remuneration	1,500	1,500
Loss on Sale of Investments		<u>12,365</u>
	3,237	(3,395)
Deduct:		
Profit on sale of property	6,330	
Profit on Sale of Investments	338	
Net Profit as per Section 309(5)	(3,431)	(3,395)
Minimum Eligible remuneration as per Part II of Schedule XII	1,500	1,500
8. Previous year's figures have been regrouped and re arranged wherever necessary, to conform to the current year's classification.		

(signatures to Schedules)

As per our Report of Date

For **KUMBHAT & CO.**,
Chartered Accountants
Firm Registration No. : 00160S

(AJIT KUMBHAT)

Partner
M.No.19582

Place : CHENNAI
Dated : 21-05-2009

LALCHAND MUNOTH
Chairman

JASWANT MUNOTH
Managing Director

BHARAT MUNOTH
Director



MUNOTH COMMUNICATION LIMITED

SCHEDULE - 6

DETAILS OF CLOSING STOCK OF SHARES/DEBENTURES:-

Stock of Shares:

Name of The Company:	QTY	Face Value	Amount
Ambuja Foods Limited	100	10	200.00
Amethi Textiles Limited	100	10	500.00
Appolo Tubes Limited	70,000	10	140,000.00
Arihant Costyn Limited	100	10	40.00
Arvind Remedies Limited	7,000	1	12,800.00
Asian Tractors Limited	100	10	1,000.00
Aurangabad Paper Limited	100	10	371.00
Avon Industries Limited	100	10	200.00
Axel Polymers Limited	500	10	2,435.00
Benaras State Bank Limited	97,800	10	978,000.00
Benaras State Bank Limited	50,000	10	500,000.00
Bharat Textiles & Proofing Ind Limited	6,200	10	5,580.00
Bhiwani Denim Limited	100	10	195.00
Blue Blend Petroleum Limited	250	10	325.00
BTW Industries Limited	100	10	100.00
Caplin Point Labora Limited	1,700	10	13,532.00
Cethar Industries Limited	30,000	10	22,500.00
Computer Power India Limited	493,500	1	246,750.00
Coramandel Granites Limited	29,200	10	87,600.00
Decan Granites Limited	100	10	155.00
Delight Handicraft Limited	3,200	10	20,000.00
Deve Sugars Limited	6,200	10	1.00
Flawless Diamonds Limited	100	10	287.00
Gujarat Ambuja Cotspyn Limited	100	10	625.00
Gujarat Ambuja Proteins Limited	10	10	120.00
Gujarat Tele Cables Limited	50	10	500.00
HytaiSun Magnetics Limited	100	10	120.00
India Castor Limited	3,300	10	31,350.00
Indo French Bio Tech Limited	500	10	300.00
Indo Germa Products Limited	17,600	10	54,560.00
Indo Maxwell Limited	100	10	80.00
Internet Media Limited	1,400	10	6,300.00
Jain Granites & Products India Limited	37,300	10	67,140.00
Jamshedpur Metal Limited	1,800	10	6,300.00
Jaswal Granites Limited	200	10	1,400.00
Keshariya Spinners Limited	5,300	10	18,550.00
CD	864,310		2,219,916.00



