mobiletele
Mobile Telecommunication Ltd.
CIN : L32100GJ1995PLC024912

Date: October 02, 2017

To,
BOMBAY STOCK EXCHANGE LIMITED
P J Towers
Dalal Street, Fort,
Mumbai 400 001
Company Code No. : 532127

Dear Sir,

Sub.: submission of annual report under regulation 34 of SEBI (LODR) Regulations, 2015

The 22nd Annual General Meeting of the Company was held on September 30, 2017 and the meeting commence on 1.00 p.m. at the registered office of the Company at the Pride Hotel Ahmedabad, Judge Bungalow Road, Off S G Road Ahmedabad- 380054.

The Meeting got concluded at 2.30 p.m. on the same day.

Pursuant to regulation 34 of SEBI (LODR) Regulations, 2015, we submit herewith a soft copy of the Annual Report for the financial year 2016-17.

We request to take the same on your record.

The above is for your information and dissemination to all the stakeholders.

Thanking you,

Yours faithfully,

For Mobile Telecommunications Ltd.

Anil Babulal Vedmehta
Managing Director
DIN : 00283486
Encl : As Above

mobiletele

Mobile Telecommunications Ltd.

Touching tomorrow....today

Contents

Sr. No	Particulars	Page Numbers
1.	About Us	1
2.	Company Information	2
3.	Notice of AGM	3
4.	Directors Report	11
5.	Annexures to Directors Report	19
6.	Management Discussion Analysis	31
7.	Corporate Governance Report	34
8.	Auditors Report	53
9.	Balance Sheet	59
10.	Statement of Profit and Loss account	60
11.	Notes to accounts	61

ABOUT US

Mobile Telecommunications Ltd. (MTL) is an ISO 9001:2008, ISO 13485:2003 certified company managed by the experienced talented engineers and professionals having latest state of art machines & trained skilled manpower. It is spread over 1.6 lakh Sq. Ft. land with 80,000 Sq. Ft. Fully air conditioned dust free environment having ESD control. The Company has achieved top rating as EMS provider for various organizations.

MTL has established SMT line operation at Nashik works with certain standards in terms of quality and processes to attain breakthrough in EMS business and offer complete solution of PCB assembly.

Until recently the company was engaged into Electronic manufacturing services. Recently the company has extended its business activity into the field of molded AC/DC power cords manufacturing in a technical collaboration with Sunfair was founded in September 1987, and Holding company listed in Hong Kong in May,2011 (listing code:8132), with its headquarter in FoTan, Hong Kong, and operations in Bao'An District, Shen Zhen, Guang Dong, China. Manufacturing facilities is a 15,000 sq-m area, with average workforce of 1,200 strength, including 100 staffs in Management, R&D and Engineering Department. Approved of ISO9001:2008 and TS16949, and equipped with various Certifications and Recognitions (UL, VDE, BSI, SAA, PSE, etc…) as well as various Product Regulatory Certifications (UL, CSA, KEMA, DEMKO, NEMKO, SEMCO, etc…), main products range from AC Power Cord / Inlet, and DC cable and assembly. Secondary products range from USB, HDMI cables, Digital Imaging cables, automotive cables, and other medical and power conversion as special products.

In association with Sunfair, Mobile Telecommunications Limited, has created a state of art facility spreading over 4 acres of land and 80000 sq.ft. of dust free RCC shop floors, with glass facade suitable for manufacturing and assembling of EMS product and AC/DC cable cords.

An end to end setup of moulded cords, right from copper drawings to moulded cable with 22 moulding machines, 7 extruders and 21 copper stranding machines, is the only facility of its size and capacity in the entire country.

Annual production for AC Power Cord / Inlet is pegged at 36-million, and DC cable assembly at 40-million. Manufacture of USB,HDMI, Digital Imaging and Automotive cables is vastly peaking up at a combined annual capacity of 30-million, while medical and power conversion products are special projects with direct supervision of customers.

Driven with its vision to become the leading provider of products, technology, solutions and expertise that sets industry standards for reliability, longevity, efficiency, ease of installation, environment-friendly and safety protection that the industry can count on transmission, distribution and consumption of power, voice and data – in terms of superior quality, reliability and competitive cost.

The expansion is aimed to be the largest producer of AC/DC power cords with a capital outlay of Rs.15Cr. out of which the promoters & foreign collaborator have already invested an amount of Rs.10.77Cr. in plant & machinery and new factory building.

COMPANY INFORMATION

Board of Directors	Mr. Anil Babulal Vedmehta	Chairman & Managing Director
	Mr. Ajay Kapoor	Non- Executive Independent
	Mr. Suhas Gopinath Jadhav	Non- Executive Independent
	Mr. Pulkit Vimal Mehta	Non- Executive Promoter
	Mr. Mukund Chandrakant Pilankar	Non- Executive Independent
	Mrs. Nutan Birendrapratap Singh	Non- Executive Independent
Statutory Auditor	Mahesh Kumar Jain & Co., Chartered Accountant	
Banker	Oriental Bank of Commerce	
Registered office	46, Empire House, Nr Associated Petrol Pump, C G Road, Ahmedabad Gujrat 380009	
Corporate Office	Unit No. 130, First floor, Akruti Solaris Hubtown, N.S Phadke Marg, Near East West Flyover, Andheri - (East),Mumbai - 400069.	
Manufacturing Unit	E-78, MIDC, Ambad, Nashik - 422010	
Registrars and Share Transfer Agents	Big Share Services Pvt Ltd E- 2, Ansa Ind Estate, Saki Vihar Road, Andheri(E), Sakinaka, Mumbai, Maharashtra 400072	

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of Mobile Telecommunications Limited ('the Company') will be held on Saturday, September 30, 2017 at 1:00 p.m. at The Pride Hotel Ahmedabad, Judge Bungalow Road, Off S G Road Ahmedabad- 380054 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account of the Company for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Pulkit Vimal Mehta (DIN: 03578262) who retires by 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 the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 30th September, 2014, the appointment of M/s. Mahesh Kumar Jain & Co., Chartered Accountants (ICAI Firm Registration No. 114179W), as Auditors of the Company to hold office from the conclusion of this AGM till next AGM be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the Audit Committee in consultation with the Auditors."

By order of the Board of Directors
Sd/-

Anil B Vedmehta (**DIN: 0283486**)
Chairman and Managing Director

Place : Mumbai
Date : 14/06/2017
Registered Office:
46, Empire House, Nr Associated Petrol Pump,
C G Road, Ahmedabad 380009

NOTES:

1. **Any member of the company entitled to attend and vote at the meeting of the company is entitled to appoint another person as proxy/ proxies to attend and vote at the meeting (on a poll only) instead of himself/herself, and that a proxy need not be a member of the company.**
   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 (ten) % of the total share capital of the company. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, etc., must be supported by an appropriate resolution/ authority, as applicable.

2. The Register of Members and Share Transfer Books shall remain closed through between Friday, September 22, 2017 till Saturday, September 30, 2017 (both days inclusive).

3. Members are requested to sign at the place provided for the attendance slip annexed to the Proxy Form and hand over the slip at the entrance to the place of the meeting.

4. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID numbers for easier identification of attendance at the meeting.

5. The Securities and Exchange Board of India (**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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

6. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to the Company's Registrar and Share Transfer Agents. The prescribed form in this regard may also be obtained from the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

7. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address

either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by sending the email at info@mobileteleindia.com , to M/s. Bigshare Services Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

8. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.

9. **Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014, the Company is pleased to provide remote e-voting facility to the members to exercise their votes by electronic means on all the resolutions mentioned in the notice of the 22nd AGM and the business may be transacted through e-voting as per the instructions given below:

(a) Date and time of commencement of voting through electronic means: Wednesday, 27th September ,2017 from 9hrs

(b) Date and time of end of voting through electronic means beyond which voting will not be allowed Friday, 29th September, 2017 at 17 hrs

(c) Details of Website: www.evoting.nsdl.com

(d) In case you have any queries or issues regarding remote e-voting, you may refer the frequently Asked Question (FAQ) and remote e-voting manual available at under help section at www.evoting.nsdl.com.

(e) Instructions for remote e-voting are given as annexure to this notice.

(f) Details of Scritinizer: CS **Riddhi Shah**

The remote e-voting module shall be disabled for voting on Friday, 29th September, 2017 at 17 hrs. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date (record date) as on Friday, 22 September, 2017.

CS Riddhi Shah., Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of remote e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and made a Scrutinizer's report of the votes cast in favor or against, if any, forthwith to the

Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.

Instructions for Electronic Voting (e-Voting)

E-voting Facility

Pursuant to Section 108 of the Companies Act, 2013 and applicable rules thereunder and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("**CDSL**") for facilitating remote e-voting.

The instructions for shareholders voting electronically are as under:

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for evoting
2. Launch internet browser by typing the URL https://www.evoting.nsdl.com/
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of MOBILE TELECOMMUNICATIONS LIMITED. Members can cast their vote online from Wednesday, 27th September ,2017 from 9hrs (9:00 am) till Friday, 29th September, 2017 at 17 hrs (5:00 pm).
   Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail krassociates.cs@gmail.com with a copy marked to evoting@nsdl.co.in.

EXPLANATORY STATEMENT

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the business mentioned at the item 4 of the accompanying Notice dated June 14, 2017.

Information on Directors being appointed/re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mr. Pulkit Vimal Mehta

Ms. Pulkit Vimal Mehta holds a Graduate degree.

