



Munoth Communication Limited

31st Annual Report 2014-2015



MUNOTH COMMUNICATION LIMITED

CHAIRMAN EMERITUS

Lalchand Munoth

**BOARD OF
DIRECTORS**

Jaswant Munoth, Managing Director
Bharat Munoth
M.Jayantilal Jain
C.R. Sasi
Vikas Munoth
Lakshika Mehta

AUDITORS

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

SECRETARIAL AUDITOR

V. Chandramowli
Practicing Company Secretary
344, Ambujammal Street, Chennai -18

BANKERS

Indian Bank
Bank of Baroda
The Federal Bank Ltd.

**LEGAL
ADVISORS**

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

**REGISTRARS AND SHARE
TRANSFER AGENT**

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

REGISTERED OFFICE

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

CIN

L65991TN1984PLC010816

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MUNOTH COMMUNICATION LIMITED

MUNOTH COMMUNICATION LIMITED
REGD. OFFICE: MUNOTH CENTRE
3RD FLOOR, 343 TRIPPLICANE HIGH ROAD
CHENNAI - 600 005
CIN NO: L65991TN1984PLC010816

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the THIRTY FIRST Annual General Meeting of the Company will be held on Monday 21st September 2015 at 10:25 A M at Nahar Hall (South India Hire Purchase Association), Desabandhu Plaza, 1st floor, 47, Whites Road, Royapettah, Chennai – 600 014 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2015 including the audited Balance Sheet as on that date and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Vikas Munoth (DIN No: 00769366) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bharat Munoth (DIN No.00769588) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. Ratification of appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Kumbhat & Co., Chartered Accountants (Firm's Registration No. 001609S) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in year 2016 to examine and audit the accounts of the Company for the Financial Year 2015-16 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS

- 5.. To appoint Ms. Lakshika Mehta (DIN NO: 07183815) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Lakshika Mehta, (DIN NO: 07183815) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section



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160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from September 21, 2015 to September 20, 2020.”

Place: Chennai
Date: 22/05/2015

By Order of the Board
for **MUNOTH COMMUNICATION LIMITED**
Lalchand Munoth
Chairman

NOTES:

EXPLANATORY STATEMENT

The relevant explanatory statement pursuant to Sec 102 of the Companies Act, 2013 is annexed hereto

APPOINTMENT OF PROXY

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder..

CLOSURE OF REGISTER OF MEMBERS:

The Register of Members and the Share Transfer Books of the Company will remain closed from September 15, 2015 to September 21, 2015 (Both days inclusive)

CHANGE OF PARTICULARS:

Members holding shares in dematerialised form are requested to intimate all particulars of mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such details to Cameo Corporate Services Ltd, “Subramaniam Building”, No.1, Club House Road, Chennai - 600 002

The Notice is being sent to all the members of the Company whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on August 21, 2015 (Cut-off date/Benpos date).

ATTENDANCE SLIP:

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



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at the meeting. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

DEMATERIALIZATION OF SHARES:

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

REQUEST TO MEMBERS:

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

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 their PAN to their Depository Participants with whom they are maintaining their demat accounts, Members holding shares in physical form can submit their PAN to the registrars, Cameo Corporate services Limited

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

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

GREEN INITIATIVE

In accordance with Green Initiative circular issued by Ministry of Corporate Affairs (MCA), members are requested to inform their current E-mail address in the following manner:

- For shares held in Electronic form: to their Depository Participant (DP).
- For shares held in Physical Form: to the Company or its Registrars and Share Transfer Agents (RTA).

In terms of the aforesaid Green Initiative circular of MCA, the Company is sending Annual Report and other communications/ documents required to be sent to its Members by E-mail to Members whose E-mail address is registered. In case your E-mail address is not registered with your Depository Participant/ the Company, a physical copy of the Annual Report and other communications/ documents will be sent to you. You can also change your instructions at any time hereafter and request the Company to send communications to you in physical form.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).



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Voting Rights are reckoned on the basis of the shares registered in the names of the members/beneficial owners as on the record date fixed for this purpose i.e September 14, 2015

It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 18, 2015 at 9:00 A M and ends on September 20, 2015 at 5:00 P M . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) September 14, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholder who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The results of the e-voting along with the scrutinizers report shall be placed in the Company's website www.munothcommunication.com and on the website of CDSL within a period of not exceeding three working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

Mr. V Chandramowli, practicing Company Secretary has been appointed as scrutinizer for conducting the e-voting process in fair and transparent manner.



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Particulars of Directors seeking appointment/ re- appointment as required under clause 49 of the Listing Agreement.

The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting as required under clause 49 of the Listing Agreement, are available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act')

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No. 5

The board of Directors on their meeting held on May 22, 2015 has appointed Ms. Lakshika Mehta as additional Director in terms of Section 161 of the Companies act, 2013 in the category of Independent Director.

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director.

Ms. Lakshika Mehta DIN NO:07183815, aged 26 years is a commerce graduate and a member of Institute of Chartered Accountants of India. She has worked as a part articleship with Ernst & Young She has also worked under Deloitte Haskins & Sons and has handled various assignments including Risk Advisory & Consulting Services as a field senior. She is working as Specialist - Local Statutory Reporting at Shell India Market Pvt Limited. She is also Director of Munoth Financial Services Limited.