MUNOTH COMMUNICATION LIMITED

Name of The Company:	QTY	Face Value	Amount
	BD	864,310	2,219,916.00
Kothari Securities Limited	200,000	10	1.00
Laser Diamonds Limited	9,500	10	9,500.00
Leena Textiles Limited	3,500	10	8,400.00
Mangul Knits Limited	10,600	10	106,000.00
Neo Intex Mills Limited	1,400	10	3,150.00
NEPC Textiles Limited	700	10	700.00
Nutech Financial Services Limited	90,000	10	427,500.00
Orient Organics Limited	1,700	10	5,100.00
Orind Exports Limited	3,300	10	6,831.00
Pentafour Products Limited	23,500	10	27,025.00
Praveen Properties Limited	178,500	10	1.00
Prudential Mouli Sugars Limited	200	10	2,000.00
Ramkish Tyres Limited	100	10	210.00
Rave Globals Limited	495,000	10	990,000.00
SI Properties Limited	1,500	10	2,775.00
Sisco Limited	1,000	10	23,310.00
Sofcom Systems Limited	292,500	10	3,972,150.00
Sri Vani Sugars & Chemicals Limited	1,100	10	2,035.00
Stan Packs Limited	5,000	10	31,500.00
Talawadi Rocks & Miner Pro Limited	10,000	10	1.00
Tatia Stocks & Options Limited	274,600	10	2,196,800.00
U B Petro Prod Limited	100	10	483.00
U T I Master Gain 92	50	10	650.00
Usha India Limited (Usha Rectifier)	100	10	600.00
Veejay Lakshmi Enggineering Works Limited	1,400	10	100,800.00
Vinsari Fruitech Limited	48,800	10	488,000.00
White House Cotton Indl Limited	4,000	10	19,400.00
CEAT Financial Services Limited	11,050	10	23,757.50
Chandra Prabhu Housing Limited	71,500	10	1.00
Excel Finance Limited	13,500	10	1.00
Innovation Securities Limited	5,500	10	30,525.00
Mercantile Credit Corporation Limited	50	10	1.00
Olympia Capitals & Management Limited	4,300	10	5,590.00
Prithvi Securities Limited	155,800	10	467,400.00
Sanmac Motor Finance	2,900	10	1.00
Shasun Finance Limited	1,000	10	3,650.00
Vertex Securities	800,000	3	1.00
Total (A)	3,588,060		11,175,765.50
Debentures			
Deepak Fertilisers & Chemicals Limited	50	10	692.50
Tata Elexi Limited	50	10	1,500.00
Total (B)	100		2,192.50
Grand Total (A+B)			11,177,958.00



MUNOTH COMMUNICATION LIMITED

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

	FOR THE YEAR ENDED	
	31st March, 2010 (Rs. in 000s)	31st March, 2009 (Rs. in 000s)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit or Loss as per P&L a/c	1,737.32	(17915.00)
Adjustment for-		
- Depreciation	953.00	655.00
- Profit on sale of Investments	(337.70)	12,365.00
- Profit on sale of Fixed Assets	(6,288.62)	22.00
- Dividend Income	(127.68)	(165.00)
- Preliminary Expenses W / off	6.95	695.00
	<u>(5,794.06)</u>	<u>13,572.00</u>
Operating Profit Before Working Capital Changes	<u>(4,056.74)</u>	<u>(4,343.00)</u>
CHANGES IN WORKING CAPITAL:		
Decrease/(Increase)in Stock-in-Trade	-	127.00
Decrease/(Increase)in Loans & Advances	10,552.71	1,278.00
Decrease/(Increase)in Sundry Debtors	(1,943.64)	114.00
Decrease/(Increase)in Current Assets	(28.67)	793.00
Decrease/(Increase)in Current Liabilities	217.57	(62.00)
	<u>8,797.97</u>	<u>2,250.00</u>
OPERATING PROFIT	<u>4,741.24</u>	<u>(2,093.00)</u>
Less:Income Tax & F.B.T. Paid		231.00
CASH FLOW FROM OPERATING ACTIVITIES	<u>4,741.24</u>	<u>(2,324.00)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Sales of Fixed Asset	74.75	(2,613.00)
Purchase of fixed Asset	(627.55)	
Decrease/(Increase)of Investments	11,065.93	11427.00
Dividend Income	127.68	165.00
Profit on sale of Investments	337.70	(12,365.00)
Brand Building Expenditure	<u>(1,472.08)</u>	<u>-</u>
	<u>9,506.44</u>	<u>(3,386.00)</u>



MUNOTH COMMUNICATION LIMITED

C. CASH FLOW FROM FINANCING ACTIVITIES:

Increase/(Decrease) in Secured Loans	(15,326.13)	(14,033.00)
NET CASH USED IN FINANCIAL ACTIVITIES	(15,326.13)	(14,033.00)
NET INCREASE /(DECREASE) IN CASH AND BANK BALANCES (A+B+C)	(1,078.46)	(19,743.00)
Opening Cash & Bank Balance	206.81	40,424.00
Closing Cash & Bank Balance	(871.65)	20,681.00