He is related to any of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommend passing of the resolution set out in item No. 3 of the accompanying notice.

Except Pulkit Vimal Mehta none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in agenda Item No. 3.

Information on Directors being appointed/re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 on General Meetings:

Name of the Director	Pulkit Vimal Mehta
Date of Birth	07/11/1988
Date of appointment on the board	03/09/2011

Number of shares held in the company	1470000 Demat 100000 in Physical
Number of Meetings of the Board attended/ held	6/6
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Nil
Chairman/ member in the committees of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	**Audit Committee** NIL **Stakeholders' Relationship Committee** NIL **Nomination and Remuneration Committee** NIL

ATTENDANCE SLIP
(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of shares held_____ _____

FOLIO NO/DP ID-CLIENT ID _____

I certify that I am a Member/Proxy for the member of the Company. I hereby record my presence at 22nd ANNUAL GENERAL MEETING of the **MOBILE TELECOMMUNICATIONS LIMITED**, held on Saturday, September 30, 2017 at 1.00 p.m. At The Pride Hotel Ahmedabad, Judge Bungalow Road, Off S G Road Ahmedabad- 380054.

_____

_____

Member's/ Proxy's name in BLOCK Letters Signature of Member/Proxy

NOTE : Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of the Annual Report to the meeting.

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 **: L32100GJ1995PLC024812**
Name of the company : **Mobile Telecommunications Limited**
Registered office : **46, EMPIRE HOUSE, NR ASSOCIATED PETROL PUMP, C G ROAD, 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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on Saturday, September 30, 2017 at 1.00 p.m. at The Pride Hotel Ahmedabad, Judge Bungalow Road, Off S G Road Ahmedabad- 380054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017		
2	Re-appointment of Mr. Pulkit Vimal Mehta who retires by rotation		
3	Appointment of Auditors and fixation of their remuneration		

Affix Revenue Stamp

Signed this ……. day of …… 2017

_____

_____

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.

MAP

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 22nd Annual Report and Audited Accounts for the year ended March 31, 2017.

Financial Summary

(Amount in Rs.)

Particulars	Year ended 31st March 2017	Year ended 31st March 2016
Revenue from Operations & other Income	1,528,682,926	1,253,685,098
Expenditure	1,545,707,749	1,235,591,946
Operating Profit / (Loss) (PBIDT)	(14,440,726)	18,093,152
Depreciation	11,164,025	27,289,244
Finance Cost	6,913,734	8,631,438
Profit/(Loss) before tax	(32,518,485)	(17,827,530)
Currant Tax	-	600,000
Deferred Tax	572,688	(5,000,000)
Profit/(Loss) after tax	(33,091,173)	(13,427,530)
Balance Brought from Previous year	57,899,909	71,327,439
Balance Transfer to Balance Sheet	24,808,736	57,899,909

Review of Operations

During the year under review, revenue of the Company was Rs. 1,528,682,926 as compared to Rs. 1,253,685,098 in the corresponding previous year. The Company incurred a loss of Rs. 33,091,173 as compared to loss of Rs. 13,427,530 in the previous year.

Transfer to reserves

Due to losses, the Directors has not transferred any amount to reserves for the year ended 31.03.2017.

Dividend

In view of losses, the Board does not recommend any dividend this year.

Share Capital

The paid up Equity Share Capital of the Company as on 31st March, 2017 was Rs. 13,94,51,178 /-. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity nor any voting rights are exercised by employees indirectly in respect of shares to which the scheme relates.

During the year under review, the Company has not issued shares with differential voting rights nor has issued any sweat equity. As on March 31, 2017, none of the Directors of the Company hold any convertible instruments of the Company.

Management Discussion & Analysis Reports

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a separate section forming part of the Annual Report.

Deposits

There was no deposit accepted by the Company within the meaning of Section 73 and 76 of the Companies Act, 2013 and Rules made thereunder at the beginning of the year. The Company has not invited or accepted deposit during the year and there was no deposit which remained unpaid or unclaimed at the end of the year.

Particulars of Loans, Guarantees or Investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director.

The Accounts Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Since your Company does not own manufacturing facility that energy consumed unit, the particulars relating to conservation of energy and technology absorption stipulated as per Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings / outgo during the year.

Directors and Key Managerial Personnel

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Pulkit Vimal Mehta, retires by rotation at the ensuing Annual General Meeting and offers himself for reappointment. The profile of the Mr. Pulkit Vimal Mehta, Director to be reappointed / appointed at the annual general meeting is provided in Annexure II to the Notice.

Declaration by an Independent Director(s)

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

Nomination and Remuneration Policy

The Company's policy on Directors appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in Corporate Governance Report, which forms part of Annual Report.

The Nomination and Remuneration Policy of the Company is also posted on the website of the Company under Investors' Relation Section.

Meetings of the Board

Six (6) meetings of the Board of Directors were held during the year, the details of which are provided in Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Separate meetings of Independent Directors, pursuant to Section 149 (7) read with Schedule VI of the Companies Act, 2013 was held on 14th February, 2017.

Directors' Responsibility Statement As Required Under Section 134(3)(C) of the Companies Act, 2013

The Directors state that: -

a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
b. The selected accounting policies were applied consistently and the judgments and estimates made by them are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March 2017 and of the losses for the year ended on that date;
c. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. The annual accounts have been prepared on a going concern basis.
e. The Directors had laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively.
f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Related Party Contracts or Arrangements

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

Subsidiary Companies

The Company does not have any subsidiary.

Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place ,in business practices and in dealing with stakeholders.

Vigil Mechanism / Whistle Blower Policy

The Company has a vigil mechanism named Whistle Blower Policy (WBP) to deal with instance of fraud and mismanagement, if any. Whistle Blower Policy is available on the Company's website.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance beyond threshold limit mentioned in the policy for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Managing Director is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

Audit Committee

The details pertaining to composition of Audit Committee are included in Corporate Governance Report, which forms part of this annual report.

Statutory Auditor

The Company's Auditors, M/s Mahesh Kumar Jain & Co, Chartered Accountants, Mumbai (Firm's Regn No. 114179W) were appointed as the Statutory Auditors of the Company for a period of five years, upto the conclusion of FY 2018-2019, subject to ratification by members at every Annual General Meeting of the Company. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company.

The Audit Committee has considered and recommended the re-appointment of M/s Mahesh Kumar Jain & Co, Chartered Accountants, Mumbai (Firm's Regn No. 114179W), as Statutory Auditors of the Company, to the Board of Directors at its meeting held on June 14, 2017. The Directors have accepted the recommendation and recommend to the shareholders for ratification of re-appointment of M/s Mahesh Kumar Jain & Co, Chartered Accountants, Mumbai (Firm's Regn No. 114179W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company.

The Notes on financial statements referred to in the Auditors Report are self–explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Audit and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Riddhi Shah, Company Secretary in Practice (COP 17035) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure 'A'** to this Report.

The Secretarial Audit Report contain qualification, reservations or adverse remark as per the report attached.

Statement Pursuant to Listing Agreement

The Company's Equity shares are listed at Bombay Stock Exchange Limited, (SME Segment). The Annual Listing fee for the year 2017-18 has been paid.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure 'B'.**

Statutory Disclosures

None of the Directors of the Company are disqualified as per provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and Listing regulations.

Risk Management

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Audit Committee and the Board, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as during the year under review the Managing Director of the Company has not received any remuneration.

Further during the year, no employees of the Company were in receipt of remuneration in terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Corporate Governance

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Regulations of Corporate Governance the Company is fully compliant with the applicable provision and the Company is committed to ensure compliance with all modification within prescribed norms under Companies Act, 2013. Company is committed to maintain the highest standards of corporate practices, a separate section on Corporate Governance is provided as part of this Annual Report.

Committee and Policy under Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has constituted Internal Complaints Committee under and as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no instance of compliant or report under the said Act was registered in any of the units of the Company.

Corporate Social Responsibility

As per the Section 134 (o) Corporate Social Responsibility is not applicable to our Company.

Industrial Relations

During the year under review, your Company enjoyed cordial relationship with contractor and employees at all levels.

Acknowledgements

The Board of Directors wish to place on record their appreciation for the support extended by the Company's bankers, Bombay Stock Exchange Limited, Local Authorities, business associates, clients, consultants, auditors, shareholders and the employees of the Company for their continued co-operation and support .Company and look forward to their continued support. The Directors also thank the members for continuing their support and confidence in the Company and its management.

By Order of the Board of Directors
Sd/-

For Mobile Telecommunications Limited
Anil B Vedmehta
Managing Director
(DIN: 00283486)

Place: Mumbai,
Dated: June 14, 2017

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017
[Pursuant to Sub Section (1) of the Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
MOBILE TELECOMMUNICATIONS LIMITED
46, Empire House, Nr Associated Petrol Pump,
C G Road, Ahmedabad 380009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **MOBILE TELECOMMUNICATIONS LIMITED** - CIN L32100GJ1995PLC024812 (hereinafter called the **Company**) as stated herein below. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes Book, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2017** 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

(I) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(III) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(IV) Foreign Exchange Management Act, 1999 and the rules and regulations made there under, to the extent of Foreign Direct Investment.