It is proposed to appoint Ms. Lakshika Mehta as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years from September 21, 2015 to September 20, 2020. She is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Directors.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Lakshika Mehta for the office of Director of the Company.

The Company has also received declaration from Ms. Lakshika Mehta that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Ms. Lakshika Mehta fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement.

Copy of the draft letters for respective appointment of Ms. Lakshika Mehta as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Ms. Lakshika Mehta is interested in the resolution set out respectively at Item Nos. 5 of the Notice with regard to her appointment.



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Ms. Lakshika Mehta and her relatives may be deemed to be interested in the resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set out at item No. 5 of the Notice for approval by the shareholders.

By Order of the Board
for **MUNOTH COMMUNICATION LIMITED**

Lalchand Munoth
Chairman

Place: Chennai
Date: 22/05/2015



MUNOTH COMMUNICATION LIMITED

DIRECTORS' REPORT

To The Members

Your Directors have pleasure in presenting their Thirty First Annual Report together with the Audited Accounts for the year ended March 31, 2015.

FINANCIAL RESULTS:

Particulars	2014-2015 Rs.	2013-2014 Rs.
Total Revenue	18,23,996.37	(36,43,303.81)
Total Expenses	48,38,692.83	29,89,114.43
Earnings before Interest, Tax, depreciation and amortisation	(30,14,696.46)	(66,32,418.24)
Depreciation & Amortisation	24,02,919.24	31,36,500.00
Less: Recoupment from revaluation reserve	-	(206,160.00)
Finance cost	4,52,788.16	93,618.00
Profit or Loss before Exceptional and Extraordinary items	(58,70,403.86)	(96,56,376.24)
Less: Exceptional Items	-	-
Deferred tax asset written off	-	39,55,511.00
Less: Extraordinary Items	-	-
Less: Current Tax	-	-
Deferred Tax	-	-
Profit/(Loss) after Tax	(58,70,403.86)	(1,36,11,887.24)
Add: Balance as per statement of Profit & Loss for last year	(6,34,54,192.78)	(4,98,42,305.54)
Balance (statement of Profit & Loss transfer to reserve)	(6,93,24,596.64)	(6,34,54,192.78)

REVIEW OF BUSINESS OPERATIONS:

The company has successfully produced socket charger and have started marketing the same. The Socket charger is available for retail customers on online stores like amazon and flipcart. For larger businesses such as hotels, hospitals and housing & commercial building the company is adopting a direct marketing approach. Other accessories like chargers and power bank would be introduced in the market in the third quarter.

The Company filed civil and criminal cases against Kingtech Electronics (India) Pvt Ltd for money recovery. Madras High Court on 23rd July 2013 allowed the application No.3060/2012 made by MCL against Kingtech Electronics (India) Pvt Ltd and order restrains Ganishee HSBC Bank Ltd from making payment to Kingtech Electronics (India) Pvt Ltd to be extent of suit claim amounting to Rs.51,38,776/-.

The Company has also made a claim of Rs. 2,28,22,324/- towards damage.

FUTURE PROSPECTS

VG Munoth will fill a long felt requirement of a single brand having all mobile phone accessories in India. VG Munoth will cater to the needs of consumers for good quality Chargers- Socket, Car and Travel ;



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Power bank; Pen drive, Screen guard, cases etc. The whole range of products will be available in the current year of operations. The company will also focus on gifting segment to sell mobile phone accessories.

DIVIDEND:

The Board of Directors has decided not to recommend any dividend.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the companies Act, 2013 do not apply as there was no dividend declared and paid last year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN 31ST MARCH 2015 (THE END OF THE FINANCIAL YEAR and 22nd MAY 2015 (THE DATE OF REPORT)

There were no material changes and commitments affecting the financial position of the company between 31st March 2015 (the end of the financial year) and 22nd May 2015 (the date of the report).

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.

The Company has no activities relating to conservation of energy, technology absorption during the financial year 2014-15. The Company has no foreign exchange earnings during the financial year

Foreign Exchange outgo	2014-15
Design & Development expenses	48,374.00
Import of Accessories	55,22,750.00
Travelling Expenses	8,60,062.40

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Risk Management Committee of the Company continuously monitors business and operations risk through an efficient risk management system.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable for the financial year 2014-15.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not provided working capital loan, Guarantee or provided security. The details of investments made by the company are given in the notes to the financial statements.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES.

The Company's Policy relating to appointment of Directors, payment of managerial remuneration, Director's qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished as Annexure 1 and is attached to this report.



EVALUATION

The aspects covered in the evaluation included the contribution made by the Directors to the corporate governance practices, long term strategic planning, fulfillment of Director's obligations and fiduciary responsibilities and active participation at the Board and Committee meetings. The effectiveness of Board / Committee processes were assessed based on the Directors' inputs received during the meetings of the Board and one to one meeting by the Chairman with the Directors.

EXTRACT OF ANNUAL RETURN

The Extract of Annual return as on March 31, 2015 as provided under Sub-section (3) of section 92 in Form No. MGT - 9 is being annexed as Annexure 2 to the report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is presented in separate section forming part of the Annual Report as Annexure 3

DIRECTOR'S RESPONSIBILITY STATEMENT:

As required in Clause (c) of Sub- Section (3) of Section 134 of the Companies Act, 2013, your Director confirms and state that-

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures.
- b) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the close of the financial year ended 31st March 2015 and of the Profit/Loss of the company for the year ended 31st March 2015.
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The Directors, have laid down internal financial controls to be followed by the company and that such internal financial 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.