For **KUMBHAT & CO.**,
Chartered Accountants
(AJIT KUMBHAT)
Partner
M.No.19582
Place : CHENNAI
Dated : 21-05-2010

LALCHAND MUNOTH
Chairman

JASWANT MUNOTH
Managing Director

BHARAT MUNOTH
Director

AUDITORS CERTIFICATE

We have examined the above Cash Flow Statement of M/s. Munoth Communication Limited for the year ended 31st March 2010 which is based on and in agreement with the audited accounts for the relevant financial year. According to the information and explanation given to us, the aforesaid Cash Flow Statement, prepared by the company, is in accordance with the requirements of Clause 32 of the Listing agreement with the Stock-Exchanges.

Place : Chennai
Date : 21.05.2010

For **KUMBHAT & CO.**,
Chartered Accountants

(AJIT KUMBHAT)
Partner
M. No.19582



MUNOTH COMMUNICATION LIMITED

INFORMATION REQUIRED AS PER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956, BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I	Registration	Registration No.	State Code
		10816	18
		Balance Sheet Date	
		31.03.2010	
II	Capital Raised During the Year (Amount in Rs. Thousands)	Public Issue	Rights Issue
		-	-
		Bonus Issue	Private Placement
		-	-
III	Position of Mobilisation & Deployment of Funds (Amount in Thousands)	Total Liabilities	Total Assets
		155951	155951
		Paid-up Capital	Reserves & Surplus
		99513	56104
		Secured Loan	Un Secured Loan
		3340	-
		Deferred Tax Liability	
		-	
		Net Fixed Assets	Investment
		6889	46646
Deferred Tax Asset			
-			
Application of Funds	Net Current Assets	Misc. Expenditure	
	58936	4254	
	Accumulated Losses		
	33494		
	IV	Performance of Company (Amount in Rs. Thousands)	Turnover
		5641	12405
		+Profit(Loss) Before Tax	+Profit(Loss) After Tax
		1738	999
		Earnings per share in Rs	Dividend Rate %
		0.10	-
V	Generic Name of three Principal Products/ Services of Company(as per Item Code No). Item Code No. (ITC Code) Product Description		NOT APPLICABLE

MUNOTH COMMUNICATION LIMITED

Regd. Off. : 3rd Floor, 343, Triplicane High Road, Triplicane, Chennai 600 005

PROXY FORM

Reg. Folio No. No. of Shares

I/Weof

In the district of being a member/members.....

of the above name Company hereby appoint of

in the district of or failing him

..... of in the district of

..... as my/our proxy to vote for me/us on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Thursday 12th August, 2010, at 10.15 A.M. at Nahar Hall, South India Hire Purchase Association, Desabandhu, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014. any adjournment thereof.

Signed this day of 2010.

Signature



Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

----- T E A R H E R E -----

MUNOTH COMMUNICATION LIMITED

Regd. Off. : 3rd Floor, 343, Triplicane High Road, Triplicane, Chennai 600 005

**ATTENDANCE SLIP
26TH ANNUAL GENERAL MEETING**

Reg. Folio No. No. of Shares

I certify that I am the registered share holder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Twenty Sixth Annual General meeting of the Company held on Thursday 12th August, 2010, at 10.15 A.M. at Nahar Hall, South India Hire Purchase Association, Desabandhu, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014.

Members / Proxy's Name in Block Letters

Member's / Proxy Signature

Address :

- Note
1. Only members or their proxies are allowed to attend the meeting. Members are requested to produce the above attendance slip duly filled in and signed in accordance with their specimen signature registered with Company for admission to the meeting hall.
 2. Members/Proxy holders, desiring to attend the meeting should bring their copy of the Annual Report for reference at the Meeting.
 3. No Gifts will be distributed at the Annual General Meeting.