(V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. 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, 2015;
c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
d. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client

(VI) Provisions of the following Regulations and Guidelines prescribed under the SEBI Act were not applicable to the Company under the financial year under report:

a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
b. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
c. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998
d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(VII) Other Laws Applicable Specifically to the Company namely:

a. Factories Act, 1948
b. Industrial Disputes Act,1947
c. Payment of Wages Act, 1936
d. Employees Provident Fund and Miscellaneous Provisions Act, 1952
e. Employees State Insurance Act, 1948
f. Environment Protection Act, 1986
g. Indian Contracts Act, 1872
h. Income Tax Act, 1961 and Indirect Tax Laws
i. Pollution Control Laws

The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

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

(I) Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
(II) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Company is listed on Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

1. ***The Company has not re-designated Mr. Pulkit Vimal Mehta as Director after his term was expired as an additional director.***
2. ***The Company has appointed Ms. Nutan Birendrapratap Singh as women Director in Board Meeting rather appointing her as an additional director.***
3. ***The Company has not regularized the appointment of Mrs. Charmi Anil Vedmehta from an addition director to director in AGM for FY 2015-2016 and note her resignation on 16th December, 2016.***

I have not examined compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and other designated professionals.

I 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.

Adequate notice of at least seven days was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least three days before the meeting. There exists a system for Directors to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the Minutes of the Meeting.

I 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 compliances with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no instances of:

(i) Public/Right/Preference issue of shares/debentures/sweat equity, etc;
(ii) Redemption/buy-back of Securities;
(iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
(iv) Merger/amalgamation/reconstitution, etc;
(v) Foreign technical collaborations.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Wherever required, I have obtained the management's representation about the compliance of Laws, rules and regulations and happening events, etc.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
Riddhi Shah
Company Secretary
COP – 17035

Date: June 14, 2017
Place: Mumbai

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2017

[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	L32100GJ1995PLC024812
ii.	Registration Date	28/02/1995
iii.	Name of the Company	MOBILE TELECOMMUNICATIONS LIMITED
iv.	Category / Sub-Category of the Company	Company having Share Capital / Indian Non- Government Company
v.	Address of the Registered office and contact details	46, EMPIRE HOUSE, NR ASSOCIATED PETROL PUMP, C G ROAD, AHMEDABAD Ahmedabad GJ 380009 IN. Tel: + 91 810-804-4444 Email: info@mobileteleindia.com Website: http://www.mobileteleindia.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. E- 2, Ansa Ind Estate, Saki Vihar Road, Andheri(E), Sakinaka, Mumbai, Maharashtra 400072 Board No 022 – 62638294

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company:-

SN	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Mobile and electronic appliances	9984	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

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. Promoters									
(1) Indian									
a) Individual / HUF	6,29,36,147	0	6,29,36,147	45.13	6,36,69,027	0	6,36,69,027	45.66	0.53
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):									
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	**6,29,36,147**	**0**	**6,29,36,147**	**45.13**	**6,36,69,027**	**0**	**6,36,69,027**	**45.66**	**0.53**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign	-	-	-	-	-	-	-	-	-

Venture Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	5797486	1400000	7197486	5.16	7877554	1400000	9277554	6.65	1.49
ii) Overseas	20451178	0	20451178	14.67	20053292	0	20053292	14.38	(0.29)
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	14292408	322110	14614518	10.48	13968667	322610	14291277	10.25	(0.23)
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	26247400	800000	27047400	19.40	26702138	800000	27502138	19.72	0.33
c) Others (specify)									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	732714	0	732714	0.53	451196	0	451196	0.32	0.20
v) Clearing Members / Clearing House	6471735	0	6471735	4.64	4206694	0	4206694	3.02	(1.62)
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-

viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):									
Total Public Shareholding (B)=(B)(1)+(B)(2)	**73992921**	**2522110**	**76515031**	**54.87**	**73259541**	**2522610**	**75782151**	**54.34**	**(0.53)**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**136929068**	**2522110**	**139451178**	**100.00**	**136928568**	**2522610**	**139451178**	**100.00**	**0.00**

ii) Shareholding of Promoters

Sl. No	Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No of Shares	% of Total Shares	% of shares pledged/ encumbered to total shares	No of Shares	% of Total Shares	% of shares pledged/ encumbered to total shares	
1	ANIL B VEDMEHTA	62936147	45.1313	Nil	63669027	45.6569	Nil	0.5256
	TOTAL	**62936147**	**45.1313**	**Nil**	**63669027**	**45.6569**	**Nil**	**0.5256**

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

SL No.	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2016		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding as on 31.03.2017	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company

1	**ANIL B VEDMEHTA**	62936147	45.1313	08/04/2016	Purchase	4000	0.00	63669027	45.6569
				15/04/2016	Purchase	38203	0.03		
				13/05/2016	Purchase	4542	0.00		
				20/05/2016	Purchase	350	0.00		
				27/05/2016	Purchase	27129	0.02		
				03/06/2016	Purchase	57100	0.04		
				30/06/2016	Sale	(75000)	0.05		
				15/07/2016	Purchase	11254	0.01		
				22/07/2016	Purchase	65452	0.05		
				29/07/2016	Purchase	10752	0.01		
				05/08/2016	Purchase	31941	0.02		
				26/08/2016	Purchase	40445	0.03		
				02/09/2016	Purchase	50602	0.04		
				09/09/2016	Purchase	2000	0.00		
				16/09/2016	Purchase	31859	0.02		
				23/09/2016	Purchase	16224	0.01		
				30/09/2016	Purchase	63760	0.05		
					Purchase	10000	0.01		

				21/10/2016					
				28/10/2016	Purchase	113000	0.08		
				04/11/2016	Purchase	67939	0.05		
				18/11/2016	Purchase	3840	0.00		
				25/11/2016	Purchase	10787	0.01		
				24/03/2017	Purchase	44701	0.03		
				31/03/2017	Purchase	102000	0.07		

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No	For Each of the Top 10 Shareholders *(Name of the Shareholder)*	Shareholding at the beginning of the year 01.04.2016		Date wise Increase/ (Decrease) in Shareholding during the year specifying the reason for increase / decrease			Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Date	No of Shares	reason	No. of Shares	% of total shares of the Company
1	FAIRSON HOLDINGS (BVI) LIMITED	12,074,862	8.6588	24-Feb-17	-100000	Market Purchase / Sale	11676976	8.3735
				3-Mar-17	-297886			
2	SUNIL MEHTA	14635480	10.4951	-	-	-	14635480	10.4951
3	SUN FAIR ELECTRIC WIRE & CABLE (H K) COMPANY LIMITED	8,376,316	6.0066	-	-	-	8,376,316	6.0066
4	FAIRWEALTH SECURITIES PVT. LTD	6,434,915	4.61	20-May-16	-2067	Market Purchase / Sale	6,507,699	4.67
				22-Jul-16	10000			
				5-Aug-16	75000			
				24-Mar-17	-11149			

				31-Mar-17	1000			
5	PULKIT VIMAL MEHTA	1,570,000	1.13	-	-	-	1,570,000	1.13
6	SHRI KRISHNA DEVCON LIMITED	1,284,610	0.92	24-Jun-16	-771	Sale	1,283,839	0.92
7	KANWAL JIT SINGH BAGGA HUF .	871,011	0.62	-	-	-	871,011	0.62
8	RAJAN NITIN RAJPUT	719380	0.52	30-Dec-16	-147410	Market Purchase / Sale	122,274	0.09
				6-Jan-17	-119832			
				13-Jan-17	-83795			
				20-Jan-17	-39446			
				3-Feb-17	-19623			
				24-Feb-17	-77000			
				3-Mar-17	-72400			
				10-Mar-17	-29110			
				17-Mar-17	-8490			
9	PAZERO MERCANTILE PRIVATE LIMITED	705000	0.51	-	-	-	705000	0.51
10	GIRIDHAR MERCANTILE PRIVATE LIMITED	705000	0.51	-	-	-	705000	0.51

v) Shareholding of Directors and Key Managerial Personnel

A. Directors

a. **ANIL B VEDMEHTA –** Promoter Director – *Kindly refer IV(iii)(1) – changes in promoter shareholding*

b. **PULKIT VIMAL MEHTA –** Promoter Director holds 1570000 i.e. 1.1258 % and there is no change during the year as per point no 5 above.

B. Key Managerial Personnel NIL

V. INDEBTEDNESS

	Secured Loans excluding deposits (Rs.)	**Unsecured Loans (Rs.)**	**Deposits (Rs.)**	**Total Indebtedness (Rs.)**
Indebtedness at the beginning of the financial year				
i) Principal Amount	58978033	43,399,597	NIL	102,377,630

ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	49,897,841	NIL	NIL	49,897,841
Reduction	NIL	(5,133,068)	NIL	(5,133,068)
Net Change	49,897,841	(5,133,068)	NIL	44,764,773
Indebtedness at the end of the financial year				
i) Principal Amount	108,875,874	38,266,529	NIL	147,142,403
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	108,875,874	38,266,529	NIL	147,142,403

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager
		ANIL BABULAL VEDMEHTA
1	Gross Salary	**NIL**
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	NIL
	b) Value of perquisites under Section 17(2) Income Tax Act, 1961	NIL
	c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission	NIL
	- as % of profit	NIL
	- others, specify….	NIL
5	Others (Company contribution towards PF, Medical Reimbursement)	NIL

	Total	**NIL**
	Ceiling as per the Act	NA

B. Remuneration to other Directors:

Except Managing Director and Whole Time Director, none of the others Directors are paid remuneration

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : NIL

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Indian Economy

In India, with the new Government at the center, we have been witnessing series of radical and transformational reforms -Demonetization, Real Estate Regulator Bill (RERA), FDI relaxations, Goods and Services Tax (GST), Benami Transactions (Prohibition) Amendment Act, Change in Accounting standards IFRS - all coming in a row and in quick succession.