DEPOSITS

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

DIRECTORS:

Mr. Bharat Munoth, Mr. Vikas Munoth retires by rotation at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment.

Ms. Lakshika Mehta has been appointed as an Additional Director of the Company with effect from May 22, 2015. she is proposed to be appointed as Independent Director at the ensuing Annual General Meeting for a term of 5 consecutive years from the date of the ensuing Annual General Meeting as required under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.



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The profiles of Mr. Bharat Munoth, Mr. Vikas Munoth and Ms. Lakshika Mehta are given separately in the Corporate Governance Report.

DECLARATION OF INDEPENDENT DIRECTORS:

The independent Directors have confirmed and declared that they are not disqualified to act as an independent Director in compliance with the provisions of Section 149 of the Companies Act., 2013.

ADEQUACY OF INTERNAL CONTROL, FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

STATUTORY AUDITORS:

M/s Kumbhat & Company, Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of the ensuing AGM and are eligible for re-appointment. Members of the Company at the AGM held on 19th September, 2014 had approved the appointment of Kumbhat & Company as the Statutory Auditors for a period of three financial years i.e., up to 31 March, 2017. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Accordingly, requisite resolution forms part of the notice convening the AGM.

SECRETARIAL AUDIT REPORT:

A Secretarial Audit was conducted during the year by the secretarial Auditor, Mr. V. Chandramowli, Practicing Company Secretary in accordance with provisions of section 204 of the Companies Act, 2013. The Secretarial Audit Report is attached as Annexure 4 and forms a part of the report of the Directors.

COST AUDIT:

Cost Audit is not applicable to the Company for the financial year 2014-15.

EXPLANATION / COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS.

During the financial year under review, the company had a Company Secretary who was qualified and he resigned on March 31, 2015. The Company has already taken steps to appoint a qualified Company Secretary having membership.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary or Joint venture Company. The Company had three associate Companies, Munoth NEG Wind Farm Pvt Limited, Munoth Financial Services Limited and CFOR Telecom Limited. Munoth NEG Wind Farm Pvt Limited ceased to be Associate during the year. As per exception provided under Rule 6 of the Companies (Accounts) Rules, 2014 (**Notification G.S.R. 723(E) dated 14.10.2014**), a company having no subsidiaries but having only associate company(ies) and/or joint venture(s) is exempted from consolidation of financial statement in respect of associate company(ies) and/or joint venture(s) for the financial year commencing on or after 01.04.2014 and ending before 31.03.2015. The disclosure in Form No. AOC 1 is enclosed as Annexure 5.



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PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In line with the requirements of the Companies act, 2013 and equity listing agreement, the Company has formulated a policy on Related Party transactions which is also available on Company's website at www.munothcommunication.com. The policy intends to ensure that proper reporting, approval and disclosure procedures are in place for all transactions between the Company and Related Parties.

All Related Party transactions are placed before the Audit Committee for review and approval, Prior omnibus approval is obtained for Related Party transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

There is no materially significant related party transactions which exceeds 10% of the consolidated turnover of the Company. The nil disclosure in Form No . AOC.2 is enclosed as Annexure 6

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE:

There are no persons employed in the Company during the year or for part of the year who were in receipt of remuneration in excess of the limits set out in Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with in terms of provisions of Section 197(12) of the Companies Act, 2013.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 are provided in the Annual Report as Annexure 7

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, which is available for inspection by the members at the registered office of the company during business hours on working days of the company. If any member is interested in inspecting the same, such member may write to the Company in advance and the same will be furnished. The full annual report is also available on the Company's website.

VIGIL MECHANISM:

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising Senior Executives of the Company. The policy on vigil mechanism and whistle blower policy may be accessed on the company's website www.munothcommunication.com

CORPORATE GOVERNANCE:

A report on Corporate Governance along with the Auditor's Certificate regarding compliance of the conditions of Corporate Governance and also a Management Discussion and Analysis Report pursuant to Clause 49 of the Listing Agreement are annexed hereto. The Auditor's have certified the Company's Compliance of the requirements of Corporate Governance in terms of the Listing Agreement and the same is enclosed to the Corporate Governance Report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

The Company has conducted 5 Board meetings during the financial year under review. The details regarding the Board Meetings, Audit Committee Meetings, Nomination and Remuneration Committee meeting etc., are given separately in the Corporate Governance Report .

AUDIT COMMITTEE:

The Audit Committee comprises of Independent Directors namely Mr. Mr. Manish Mardia, (Chairman), Mr. M Jayantilal Jain and Mrs. Ranjani Padmanabhan as Members. All the recommendations made by the Audit Committee were accepted by the Board



STOCK EXCHANGES

The Company's shares are listed on The Stock Exchange, Mumbai.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct as per the Guidelines issued by the Securities and Exchange Board of India for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Board of Directors and the designated employees have confirmed compliance with the code.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

1. Issue of equity shares with differential rights as to dividend, voting or otherwise
2. Issue of shares (including sweat equity shares) to employees of the company and ESOS under any scheme
3. The company does not have any subsidiaries and hence the disclosure stating that the Managing Director / whole Time Director of the Company not receiving any remuneration or commission for subsidiary is not applicable.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS:

Your Directors would like to express their gratitude to the Shareholders, vendors, bankers and customers for their support and co-operation. They wish to thank all the employees of the Company for their sincere and dedicated services.

For and on behalf of the Board of Directors

Chennai
May 22, 2015

LALCHAND MUNOTH
CHAIRMAN



ANNEXURE 1

Nomination and Remuneration Policy

The Remuneration/Compensation Committee of Munoth Communication Limited ("the Company"), consisting of three independent directors, was renamed as Nomination and Remuneration Committee by the Board at its meeting held on March 31, 2015

1. **OBJECTIVE** The Nomination and Remuneration Committee and this Policy are in compliance with Section 178 of the Companies Act, 2013 ("**The Act**") read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The key objectives of the Committee are:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4 To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and to assist the Board in fulfilling its responsibilities.

2. **DEFINITIONS**

- 2.1 **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2 **Board** means Board of Directors of the Company.
- 2.3 **Directors** mean Directors of the Company.
- 2.4 **Key Managerial Personnel** means Chief Executive Officer or the Managing Director or the Manager; Whole-time director; Chief Financial Officer; Company Secretary; and such other officer as may be prescribed.
- 2.5 **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

3. **OBJECTS OF COMMITTEE**

3.1 **The objects of the Committee inter alia will be the following:**

- a. to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b. to recommend to the Board the appointment and removal of Senior Management
- c. to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- d. to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive.
- e. to make recommendations to the Board concerning any matters relating to the continuation



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in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;

- f. ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g. to devise a policy on Board diversity;
- h. to develop a succession plan for the Board and to regularly review the plan;

Policy for appointment and removal of Director, KMP and Senior Management

3.2 Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.3 Term / Tenure

- a) Managing Director/Whole-time Director : The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it shall be ensured that number of Boards on which such Independent Director serves is as may be prescribed under the Act and / or the Listing Agreement.

3.4 Evaluation The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.5 Removal Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.



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3.6 Retirement The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.7 Policy relating to the Remuneration for the Managing / Whole-time Director, KMP and Senior Management Personnel

The Remuneration Policy of the Company for managerial personnel is primarily based on the following:

- Performance of the Company,
- potential of individual and,
- External competitive environment

General

- a. The remuneration/compensation/commission, etc., to the Managing / Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval at the time of appointment. The remuneration / compensation / commission etc. of the Managing / Whole Time Director shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b. The remuneration and commission to be paid to the Whole-time Directors shall be in accordance with the provisions of the Act.
- c. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which would be within the limits approved by the Shareholders in the case of Whole-time Directors and as per the Policy of the Company in case of others.
- d. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managing / Whole-time Director, KMP and Senior Management Personnel

- a. **Fixed pay:** The Managing / Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b. **Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- c. **Provisions for excess remuneration:** If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under



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the Act or without appropriate approvals, the Committee shall recommend the due course of action to the Board as and when required.

Remuneration to Non- Executive / Independent Director

- a. **Remuneration / Commission:** The remuneration / commission shall be fixed as per the limits and conditions mentioned by the Company and the Act.
- b. **Sitting Fees:** The Non- Executive / Independent Director may receive Sitting fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the amount as may be prescribed by the Central Government from time to time.
- c. **Commission:** Commission may be paid subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.
- d. **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

4. ROLE OF NOMINATION COMMITTEE :

The role of the Committee in relation to nomination matters include:

- a. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b. Ensuring that on appointment to the Board, independent directors receive a formal letter of appointment in accordance with the guidelines provided under the Act;
- c. Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d. Determining the appropriate size, diversity and composition of the Board;
- e. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j. Recommend any necessary changes to the Board; and
- k. Considering any other matters, as may be requested by the Board.

5. ROLE OF REMUNERATION COMMITTEE

The role of remuneration Committee include:

- a. to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate



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members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

- b. to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance, objectives appropriate to the working of the Company.
 - c. to delegate any of its powers to one or more of its members or the Secretary of the Committee.
 - d. to consider any other matters as may be requested by the Board.
 - e. Professional indemnity and liability insurance for Directors and senior management.
6. **MEMBERS** The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent. Minimum two members shall constitute a quorum for the Committee meeting. Membership of the Committee shall be disclosed in the Annual Report. Term of the Committee shall be continued unless terminated by the Board of Directors.
7. **CHAIRPERSON** The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
8. **FREQUENCY OF MEETINGS** The meeting of the Committee shall be held at such regular intervals as may be required.
9. **OTHERS**
- a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.
 - b. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee. In the case of equality of votes, the Chairman of the meeting will have a casting vote.
 - c. The Company Secretary of the Company shall act as Secretary of the Committee.
 - d. Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.