The GST and the Benami Property Act will also have a major impact on how many developers run their businesses. Demonetization shook up the older ways of working, but did not affect self-governing developers with the right products targeted at the working masses.

Indian Wireless Sector

The financial year 2016-17 (FY17) was a period marked with the several challenges emanating from introduction of large scale free services by a new entrant, creating unforeseen disruption in the sector and resulted in, for the first time, in the history of the sector, a year on year revenue decline. These free services on one hand transformed the sector with data traffic volumes growing significantly, forcing operators to commit significant investments, both in spectrum and networks, in order to remain competitive. However, on other hand, declining revenues and profitability had severely impacted the ability of most of the operators to commit large investments towards long term value creators. This paradoxical scenario of large investment requirement coupled with negative return forced operators to combine their operations or exit from the market, as evident from announcement of various deals among operators.

On subscriber front, India, the second largest wireless market across globe, continued its leadership position, in terms of new subscriber additions, for the third year in a row. The Indian wireless Industry added ~131 million subscriber during the 11 months period from April 2016 to February 2017, surpassing the net subscriber addition in world's largest wireless market of China. The total reported subscriber base reached to 1.16 billion as of February 2017.

The VLR subscriber addition during the period from April, 2016 to February, 2017 stands at 74.16 million, taking the VLR subscriber base to 1.01 billion as of February 2017 and VLR to Reported subscriber ratio to 86.8%.

The VLR subscriber penetration is still at around 78.7%, against penetration of around 90.7% based on reported subscribers, far below global average, indicating new subscriber growth will continue for few more years.

The large proportion of the new subscriber continue to be added from rural India, natural strength of Idea Cellular. Over the period of last five years (from March 2012 to Feb 2017), the rural subscriber base has expanded exponentially, from 323 million in FY12 to 493 million as of February 2017, an addition of 169 million customers, in comparison to an addition of 76 million urban subscribers taking the Urban subscriber base to 672 million as on February 2017 in comparison to 596 million subscribers in FY 2012.

Inspite of rapid expansion in rural subscriber base, the rural penetration is still at a relative low level of 55.9% indicating the strong new subscriber growth potential from the rural market, which is the stronghold of Idea Cellular. On an overall basis for Idea 55.4% of the company EoP subscriber base of 193 million is from rural and deep hinter land markets, highest % across all industry operators as per TRAI release.

The foundation of a Pan India 'Digital India' is being laid with Ubiquitous 3G & 4G coverage and World's lowest Mobile Data tariffs after lowest Mobile Voice Tariffs which catapulted India to the 2nd largest Mobile Market in the world. It is inevitable thus Internet Access will be democratized in India. Wireless Broadband usage is slowly but surely moving from 'Elite' and 'Knowledge Worker' represented by Urban Youth to mass market attracting all socio economic segments like small businesses, housewives, senior citizens and shopkeepers etc. and all geographical segments across Metro, Small towns and Rural areas

Industry Structure and Development

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

Electric Wires & Cables Manufacturing

Manufacturing of wires and cables consist of various procedure which Mobiletele offers under one roof with our highly précised and huge production capacity machines. Our manufacturing set up includes following machines:-

1. Bare Copper drawing facility from 8mm to 0.05mm.
2. 20 copper stranding machines.
3. Twisting with tapping machine.
4. Copper wire Braiding machine.
5. 7 Extruder lines for insulation coating and jacket coating.
6. 22 Vertical Moulding machines for A.C. & Communication cables.

7. Cable peeling machines.
8. Plug crimping machines.
9. Soldering Stations for Communication cables.
10. Quality Control Lab.

Mobiletele manufactures all major types of Wires & Cables excluding the optical range of cables. Our product ranges are as Follows:-

1. Communication Cables or D.C.(Moulded)
2. Analog Cables (Moulded)
3. Solar Cables
4. Flexible Wires for Domestic and Industrial use.
5. Control Cables
6. Power & Signal Cables.
7. Instrumentation Cables.
8. Submersible Cables
9. Heat Resistant Cables.
10. Auto Harnessing Cables.
11. With the current resources and strong engineering and manufacturing experience, Sunfair can independently design,
12. develop and manufacture any standard or custom assembly cableas required.

Driven with its vision to become the leading provider of products, technology, solutions and expertise that sets industry.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections estimates, and exceptions may be "forward looking statements" within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company being listed as per provisions of Corporate Governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 company is presenting the report. Company has been observing best governance practices and is committed to adhere to the corporate governance requirements on an ongoing basis.

The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and equity in all spheres of its operations and in all its dealings with the shareholders, employees, the Government and other parties. Your Company believes the Code on Corporate Governance provides a structure by which the rights and responsibilities amongst different participants in the organization, such as the Board, employees and shareholders are distributed. In carrying this out, it helps to ensure that the Company's objectives are well defined and performance against those objectives are adequately measured and monitored. Your Company believes that all its operations and actions must serve the underlying goal of boosting overall shareholder value, over a sustained period of time.

In so far as compliance of the Listing Agreement with the Stock Exchanges and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is concerned, the Company has complied in most material respects with the requirements of Corporate Governance specified in the Listing Agreement with the Bombay Stock Exchange.

2. Board of Directors

The Board of Directors comprised of 6 Directors as on 31st March, 2017 including 1 Executive Director, one women Director (Independent), 3 (Three) Non-Executive (Independent) Director and one Promoter Director, which is in compliance with uniform Listing Agreement signed with BSE. The Chairman of the Board is an executive Director.

The day to day management is conducted by the Managing Director of the Company subject to superintendence, control and direction of the Board of Directors.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies. Further none of the Director is a Member of more than ten Committees

and Chairman of more than five Committees across all the Companies in which he act as Director.

The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	DIN	Category	No. of other Directorships*	No. of Memberships of other Board Committees	No. of other Board Committees of which the Director is a Chairperson#	Shareholding
Anil Babulal Vedmehta	00283486	Chairman & Managing Director	9	2	0	6,36,69,027
Ajay Kapoor	01039847	Non-Executive Independent	4	0	1	NIL
Suhas Gopinath Jadhav	01524794	Non-Executive Independent	2	1	1	NIL
Pulkit Vimal Mehta	03578262	Non-Executive Promoter	4	0	0	1570000
Mukund Chandrakant Pilankar	06401008	Non-Executive Independent	3	1	0	NIL
Nutan Birendrapratap Singh ****	07680135	Non-Executive Independent	1	0	0	NIL
Charmi Anil Vedmehta ***	07145745	Non-Executive	2	0	0	NIL

** Excludes Directorship in Foreign Companies and Government Bodies.*

 # In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, memberships/chairmanships of only the Audit Committee and shareholders/ investors grievance committees of all Public Limited Companies (including the Company) have been considered.

**** resigned w.e.f. December 16, 2016*

***** appointed w.e.f. December 15, 2016*

3. Meetings attendance and other details

During the Financial Year 2016-2017, the Board of Directors met Six (6) times on the following dates:

May 30, 2016, June 14, 2016, August 13, 2016, September 06, 2016, November 14, 2016 and February 14, 2017. The last Annual General Meeting of the Company was held on 30th September, 2016.

During the year one separate meeting of the Independent Directors was held on 14th February, 2017 inter-alia to review the performance of non-independent directors and the board as a whole.

The necessary quorum was present for all the meetings.

The maximum gap between any two Board meetings was less than One Hundred and Twenty days.

The attendance details of each Director are given below:

Name of Director	No. of Board Meetings attended	Attendance at last AGM
Anil Babulal Vedmehta	**6**	YES
Ajay Kapoor	**6**	YES
Suhas Gopinath Jadhav	**6**	YES
Pulkit Vimal Mehta	**6**	YES
Mukund Chandrakant Pilankar	**6**	YES
Nutan Birendrapratap Singh ****	**1**	YES
Charmi Anil Vedmehta ***	**5**	NA

*** *resigned w.e.f. December 16, 2016*
**** *appointed w.e.f. December 15, 2016*

4. Committees of the Board

The Board has constituted various Committees of Directors as to effectively focus in activities falling within their terms of reference. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/ noting. The Board Committees can request special invitees to join the meeting, as appropriate.
The Board has currently established the following Committees:

A. Audit Committee

The Audit Committee of the Company presently comprises of three (3) Directors viz. Mr. Ajay Kapoor, Mr. Anil Babulal Vedmehta and Mr. Suhas Gopinath Jadhav who have considerable expertise in accounting and financial management.

The Committee acts as a link between the management, external and internal auditors and Board of Directors of the Company.

The terms of reference of Audit Committee are broadly as under:

- Oversight of our Company's financial reporting process and the disclosure 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 auditor and the fixation of audit fees;
- Review and monitor the auditors independent and performance, and effectiveness of audit process;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to, but not restricted to:
  - Matters required to be included in the 'Director's Responsibility Statement' under subsection 5 of Section 134, which is further required to be included in our Board's report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications in the draft audit report.
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of our Company, wherever it is necessary;
- Reviewing with the management the half yearly financial statements before submission to the Board for approval;

- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department , staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit; discussion with internal auditors of any significant findings and follow-up thereon;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 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;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the 'vigil' mechanism, in case the same is existing;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background of the candidate, etc.;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
- Mandatorily review the following information:
  - Management discussion and analysis of financial information and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and

- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

The audit committee invites executives, as it considers appropriate (particularly the head of the finance function) and representatives of the statutory auditors. The internal auditor reports directly to the Audit Committee.

Five Audit Committee meetings were held during the year ended 31st March 2017. The dates on which Meetings were held are as follows:

June 14, 2016, August 13, 2016 September 06, 2016, November 14, 2016 and February 14, 2017. The attendance of each member of the Committee is given below:

Name of the Member	Chairman / Member	Category	No. of Meeting held during the tenure of respective member	No. of Meetings Attended
Mr. Ajay Kapoor	Chairperson	Non-Executive Independent Director	5	5
Mr. Anil Babulal Vedmehta	Member	Managing Director	5	5
Mr. Suhas Gopinath Jadhav	Member	Non-Executive Independent Director	5	5

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee presently comprises of three (3) members viz. Mr. Mukund Chandrakant Pilankar, Mr. Suhas Gopinath Jadhav and Mr. Ajay Kapoor.

The following is the terms of reference of Nomination and Remuneration Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a

policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Committee met once on February 14, 2017 during the financial year 31st March, 2017.

The attendance of each member of the Committee is given below:

Name of the Member	Chairman / Member	Category	No. of Meeting held during the tenure of respective member	No. of Meetings Attended
Mr. Mukund Chandrakant Pilankar	Chairperson	Non- Executive Independent Director	1	1
Mr. Suhas Gopinath Jadhav	Member	Non-Executive Independent Director	1	1
Mr. Ajay Kapoor	Member	Non-Executive Independent Director	1	1

The Board of Directors of the company has adopted Nomination and Remuneration Policy ('Policy') for the Company, inter alia to deal with the manner of selection of Board of Directors, KMP and Managing Director and their remuneration and the said Policy is posted on the website www.mobileteleindia.com of the Company under Investor Relation Section.

The Company pays remuneration by way of salary to its Executive Directors. No remuneration is paid by way of commission to any Director. No remuneration or

sitting fees are paid to any Non-Executive Director. The Company does not have any employee stock option scheme.

Details of remuneration paid to the Directors for the Year.

Name	Designation	Remuneration paid during the year 2016-17 (Rs. In Lakhs)
Mr. Anil B Vedmehta	Managing Director	NIL

C. Independent Directors Meeting:

1 (One) meeting of the Independent Directors was held on 14th February, 2017 inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

D. Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee comprises of Three (3) members viz. Mr. Suhas Gopinath Jadhav, Mr. Anil Babulal Vedmehta and Mr. Mukund Chandrakant Pilankar.

The following is term of reference of Stakeholder's Relationship Committee

i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures
ii. Redressal of shareholder's/investor's complaints Efficient transfer of shares; including review cases for refusal of transfer / transmission of any other securities;

iii. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares or any other securities,
iv. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
v. Allotment and listing of shares;
vi. Reference to statutory and regulatory authorities regarding investor grievances; and
vii. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances and
viii. Any other power specifically assigned by the Board of Directors of the Company

The Committee did not met during the year, as no request of Transfer, Transmission and complaints received during the year.

No complaints were received during the year under review.

Four Committee meetings were held during the year ended 31st March 2017. The dates on which Meetings were held are as follows:

June 14, 2016, August 13, 2016, November 14, 2016 and February 14, 2017. The attendance of each member of the Committee is given below:

Name of the Member	Chairman / Member	Category	No. of Meeting held during the tenure of respective member	No. of Meetings Attended
Mr. Suhas Gopinath Jadhav	Chairperson	Non-Executive Independent Director	4	4
Mr. Anil Babulal Vedmehta	Member	Managing Director	4	4
Mr. Mukund Chandrakant Pilankar	Member	Non-Executive Independent Director	4	4

5. General Body Meetings:

a. Details of last three Annual General Meetings are as under.

The day, date, time and the special resolution passed thereat are as follows:

Financial Year	Date & Venue	Time	Nature of Special Resolution, passed, if any
2015-16	30th September , 2016 Venue: The Pride Hotel Ahmedabad, Judge Bungalow Road, Off S G Road Ahmedabad- 380054	1.00 p.m.	NIL
2014-15	24th July, 2015 Venue: The Pride Hotel Ahmedabad, Judge Bungalow Road, Off S G Road Ahmedabad- 380054	1.00 p.m.	To issue, offer and allot on a preferential basis 2,27,37,000 equity shares of the face value of ` 1/-each (hereinafter referred to as "Preferential Equity Shares") constituting 16.04% of the emerging voting capital of the Company at a price of Rs. 3.80/- each per share aggregating 8,64,00,600/-
2013-14	30th September, 2014	2.30 p.m.	NIL

b. Annual General Meeting:
During the year under review, no Extra-ordinary General Meeting happened.

c. Postal Ballot:
During the year under review, no resolution was put through by Postal Ballot.

6. Other Disclosures

i. Related Party Transactions

During the year under review, the Company has not entered into any material transaction with any of the related parties. All related party transactions are at arm's length and are not in conflict with the interest of the Company. Suitable

disclosure as required by the Accounting Standards (AS18) has been made in the Financial Statements.

ii. Strictures and Penalties

The company has complied with the requirements of the stock exchange, SEBI and other statutory authorities on all matters related to capital markets. There were no penalties imposed nor any strictures issued on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

iii. Whistle Blower Policy

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism or employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company.

iv. Reconciliation of share capital audit

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

v. Code of Conduct

The Company has adopted the Code of Conduct for all the employees of the Company including the Directors. This Code of Conduct is posted on the Company's website. Further, all the Board members and Senior Management Personnel (as per Uniform Equity Listing Agreement) have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Managing Director forms part of this Annual Report of the Company.

vi. Other Policies

The Company has also adopted Policy on Preservation of Documents; Policy on Archival of Documents and Policy on Determining Material Events & Information.

7. Means of Communications

All material information about the company is promptly submitted to the Bombay Stock Exchange Ltd. (BSE) where the company's shares are listed. Quarterly and Annual Financial Results are sent to the exchange for the information of the shareholders. The financial results are also displayed on the Company's web site www.mobileteleindia.com and on the official website of BSE (www.bseindia.com).

In line with the existing provisions of the Uniform Equity Listing Agreement, the Company has created a separate e-mail address viz. info@mobileteleindia.com to receive complaints and grievances of the investors.

8. Company's Corporate Website

The Company's website is a comprehensive reference on http://www.mobileteleindia.com Corporate Information, Projects, Financials, Board of Directors, Shareholding Pattern and Corporate Governance. The section on 'Investors Information' serves to inform the shareholders, by giving complete financial details, shareholding patterns, compliances, information relating to Registrar & Transfer agents and the Compliance Officer etc.

9. General Shareholder Information

a.	**AGM: Day, Date, Time and Venue**	Saturday, September 30, 2017 at 1:00 p.m. at The Pride Hotel Ahmedabad, Judge Bungalow Road, Off S G Road Ahmedabad- 380054
b.	**Financial Year**	1st April to 31st March
	Financial Reporting (Tentative)	For Financial Year 1st April, 2017 to 31st March, 2018
	Unaudited results June 30, 2017 September 30, 2017 December 31, 2017 March 31, 2018	 -on or before August 14, 2017 – on or before November 14, 2017 – on or before February 14, 2018 – on or before May 30, 2018
	Audited Results for year ending 31st March, 2018 along with audited half year ended for 31st March 2018	On or before 30th May, 2018
c.	**Date of Book Closure**	Friday, September 22, 2017 till Saturday, September 30, 2017 (Both days inclusive)
d.	**Dividend Payment Date**	Not Applicable

<table>
<tr><td>e.</td><td>Listing on Stock Exchanges</td><td>The Shares of the Company are listed on The Bombay
Stock Exchange Ltd

BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001</td></tr>
<tr><td>f.</td><td>Scrip Code</td><td>532127</td></tr>
<tr><td>g.</td><td>Scrip ID</td><td>MOBILTEL</td></tr>
<tr><td>h.</td><td>Demat ISIN in NSDL and CDSL</td><td>INE770B01026</td></tr>
<tr><td>i.</td><td>Payment of Listing Fee</td><td>The Company confirms that it has paid Annual listing fees due to the stock exchange for the financial year 2017-2018</td></tr>
<tr><td>j.</td><td>Market Price Data (High, Low during each month in last financial year) –</td><td>
<table>
<tr><th>Month</th><th>High (Rs.)</th><th>Low (Rs.)</th></tr>
<tr><td>April 16</td><td>2.94</td><td>2.14</td></tr>
<tr><td>May 16</td><td>2.7</td><td>2</td></tr>
<tr><td>June 16</td><td>2.69</td><td>2.15</td></tr>
<tr><td>July 16</td><td>3.25</td><td>2.27</td></tr>
<tr><td>August 16</td><td>3.39</td><td>2.4</td></tr>
<tr><td>September 16</td><td>3.2</td><td>2.31</td></tr>
<tr><td>October 16</td><td>3.3</td><td>2.31</td></tr>
<tr><td>November 16</td><td>3.67</td><td>2.13</td></tr>
<tr><td>December 16</td><td>4.75</td><td>3.15</td></tr>
<tr><td>January 17</td><td>4.4</td><td>3.22</td></tr>
<tr><td>February 17</td><td>4.39</td><td>3.01</td></tr>
<tr><td>March 17</td><td>3.91</td><td>3.25</td></tr>
</table>
</td></tr>
</table>

k.	**Registrar and share transfer agents**	Bigshare Services Private Limited
l.	**Share Transfer System**	Members are requested to correspond with the Company's Registrar & Transfer Agents quoting their Folio no. / DP ID and Client ID at the above address. Shares in physical form are processed by the Registrar and Share Transfer Agent within 15 days from the date of receipt, if the documents are complete in all respects.