MUNOTH COMMUNICATION LIMITED

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L65991TN1984PLC010816
ii	Registration Date	27/04/1984
iii	Name of the Company	MUNOTH COMMUNICATION LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
v	Address of the Registered office & contact details	SUITE NO. 48, MUNOTH CENTRE 343, TRIPPLICANE HIGH ROAD, TRIPPLICANE, CHENNAI - 600005, PH -914428591190 Email: cs@munothcommunication.com
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	CAMEO CORPORATE SERVICES LIMITED, 1, CLUB HOUSE ROAD, CHENNAI - 600002

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total revenue/turnover of the company
		class(Sub class)	
1	Wholesale of mobile phone and accessories	4652(46524)	100.00%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLI CABLE SECTION
1	MUNOTH FINANCIAL SERVICES LIMITED SUITE NO. 46 & 47, MUNOTH CENTRE 343, TRIPPLICANE HIGH ROAD TRIPPLICANE, CHENNAI - 600005	L65991TN1990PLC019836	ASSOCIATE	30.30%	2(6)
2	CFORE TELECOM LIMITED SUITE NO. 44 & 45, MUNOTH CENTRE 343, TRIPPLICANE HIGH ROAD TRIPPLICANE, CHENNAI - 600005	U64202TN2011PLC080267	ASSOCIATE	37.74%	2(6)



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IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

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	612873	100	612973	6.35	612873	100	612973	6.35	0
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporates	2229114	0	2229114	23.10	2229114	0	2229114	23.10	0
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL: (A) (1)	2841987	100	2842087	29.45	2841987	100	2842087	29.45	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other...	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2841987	100	2842087	29.45	2841987	100	2842087	29.45	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	300000	0	300000	3.11	300000	0	300000	3.11	0
c) Central govt	0	0	0	0.00	0	0	0	0.00	0
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIS	0	11625	11625	0.12	0	11625	11625	0.12	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1):	300000	11625	311625	3.23	300000	11625	311625	3.23	0



MUNOTH COMMUNICATION LIMITED

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

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	
(2) Non Institutions									
a) Bodies corporates									
i) Indian	259760	416973	676733	7.01	258453	416973	675426	7.00	(0.01)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	420365	552953	973318	10.09	413174	552637	965811	10.01	(0.08)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	403186	122650	525836	5.45	417402	122650	540052	5.60	0.15
c) Others (specify)	0	0	0	0	0	0	0	0	0
HUF	19313	0	19313	0.20	13656	0	13656	0.14	(0.06)
FOREIGN NATIONALS	3000000	0	3000000	31.09	3000000	0	3000000	31.09	0
NRIS & OCBS	1095488	205000	1300488	13.48	1095743	205000	1300743	13.48	0
SUB TOTAL (B)(2):	5198112	1297576	6495688	67.32	5198428	1297260	6495688	67.32	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	5498112	1309201	6807313	70.55	5498428	1308885	6807313	70.55	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	8340099	1309301	9649400	100.00	8340415	1308985	9649400	100.00	0



MUNOTH COMMUNICATION LIMITED

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company shares	% of pledged encumbered to total shares	
1	JASWANT MUNOTH	148575	1.54	0	148575	1.54	0	0.00
2	BHARAT MUNOTH	90950	0.94	0	90950	0.94	0	0.00
3	LEELADEVI MUNOTH	91150	0.94	0	91150	0.94	0	0.00
4	VIKAS MUNOTH	58173	0.60	0	58173	0.60	0	0.00
5	VIJAYALAKSHMI MUNOTH	95775	0.99	0	95775	0.99	0	0.00
6	LALCHAND MUNOTH	125350	1.30	0	125350	1.30	0	0.00
7	SUSHEELA MEHTA	3000	0.03	0	3000	0.03	0	0.00
8	MUNOTH INDUSTRIES LIMITED	9500	0.10	0	9500	0.10	0	0.00
9	SOUTHINDIA CHEMICALS & LEASING (P) LTD	1212500	12.57	0	1212500	12.57	0	0.00
10	MAHARANA FINANCE & INVESTMENTS(P) LTD	198107	2.05	0	198107	2.05	0	0.00
11	MUNOTH BIOSCIENCE LIMITED	78525	0.81	0	78525	0.81	0	0.00
12	MUNOTH FINANCIAL SERVICES LIMITED	705482	7.31	0	705482	7.31	0	0.00
13	SHANKESWAR FINANCE & INVESTMENTS(P) LTD	25000	0.26	0	25000	0.26	0	0.00
	Total	2842087	29.45	0.00	2842087	29.45	0.00	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company

THERE IS NO CHANGE IN THE PROMOTER'S SHAREHOLDING AT THE BEGINNING OF THE YEAR (01/04/2014) AND AT THE END OF THE YEAR (31/03/2015)



MUNOTH COMMUNICATION LIMITED

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	CHIP K LIM At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	1000000 1000000	10.36 10.36	1000000 1000000	10.36 10.36
2	FENG PAT SE At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	1000000 1000000	10.36 10.36	1000000 1000000	10.36 10.36
3	LEE FOO SAN At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	1000000 1000000	10.36 10.36	1000000 1000000	10.36 10.36
4	VICTOR RAJ At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	1000000 1000000	10.36 10.36	1000000 1000000	10.36 10.36
5	BANK OF BARODA At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	300000 300000	3.10 3.10	300000 300000	3.10 3.10
6	PARSHOTAM G KHEMANI At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	200109 200109	2.07 2.07	200109 200109	2.07 2.07
7	RAVE GLOBALS LIMITED At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	117600 117600	1.21 1.21	117600 117600	1.21 1.21
8	SARDA RESOURCES (P) LIMITED At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	99100 99100	1.02 1.02	99100 99100	1.02 1.02
9	KUMBHAT FINANCIAL SERVICES LIMITED At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	91200 91200	0.94 0.94	91200 91200	0.94 0.94
10	EPSOM PROPERTIES LIMITED At the beginning of the year 01/04/2014 At the end of the year 31/03/2015	71000 71000	0.73 0.73	71000 71000	0.73 0.73



MUNOTH COMMUNICATION LIMITED

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	JASWANT MUNOTH				
	At the beginning of the year 01/04/2014	148475	1.53	148475	1.53
	Changes during the year	NO CHANGE DURING THE YEAR			
	At the end of the year 31/03/2015	148475	1.53	148475	1.53
2	BHARAT MUNOTH				
	At the beginning of the year 01/04/2014	90950	0.94	90950	0.94
	Changes during the year	NO CHANGE DURING THE YEAR			
	At the end of the year 31/03/2015	90950	0.94	90950	0.94
3	VIKAS MUNOTH				
	At the beginning of the year 01/04/2014	58173	0.60	58173	0.60
	Changes during the year	NO CHANGES DURING THE YEAR			
	At the end of the year 31/03/2015	58173	0.60	58173	0.60
4	LALCHAND MUNOTH				
	At the beginning of the year 01/04/2014	125350	1.29	125350	1.29
	Changes during the year	NO CHANGES DURING THE YEAR			
	At the end of the year 31/03/2015	125350	1.29	125350	1.29
5	JAYANTILAL JAIN M				
	At the beginning of the year 01/04/2014	0	0.00	0	0.00
	Changes during the year	NO CHANGES DURING THE YEAR			
	At the end of the year 31/03/2015	0	0.00	0	0.00
6	C R SASI				
	At the beginning of the year 01/04/2014	0	0.00	0	0.00
	Changes during the year	NO CHANGES DURING THE YEAR			
	At the end of the year 31/03/2015	0	0.00	0	0.00
7	MANISH MARDIA				
	At the beginning of the year 01/04/2014	0	0.00	0	0.00
	Changes during the year	NO CHANGES DURING THE YEAR			
	At the end of the year 31/03/2015	0	0.00	0	0.00
8	RANJANI PADMANABHAN				
	At the beginning of the year 01/04/2014	0	0.00	0	0.00
	Changes during the year	NO CHANGES DURING THE YEAR			
	At the end of the year 31/03/2015	0	0.00	0	0.00
9	S ANANTHAPADMANABHAN (CFO)				
	At the beginning of the year 01/04/2014	400	0.01	400	0.01
	Changes during the year	NO CHANGES DURING THE YEAR			
	At the end of the year 31/03/2015	400	0.01	400	0.01



MUNOTH COMMUNICATION LIMITED

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	763937.51	0	0	763937.51
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	763937.51	0	0	763937.51
Change in Indebtedness during the financial year				
Additions	87838.67	0	0	
Reduction	-269382.55	0	0	
Net Change	-12948305	0	0	
Indebtedness at the end of the financial year				
i) Principal Amount	582393.63	0	0	582393.63
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	582393.63	0	0	582393.63

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/MTD/Manager	Total Amount
1	Gross salary	Mr. Jaswant Munoth (MD)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	0	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock option	NA	NA
3	Sweat Equity	NA	NA
4	Commission	NA	NA
	as % of profit		
	others (specify)		
5	Others, please specify	NA	NA
	Total (A)	0	0
	Ceiling as per the Act	with in overall ceiling as mentioned in Section II of Part II of Schedule V of Act	



MUNOTH COMMUNICATION LIMITED

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors	C R SASI (PROFESSIONAL INDEPENDENT DIRECTOR)	
	(a) Fee for attending board committee meetings	NA	NA
	(b) Commission		
	(c) Others, please specify Remuneration for providing consulting and advice for mobile accessories project	3,50,000	3,50,000
	Total (1)	NA	NA
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings	NA	NA
	(b) Commission		
	(c) Others, please specify.		
	Total (2)	NA	NA
	Total (B)=(1+2)		
	Total Managerial Remuneration	3,50,000	3,50,000
	Overall Ceiling as per the Act.	with in overall ceiling as mentioned in Section II of Part II of Schedule V of Act	

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO & MD	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	0	240000	240000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	
2	Stock Option	0	0	0	
3	Sweat Equity	0	0	0	
4	Commission	0	0	0	
	as % of profit				
	others, specify				
5	Others, please specify	0	0	0	
	Total			240000	240000



MUNOTH COMMUNICATION LIMITED

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

For and on behalf of the Board of Directors

Chennai
May 22, 2015

LALCHAND MUNOTH
CHAIRMAN



ANNEXURE 3

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development:

The government is supporting the domestic equipment manufacturing industry and growth of indigenous technology. In partnership with industry, it is building a conducive ecosystem to boost the equipment-manufacturing sector that can compete with the best in the world. With the above initiatives India is expected to be a manufacturing hub for IT and telecom equipments including mobile accessories.

With elevating popularity for smartphones and other mobile devices in the country, there is also increasing demand for mobile accessories. The size of the market for mobile accessories is about Rs 1,500 crore, according to industry estimates. With Government incentives to promote large scale manufacturing in India, this is the best time for mobile phone accessory companies to establish manufacturing units in India.

2. Segment Wise Performance:

The company is currently operating in a single segment i.e selling and distribution of mobile phones and accessories.

3. Future Plans and Outlook:

VG Munoth will fill a long felt requirement of a single brand having all mobile phone accessories in India. VG Munoth will cater to the needs of consumers for good quality Chargers- Socket, Car and Travel ; Power bank; Pen drive, Screen guard, cases etc. The whole range of products will be available in the current year of operations. The company will also focus on gifting segment to sell mobile phone accessories.