m. Distribution of Shareholding as at 31st March, 2017

Shareholding of Nominal		No. of Shareholders	Percentage of Total	Share Amount	Percentage of Total
(Rs.)	(Rs.)			(Rs.)	
1	5000	3119	82.69	4454640	3.19
5001	10000	283	7.52	2335354	1.67
10001	20000	153	4.05	2206768	1.58
20001	30000	56	1.48	1430113	1.02
30001	40000	23	0.6	804804	0.57
40001	50000	26	0.69	1199804	0.86
50001	100000	43	1.14	3308295	2.37
100001	9999999999	69	1.83	123711400	88.71
Total		**3772**	**100.00**	**139451178**	**100.00**

n. Categories of shareholding as at 31st March, 2017

Category of Shareholders	Number of Shares	Percentage of shares
A. Promoters & Promoter Group	**63669027**	**45.66**
B. Public Shareholding		

Foreign Institutional Investors	Nil	Nil
Mutual Funds	Nil	Nil
Financial Institutions & Banks	Nil	Nil
Central Govt. / State Govt.	Nil	Nil
Bodies Corporate	9277554	6.65
Overseas Bodies Corporates	20053292	14.38
Individuals	41793415	29.97
Directors & Relatives	Nil	Nil
NRIs & OCBs	451196	0.32
Clearing Member	4206694	3.02
Total Public Shareholding	**75782151**	**54.34**
Total Shareholding (A+B)	**139451178**	**100.00**

o. **Dematerialization of shares and liquidity**
As on March 31, 2017, 98.19 % of shares were held in dematerialized form and the rest in physical form.

10. **Outstanding GDR's/ADR's/Warrants Or Other Convertible Instruments**
The company has no outstanding GDRs/ADRs/Warrants or other Convertible Instruments.

11. **Address for correspondence**
MOBILE TELECOMMUNICATIONS LIMITED
46, Empire House, Nr Associated Petrol Pump,
C G Road, Ahmedabad 380009
Email: info@mobileteleindia.com
Website: www.mobileteleindia.com

12. **Subsidiary Companies**
The Company does not have any subsidiary.

13. **Code for Prevention of Insider Trading**
The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares

and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

14. CEO/CFO Certification

The Chief Executive Officer (Managing Director) have certified to the Board in accordance with uniform Listing Agreement pertaining to CEO / CFO certification for the financial year ended 31st March, 2017 is annexed and forms part of this Report.

15. Compliance Report On Corporate Governance

Pursuant to The SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015, Compliance Report on Corporate Governance is annexed and forms part of this Report.

16. Compliance With Discretionary Requirements As Per Regulation 27(1) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

The Company has adopted following discretionary requirements of regulation 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Audit Qualifications: The Company is in the regime of unmodified audit opinion.

17. ED and CFO CERTIFICATION

Executive Director of the Company provide annual certification on financial reporting and internal controls to the Board in terms of regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Executive Director also certify the accuracy of the quarterly financial results while placing results before the Board.

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

This is to certify that the Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been uploaded on the Company's website www.mobileteleindia.com

All the Board members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2017.

For Mobile Telecommunications Limited

Sd/-
Anil Babulal Vedmehta
Managing Director
(DIN: 00 283486)

Place: Mumbai
Date: June 14, 2017

CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors
MOBILE TELECOMMUNICATIONS LIMITED

We have reviewed the financial statements and the cash flow statement of **MOBILE TELECOMMUNICATIONS LIMITED** for the financial year 2016-17 and certify that:

a. These statements to the best of our knowledge and belief:
   I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading:
   II. Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violate of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.

d. We have also indicated to the Auditors and the Audit Committee.
   I. Significant changes in Internal Controls with respect to financial reporting during the year.
   II. Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.

e. To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

For Mobile Telecommunications Limited

Sd/-
Anil Babulal Vedmehta
Managing Director
(DIN: 00 283486)

Place: Mumbai
Date: June 14, 2017

To,
The Members of
MOBILE TELECOMMUNICATIONS LIMITED,

We have examined the compliance of conditions of Corporate Governance by **MOBILE TELECOMMUNICATIONS LIMITED** ('the Company') for the year ended March 31, 2017 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the listing agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the listing agreement of the said Company with the Stock Exchange.

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.

Independent Auditors' Report

To the Members of
Mobile Telecommunication Ltd

Report on the Financial Statements

We have audited the accompanying financial statements of **Mobile Telecommunication Ltd ('the Company'),** which comprise the balance sheet as at March 31, 2017, the statement of profit and loss , for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("the Rules"). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act 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 affairs of the Company as at March 31, 2017;

b) In the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date; and

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A,** a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:
    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
    b. In our opinion proper books of account as required by law relating to preparation of the financial statements have been kept by the Company so far as it appears from our examination of those books;
    c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these financial statements;
    d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
    e. On the basis of the written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act;
    f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**
    g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
        i. There were no pending litigations which would impact the financial position of the company.
        ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
        iii. There were no amount required to be transferred to Investor Education and Protection Fund by the Company in accordance to the provision of the Act, and rules made there under.
        iv. The Company did not have any holdings or dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016.

For **Mahesh Kumar Jain & Co**
Chartered Accountants
Firm Registration No. 114179W
Sd/-

Mahesh Jain
Proprietor
Membership No. : 047473

Place : Mumbai
Date : June 14,2017

Annexure - A to the Independent Auditors' Report
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2017)

Report on Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of the Company.

i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. The Company has a regular programme of physical verification of its fixed assets. However the expansion programme carried out by the company might have disrupted the same, by representation met by the management all the assets have been physically verified during the year at regular intervals which in our opinion is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

ii. As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the books records were not material. The discrepancies have been properly dealt with in the books of accounts.

iii. The Company has not granted unsecured loans to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, Paragraph 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits from the public during the year, within the meaning of sections 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under and therefore, provisions of paragraph 3(v) of the Order is not applicable to the Company.

vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

vii. a. According to the information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, cess and other material statutory dues as applicable to the Company. According to the information and explanations given to us, no undisputed amounts

payable in respect of provident fund, employees' state insurance, income-tax, service tax, cess and other material statutory dues as applicable were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise or value added tax, as applicable which have not been deposited as at March 31, 2017 with appropriate authorities on account of any dispute.

Assessment Year	Appeal Pending Authority	Amount (lacs)	Status
2009-10	CIT(A)	32.58	Hearing Pending
2013-14	CIT(A)	32.75	Hearing Pending
2014-15	CIT(A)	22.62	Hearing Pending
2012-13	ITAT	27.40	Hearing Pending

viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under paragraph 3(xiv) of the Order is not applicable.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The According to the information and explanation given to us and based on examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Mahesh Kumar Jain & Co**
Chartered Accountants
Firm Registration No. 114179W

Sd/-

Mahesh Jain
Proprietor
Membership No. : 047473

Place : Mumbai
Date : June 14,2017

Annexure - B to the Independent Auditors' Report
(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2017)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Mobile Telecommunication Ltd ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Mahesh Kumar Jain & Co**
Chartered Accountants
Firm Registration No. 114179W

Sd/-

Mahesh Jain
Proprietor
Membership No. : 047473

Place : Mumbai
Date : June 14,2017

Mobile Telecommunications Limited

Balance Sheet as at 31 March 2017

		Notes	31 March 2017 Rupees	31 March 2016 Rupees
Equity and Liabilities				
Shareholders' Funds				
(a)	**Share Capital**			
	Share Capital	2.01	139,451,178	139,456,178
(b)	Reserves and Surplus	2.02	85,064,465	118,155,638
Non-Current Liabilities				
(a)	Long-Term Borrowings	2.03	2,419,950	2,419,950
(b)	Deferred Tax Liabilities (Net)	2.04	4,421,399	3,848,711
Current liabilities				
(a)	Short-Term Borrowings	2.05	147,142,403	102,377,630
(b)	Trade Payables	2.06	676,382,265	77,142,121
(c)	Other Current Liabilities	2.06	20,753,018	5,655,546
(d)	Short-Term Provisions	2.07	600,000	600,000
Total			**1,076,234,678**	**449,655,776**
Assets				
Non-Current Assets				
	Fixed Assets			
(i)	Tangible Asset	2.08	171,064,963	173,846,948
(II)	Non-current investments	2.09	-	-
Current Assets				
(i)	Inventories	2.10	104,716,347	104,308,267
(ii)	Trade Receivables	2.11	757,920,720	156,462,837
(iii)	Cash and Cash Equivalents	2.12	1,988,269	1,788,430
(iv)	Short-Term Loans and Advances	2.13	34,579,438	7,284,354
(v)	Other Current Assets	2.14	5,964,941	5,964,941
Total			**1,076,234,678**	**449,655,776**
Summary of significant accounting policies		1		

As per our report on even date

For Mahesh Kumar Jain & Co
Chartered Accountants
Firm Registration No : 114179W

For and on behalf of the Board of Directors

Sd/- Sd/-

Mahesh Kumar Jain
Proprietor
Membership No 047473
Date : 14/06/2017
Place : Mumbai