4. Business operations

The company has successfully produced socket charger and have started marketing the same. The Socket charger is available for retail customers on online stores like amazon and flipcart. For larger businesses such as hotels, hospitals and housing & commercial building the company is adopting a direct marketing approach. Other accessories like chargers and power bank would be introduced in the market in the third quarter.

The Company filed civil and criminal cases against Kingtech Electronics (India) Pvt Ltd for money recovery. Madras High Court on 23rd July 2013 allowed the application No.3060/2012 made by MCL against Kingtech Electronics (India) Pvt Ltd and order restrains Ganishee HSBC Bank Ltd from making payment to Kingtech Electronics (India) Pvt Ltd to be extent of suit claim amounting to Rs.51,38,776/.

The Company has also made a claim of Rs. 2,28,22,324/- towards damage.

5. Strength and Weakness

The demand for handset market is huge and the government support to domestic manufacturing industry will strengthen the industry. Mobile device adoption amongst youth population in the country and continual decline of prices of mobile phones, smart phones and tablets are the impetus to the growth of mobile accessory market in India. Online retailing also plays a big part. It offers the convenience of cash-on-delivery payment option and cheaper offers for various products as compared to physical stores.



The mobile handset industry is facing problems relating to high service cost, expensive infrastructure and government regulations. There is a huge disparity in the mobile accessory market with several players competing for market share owing to Chinese manufacturing infrastructure.

6. Opportunities and Threats:

Mobile accessories are also considered a style statement today and brands are focusing on making them trendy and attractive and there is no single brand available in India which manufactures all mobile phone accessories.

Low-cost manufacturing and parallel imports have led to the advent of a huge unorganised market, the size of which is estimated at about 60 per cent.

7. Outlook, Risks and Concern:

Rise in disposable income has revolutionized customers buying and spending trend, especially in the urban areas. Mobile device adoption amongst youth population in the country and their spending patterns provide strong stimulus for growth in adoption,

Smart phone and tablet adoption in rural areas is still low largely due to budgetary constraint and low adaptability to complicated devices. More of India's population resides in rural areas and majority of the wireless consumers there use only basic mobile phones, In such as situation, mobile accessory companies have to be largely dependent on the urban and suburban consumption.

8. Human Resources/Industrial Relations:

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

9. Internal Control System and Adequacy:

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

10. Cautionary statement:

Statements in the Management Discussion and Analysis regarding the Company's objectives, estimates and expectations are within the scope of applicable laws and regulations, Actual performance may differ from those either expressed or implied.



MUNOTH COMMUNICATION LIMITED

ANNEXURE 4

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

To,
The Members,
Munoth Communication Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MUNOTH COMMUNICATION LIMITED .(hereinafter called the company). 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 books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents 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 March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 March 31, 2015 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer



MUNOTH COMMUNICATION LIMITED

- Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE

I further report that, based on the information provided by the company, its officers and authorised representatives during the conduct of audit, and also on review of quarterly compliance reports submitted by the officers, in my opinion, adequate systems and processes and control mechanism exists in the Company to monitor and ensure compliance with other applicable laws such as labour laws, etc.

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 observations mentioned below:

The Company had a Company Secretary who was qualified during the financial year under review. The Company Secretary resigned on March 31, 2015.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

There are no changes in the composition the Board of Directors that took place during the period under review

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

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

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 compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not issued /carried out

- (i) Public/Right/Preferential 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 / reconstruction, etc.
- (v) Foreign technical collaborations

I further report that during the audit period, there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc, having a major bearing on the Company's affairs.

Place : Chennai
Date : 22/05/2015

Name of Company Secretary in practice :
V CHANDRAMOWLI
FCS No. 902
C P No.:144



MUNOTH COMMUNICATION LIMITED

Annexure 5

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.) NA

Sl. No.	Particulars	Details
1.	Name of the subsidiary	
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.



MUNOTH COMMUNICATION LIMITED

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures NA

Name of associates/Joint Ventures	MUNOTH FINANCIAL SERVICES LIMITED	CFORE TELECOM LIMITED
1. Latest audited Balance Sheet Date	31/03/2015	31/03/2014
2. Shares of Associate/Joint Ventures held by the company on the year end		
No.	15,56,200	3,77,400
Amount of Investment in Associates /Joint Venture	1,57,27,292	37,74,000
Extend of Holding%	30.30%	37.74%
3. Description of how there is significant influence	Controls more than 20% of the total share capital	Controls more than 20% of the total share capital
4. Reason why the associate/joint venture is not consolidated	As per exception provided under Rule 6 of the Companies (Accounts) Rules, 2014 (Notification G.S.R. 723(E) dated 14.10.2014).	As per exception provided under Rule 6 of the Companies (Accounts) Rules, 2014 (Notification G.S.R. 723(E) dated 14.10.2014).
5. Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 3,31,16,802/-	Rs. (18,84,357/-)
6. Profit/Loss for the year		
i. Considered in Consolidation	NA	NA
ii. Not Considered in Consolidation	(6.69) Lakhs	(31.47) Lakhs

1. Names of associates or joint ventures which are yet to commence operations. NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