Anil B Vedmehta
Chairman & Managing Director
DIN 00283486

Nutan Singh
Director
DIN 07681035

Mobile Telecommunications Limited

Statement of Profit and Loss Account for the year ended 31 March 2017

	Notes	31 March 2017 Rupees	31 March 2016 Rupees
Continuing Operations			
I. **Income**			
Revenue from Operations	3.01	1,528,682,926	1,251,700,098
Other Income	3.02	2,584,096	1,985,000
Total Revenue (I)		**1,531,267,023**	**1,253,685,098**
II. **Expenses**			
Purchases of Traded Goods	3.03	1,535,802,272	1,209,949,179
(Increase)/Decrease in Inventories of Finished Goods	3.04	(408,080)	20,373,851
Employee Benefits Expense	3.05	2,467,301	378,539
Other Expenses	3.06	7,846,255	4,890,377
Total Expenses (II)		**1,545,707,749**	**1,235,591,946**
Earnings before Interest, Depreciation and Amortization & Tax (EBIDTA) (I) - (II)=III		**(14,440,726)**	**18,093,152**
Finance Costs	3.07	6,913,734	8,631,438
Earnings before Depreciation & Tax (EBDT)		**(21,354,460)**	**9,461,714**
Depreciation and Amortization Expense	2.08	11,164,025	27,289,244
Profit/(Loss) Before Exceptional Items		**(32,518,485)**	**(17,827,530)**
Exceptional Item		-	-
Profit/(Loss) before Tax		**(32,518,485)**	**(17,827,530)**
Tax Expense			
Current Tax		-	600,000
Deferred Tax		572,688	(5,000,000)
Total Tax Expense		**572,688**	**(4,400,000)**
Profit/ (Loss) for the year before Minority Interest and Share in Loss of Associates		(33,091,173)	(13,427,530)
Minority Shareholders Interest- Loss/(Profit)		-	-
Share in Loss of Associates		-	-
Profit/ (Loss) for the year from Continuing Operations (A)		**(33,091,173)**	**(13,427,530)**
Profit/(loss) for the year (A+B)		**(33,091,173)**	**(13,427,530)**
Earnings per equity share [nominal value of share Re.1/-(31 March 2013 : Re.1/-]		-0.24	-0.1
Basic			
Computed on the basis of profit from continuing operations		-0.24	-0.1
Computed on the basis of total profit for the year		-0.24	-0.1
Diluted		-0.24	-0.1
Summary of significant accounting policies	1		

For Mahesh Kumar Jain & Co
Chartered Accountants
Firm Registration No : 114179W

Sd/-

Mahesh Kumar Jain (Proprietor)
Membership No 047473
Date : 14/06/2017
Place : Mumbai

For and on behalf of the Board of Directors

Sd/-

Anil B Vedmehta
Chairman & Managing Director
DIN 00283486

Sd/-

Nutan Singh
Director
DIN 07680135

1 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements are prepared under historical cost convention in accordance with the Generally Accepted Accounting Principles in India and comply in all material respects with the accounting standards specified under the Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules 2014. All the assets and liabilities have been classified as Current or non-current as per Company's normal operating cycle. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

2. Revenue recognition

a) Revenue from Sale of goods and services are recognized as per sale contracts terms.

b) Other Income is accounted on accrual basis except where the receipt of income is uncertain.

3. Fixed Assets
Fixed Assets are stated at the cost of acquisition including taxes, duties, freight and other incidentalexpenses related to acquisition and installation less accumulated depreciation and impairment if any.

The useful life of assets prescribed in Schedule II to the Companies Act, 2013 are not considered for the purpose of Computation of Depreciation. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at
the reporting date.

4. Depreciation

Depreciation on Fixed Assets is provided on the straight-line basis at the rates and manner prescribed under schedule XIV of the Companies Act, 1956. The Company has not followed the requirement of Schedule II of the Companies Act 2013 in regard to the calculation of depreciation and continues to provide the depreciation as per schedule XIV of the Companies
Act 1956 only. The same is based on the notification issued by MCA dated 29th August 2014 whereby the requirements of components accounting has been made voluntary in respect of financial year commencing on or after 1st April 2016 and mandatory for financial statement in respect of financial year commencing on or after 1st April 2017.

5. Inventories

a) Raw Materials, Stores and spares, and other inventories are valued at cost or net receivable value whichever i s low on FIFO basis.

b) Hardware, peripheral and software sets are valued at cost on FIFO basis.
c) We have not verified the stock physically and we relied upon management.

6. Miscellaneous Expenditure

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

7. Retirement Benefits

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

8. Provisions, Contingent Liabilities

Provisions: provisions are recognized when there is a present obligation as a result of past events and it is probable that an out flow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

9. Income Tax

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

10. Investments
Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Decline in value, if any, which is not considered temporary in nature, is provided for.

11. OTHER NOTES ON ACCOUNTS

1. In the opinion of the Board, current assets, loans and advances have a value on realization at least equal to the account at which they are stated in the books of accounts and provision for all known liabilities have been made, except as mentioned otherwise.
2. The Company is engaged in the business of Telecom System development and electronic hardware and software trading and other product and there is no separate reportable segment as per Accounting Standard (AS) 17 on segment reporting.
3. In accordance with the Accounting Standard (AS) 28 on “Impairment of Assets” issued by the Institute of Chartered Accountants of India, the company assesses potential generating of economic benefits from its business assets and is of the view that assets employed in continuing business are capable of generating adequate returns over their useful lives in the usual course of business. There is no indication to the contrary and accordingly the management is of the view that no provision is called for in the accounts for the year.
4. The balances of debtors, creditors, loans & advances are subject to confirmation.
5. The previous years figures are regrouped, rearranged or recast, wherever required, to make them comparable.

As per our report of even date

For Mahesh Kumar Jain & Co
Chartered Accountants
Firm Registration No 114179W

Sd-
Mahesh Kumar Jain
Proprietor
Membership No. 047473
Place : Mumbai ,
Date : June 14, 2017

Mobile Telecommunications Limited
Notes to financial statements for the year ended 31 March 2017

2.01 Share capital

		31 March 2017 Rupees	31 March 2016 Rupees
a.	**Authorized shares capital**		
	i. 300,000,000 equity shares of Re. 1/- each	300,000,000	300,000,000
b.	**Issued, subscribed and paid-up capital**		
	i. 13,94,56,178 equity shares of Re. 1/- each	139,451,178	139,456,178
	Total issued, subscribed and fully paid-up shares capital	139,451,178	139,456,178

DISCLOSURES

a Reconciliation of the shares outstanding

i. Equity shares

	31 March 2017 Numbers	31 March 2016 Numbers
i. At the beginning of the period	139,451,178	119,000,000
ii. Issued during the period	-	20,456,178
iii. Issued during the period-ESOP	-	-
iv. Redeemed during the period	-	-
v. Forfeited During the period	-	-
Outstanding at the end of the period	139,451,178	139,456,178

b . Description of the rights, preferences and restrictions attached to each class of shares

Equity Shares

i The company has only one class of equity shares having a par value of Re.1/- per share. Each holder of equity shares is entitled to one vote per share held.

ii In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to the number of equity shares held by the share holders.

iii During the year March 31, 2017, the amount of dividend per share recognised as distributions to equity shareholders is Rs. NIL (March 31, 2016: Rs. NIL)

c . Details of shares held within the Group N.A.

d . Includes 20456278 Equity Shares of Re. 1/- each issued for consideration part for cash and part other than cash

e . Details of shareholders holding more than 5% shares in the company

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Anil Babulal Vedmehta	62,936,147	45.13	62,936,147	45.13
Sunil Mehta	14,635,480	10.50	14,635,480	10.5
Fairson Holding (BVI) Limited	12,074,862	8.67	12,074,862	8.67
Sun Fair Electric Wire & Cable (HK) Company Limited	8,376,316	6.01	8,376,316	6.01

2.02 Reserve and surplus

	31 March 2017	31 March 2016
	Rupees	Rupees
A. Gereral reserve		
Balance as per the last financial statements	2,978,431	2,978,431
Add: amount transferred from surplus balance in the statement of profit and loss	-	-
Closing Balance	2,978,431	2,978,431
B. Surplus/(deficit) in the statement of profit and loss		
Balance as per the last financial statements	57,899,909	71,327,439
Add : Profit for the year	(33,091,173)	(13,427,530)
Less: Short Provision of Income Tax (AY 2014-15)	-	
Less: Short Provision of Depreciation (AY 13-14 & AY 14-15)	-	
Total appropriation	(33,091,173)	(13,427,530)
Net surplus in the statement of profit and loss	24,808,736	57,899,909
C **Share Premium**	57,277,298	57,277,298
Total	**85,064,465**	**118,155,638**

2.03 Long-term borrowings

	31 March 2017	31 March 2016
	Rupees	Rupees
Term Loans		
- from banks		
Kotak Mahindra Bank - Vehicle Loan*	-	-
- from other parties		
Volkswagen Finance Pvt Ltd-Vehicle Loan*	2,419,950	*2,419,950*
Total	**2,419,950**	**2,419,950**

*Terms of redeemption

Disclosure required for Secured Loans

* Against hypothecation of Motor Cars

2.04 Deferred tax liability (net)

	31 March 2017	31 March 2016
	Rupees	Rupees
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	3,848,711	8,848,711
Gross deferred tax liability/(Assets) during the year	572,688	**(5,000,000)**
Net deferred tax assets/ Liabilities	4,421,399	3,848,711

2.05 Short-term borrowings

			31 March 2017	31 March 2016
			Rupees	Rupees
A	**Secured**			
	Loans repayable on demand			
	-from banks			
	i. Cash Credit*		108,875,874	58,978,033
		A	***108,875,874***	**58,978,033**

*Against Hypothecation of, Raw Material,finished goods, store & spares, Receivables and Personal Guarantee of CMD of the Company

B	**Unsecured**			
	Loans and advances from related parties			
	i.Due from Companies under same management		-	-
	ii. From Key management persons		*38,266,529*	43,399,597
		B	***38,266,529***	**43,399,597**
	Total (A+B)		***147,142,403***	**102,377,630**

2.06 Trade payable and Other current liabilities

	31 March 2017	31 March 2016
	Rupees	Rupees
i. Trade payables		
Sundry creditors		
(a) Due to Micro and Small Enterprises*		
	-	-
(b) Due to Others	676,382,265	77,142,121
Total (A)	676,382,265	77,142,121
(f) Unpaid dividends	248,401	248,834
F.Y. 2010-11 - Rs. 204287/-		
F.Y. 2011-12 - Rs. 44,114/-		
I.Statutory dues payable		
Vat/Service Tax/Professional Tax	(1,155,132)	667,634
II. Salary Payable	-	-
III. Trade Advance Recived	18,616,438	3,978,078
IV. Bank OD	-	-
V. deposits from customers	3,043,311	761,000
Total (B)	20,753,018	5,655,546
Total (A+B)	697,135,283	82,797,667

* As per Information and explanation given by the management no vendor is reported to be fall under MSME

2.07 Provisions - Short Term

	31 March 2017 Rupees	31 March 2016 Rupees
Short Term Provisions		
Proposed equity dividend	-	-
Provision for tax on proposed equity dividend	-	-
Provision for tax	600,000	600,000
TOTAL (A)	600,000	600,000
TOTAL	600,000	600,000

Mobile Telecommunications Limited

Notes to financial statements for the year ended 31 March 2017

2.08 (Rupees)

TANGIBLE FIXED ASSETS

Assets	RATE OF DEPR.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 31.3.2016	Additions during Year	Deduction During the year	As at 31.3.2017	As at 31.3.2016	For the Year	Deductions	As at 31.3.2017	As at 31.3.2017	As at 31.3.2016
Land	-	5,556,230	-	-	5,556,230	-	-	-	-	5,556,230	5,556,230
Factory Building	9.50%	54,839,528	-	-	54,839,528	19,413,133	3,365,508	-	22,778,641	32,060,887	35,426,395
Plant & Machinaries	45.07%	26,093,623	-	-	26,093,623	21,903,853	1,888,329	-	23,792,182	2,301,441	4,189,770
Computer Equipment	63.16%	14,722,965	-		14,722,965	14,722,965	-	-	14,722,965		
Furniture and Fittings	25.89%	3,016,782	-	-	3,016,782	2,881,422	35,045	-	2,916,467	100,315	135,360
Electrical Installation	45.07%	5,990,254	-	-	5,990,254	5,237,259	339,375	-	5,576,634	413,620	752,995
Air Conditioners	45.07%	3,331,107	-	-	3,331,107	2,736,527	267,977	-	3,004,504	326,603	594,580
Office Equipment	45.07%	37,540	-	-	37,540	37,432	49		37,481	59	108
Motor Car*	25.89%	8,488,700	-	-	8,488,700	6,539,505	504,647	-	7,044,152	1,444,548	1,949,195
Capital Work in progress		117,700,997	8,382,041	-	126,083,038	-	-	-	-	126,083,038	117,700,997
Software Capitalized	63.16%	25,000,000	-	-	25,000,000	17,458,682	4,763,096	-	22,221,778	2,778,222	7,541,318
Total		**264,777,725**	**8,382,041**	**-**	**273,159,766**	**90,930,778**	**11,164,025**	**-**	**102,094,803**	**171,064,963**	**173,846,948**
Previous Year		-	-	-	-	-	-	-	-	-	-

* The CMD of the Company is entiled for the car and the same is in his personal name .

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2.09 Non-current investments-Non Trade

	31 March 2017		31 March 2016	
	Nos	Value in Rs.	Nos	Value in Rs.
NON CURRENT INVETEMENTS - UNQUOTED				
Investments in Equity shares : Un Quoted		-		
Investment in others		-		
Mohini Fibers Private Limited*	-	-	-	-
(Face Value Rs.10 Premium per Share is Rs.70/-)				
		-		-
Less:-Provision for diminution	-	-		
	-	-		-
		-		-

* Shown at Book Value

2.10 Inventories (valued at lower of cost and net realizable value on FIFO Basis)

	31 March 2017 Rupess	31 March 2016 Rupess
Stock-in-trade	104,716,347	104,308,267
Total	**104,716,347**	**104,308,267**

2.11 Trade receivables and other assets

Trade receivables

	31 March 2017 Rupess	31 March 2016 Rupess
a. Trade receivables outstanding for a period less than six months		
Unsecured, considered good	757,920,720	156,462,837
Unsecured, considered doubtful		
Less: Provision for doubtful debts	-	
	757,920,720	156,462,837
b. Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	-	-
Unsecured, considered doubtful		
Less: Provision for doubtful debts		
Provision for doubtful receivables	-	-
Total	**757,920,720**	**156,462,837**

2.12 Cash and bank balances

	31 March 2017 Rupess	31 March 2016 Rupess
Cash and cash equivalents		
Balances with banks:		
On current accounts (Inclusing cheques in Hand)	70,143	40,385
On Current Account - Dividend A/c	248,834	248,834
Cash on hand	1,669,292	1,499,211
	1,988,269	**1,788,430**

2.13 Loans and advances

	31 March 2017 Rupess	31 March 2016 Rupess
A. Security Deposits		
Unsecured, considered good	1,310,033	1,055,033
	1,310,033	1,055,033
B. Advances recoverable in cash or kind		
Unsecured, considered good	33,269,405	6,229,321
	33,269,405	6,229,321
	34,579,438	**7,284,354**

2.14 Other current assets

	31 March 2017 Rupess	31 March 2016 Rupess
Advance Income-tax /TDS	5,559,974	5,559,974
Prepaid Expenses	404,967	404,967
Others	-	-
Total	5,964,941	5,964,941

3.01 Revenue from operations

	31 March 2017 Rupess	31 March 2016 Rupess
Income from sale of products		287,345,712
Income from sale of Trading Goods	1,528,682,926	964,354,386
Income from Sales of Services	-	-
	1,528,682,926	**1,251,700,098**

3.02 Other income

	31 March 2017 Rupess	31 March 2016 Rupess
Interest income on		
Bank deposits	-	-
Sundry written back		700,000
Miscellaneous income	2,122,313	-
Rental Income	461,783	1,285,000
	2,584,096	**1,985,000**

3.03 i. (Increase)/decrease in Inventories

	31 March 2017 Rupess	31 March 2016 Rupess	(Increase)/decrease
Inventories at the end of the year			
Traded goods	104,716,347	104,308,267	
Raw Material	-	-	
	104,716,347	**104,308,267**	**(408,080)**
Inventories at the begining of the year			
Traded goods	104,308,267	124,682,118	
Raw Material	-	-	
	104,308,267	**124,682,118**	**20,373,851**

ii. Details of Purchase of Traded Goods

	31 March 2017 Rupess	31 March 2016 Rupess
A. Purchase Traded Goods	1,535,802,272	1,209,949,179
B. Purchase Raw Material	-	-
	1,535,802,272	**1,209,949,179**

3.05 Employee benefit expense

	31 March 2017 Rupess	31 March 2016 Rupess
Salaries, wages and bonus	2,425,128	378,539
Staff welfare expenses	42,173	-
	2,467,301	**378,539**

3.06 Other expenses

	31 March 2017 Rupess	31 March 2016 Rupess
Audit fee	357,000	300,000
Rent, Rates and Taxes	627,480	1,125,400
Communication Expenses	24,703	175,332
Factory Expenses	492,164	-
Repairs & Maintenance - others	97,295	95,328
Advertisement Selling and Distribution Expenses	354,275	264,366
Travelling, Coveyance Expenses	327,200	35,634
Bank Charges	399,546	53,478
Transporation Expenses	103,900	-
Legal & Professional Fees	337,828	644,262
Vehicle Expenses	39,655	-
Printing & Stationery Expenses	9,235	45,631
Electricity Expenses	1,940,179	1,592,505
Insurance Charges	123,500	217,303
Office Expenses	905,670	341,138
Labour Charges	830,470	
Labour Supply Expenses	44,700	
Security Charges	234,150	-
Excise Duties	17,480	
Franking Charges	285,300	
Valuation Charges	84,798	
Miscellaneous Expenditure written off	209,727	-
	7,846,255	**4,890,377**

Payment to Auditor

	31 March 2017 Rupess	31 March 2016 Rupess
As Auditor:		
Audit fee	175,000	175,000
Tax Audit fee	125,000	125,000
Others	57,000	57,000
	357,000	**357,000**

2.08 Depreciation and Amortization Expenses

	31 March 2017 Rupess	31 March 2016 Rupess
Depreciation of tangible assets	11,164,025	27,289,244
Less: recoupment from revaluation reserve	-	-
	11,164,025	**27,289,244**

3.07 Finance Costs

	31 March 2017 Rupess	31 March 2016 Rupess
Interest Expenses		
Term Loan	-	-
Cash Credit	6,913,734	8,631,438
Other finance Cost	-	-
	6,913,734	**8,631,438**

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