As per our report of even date

For KUMBHAT & CO

Firm Registration Number : 001609S

Chartered Accountants

For and on behalf of the board of directors of
Munoth Communication Ltd

Ajit Kumbhat
Partner

Lalchand Munoth
[Chairman]

Jaswant Munoth
[Managing Director]

Bharat Munoth
[Director]

Membership Number : 19582

Place : Chennai

Date : 22/05/2015

S Anantha Padmanabhan
CFO



MUNOTH COMMUNICATION LIMITED

ANNEXURE 6

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis. NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

By order of the Board

Place : Chennai
Date : 22/05/2015

Mr. Lalchand Munoth
Chairman



MUNOTH COMMUNICATION LIMITED

ANNEXURE 7

DETAILS PERTAINING TO REMUNERATION 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

(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Mr. Lalchand Munoth NA Mr. Jaswant Munoth- NA Mr. Bharat Munoth NA Mr. Vikas Munoth NA Mr. M Jayantilal Jain NA Mr. Manish Mardia NA Ms Ranjani Padmanabhan NA *Mr C R Sasi - NA
(ii)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Mr. Lalchand Munoth: NA Mr. Jaswant Munoth: NA Mr. Bharat Munoth: NA Mr. Vikas Munoth: NA Mr. M Jayantilal Jain NA Mr. Manish Mardia NA Ms Ranjani Padmanabhan NA *Mr C R Sasi NA Mr. S AnanthaPadmanabhan(CFO) - No increase
(iii)	the percentage increase in the median remuneration of employees in the financial year	0.00%
(iv)	the number of permanent employees on the rolls of company	5
(v)	the explanation on the relationship between average increase in remuneration and company performance	There is no increase in remuneration except for increase paid to employees due to additional responsibilities/promotion
(vi)	comparison of the remuneration of the Key Managerial Personnel against the performance of the company	Remuneration of Key Managerial Personnel: 2.4 Lakhs. Net loss of the Company for the year Rs.58.70 Lakhs
(vii)	variations in the market capitalisation of the company price earnings ratio as at the closing date of the current financial year and previous financial year percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer	The market capitalisation as on 27/03/2015 (LTP) was Rs. 261.49 Lacs (last year as on 20/03/2014(LTP) was Rs. 504.66 Lacs) NA The Company had come out with the Initial Public Offer (IPO) in May 1995 at Rs. 10/- per share with a cash premium of Rs.20/- per share & rights issue in April 1995 of Rs. 10/- each at a premium of Rs. 5 - per share. As on 31/03/2015, the market price per share is Rs. 2.71/- per share



MUNOTH COMMUNICATION LIMITED

(viii)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	No increase in Managerial Remuneration.
(ix)	comparison of the each remuneration of the Key Managerial Personnel against the Performance of the company	Mr. Anantha Padmanabhan (CFO) - Rs. 2.4 Lakhs per annum. Net loss of the Company for the year Rs. 58.70 Lakhs
(x)	the key parameters for any variable component of remuneration availed by the directors	No variable component of remuneration availed by directors
(xi)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	NA
(xii)	affirmation that the remuneration is as per the remuneration policy of the company	It is affirmed that the remuneration is as per the remuneration policy of the Company.

*Remuneration of Rs. 3.5 Lakhs was paid to Mr. C R Sasi for providing consulting and advice for mobile accessories project

Details of the employees of the Company - Pursuant to section 197 (Rule 5) of the Companies act 2013

The Company does not have employee who is drawing more than Rs. 60 Lakhs per annum during the year.



REPORT ON CORPORATE GOVERNANCE 2014-2015

A MANDATORY REQUIREMENTS:

1. Company's Philosophy on code of corporate Governance

Munoth Communication Limited's commitment to good corporate governance practices is to ensure transparency in all dealings and in the functioning of the management and the Board. These policies seek to focus on enhancement of long term shareholder value without compromising on integrity, social obligations and regulatory compliances.

2. Board of Directors

2.1 Composition

The Board consisted of 8 members; of whom 4 are Executive and 4 are Independent Directors.

2.2 Board Procedures

Dates for the board meetings were decided well in advance. The board meetings are held at the registered office of the Company. During the year 2014-15, the board of directors met five times on the following dates May 20, 2014, July 30, 2014, October 30, 2014, January 19, 2015 and March 31, 2015 and the dates of the meetings were decided well in advance.

2.3 Availability of Information to the Board Members

The information regularly supplied to the Board includes:

- Quarterly results of the company
- Operations of the Company and its financial performance
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment of financial head and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important by or against the Company
- All Compliance reports and Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as delay in share transfer etc.
- Any material default in financial obligations to and by the company, or substantial nonpayment of dues to the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement.
- Donations and other significant matters.
- Significant labour matters and human resource issue.
- Sale of material nature, of investments, assets, which is not in normal course of business.



MUNOTH COMMUNICATION LIMITED

2.4 Outside directorships and committee positions:

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

Name of Director	Attendance		Directorships (Private Cos excluded)		Chairman / Member of Committees of Listed Companies
	Board Meeting	AGM	Listed Cos	Unlisted Public Companies	
Mr. Lalchand Munoth (Chairman)	5	yes	1	2	1
Mr. Jaswant Munoth (Managing Director)	5	yes	1	2	2
Mr. Bharat Munoth (Director)	5	yes	1	2	1
Mr. Manish Mardia	5	Yes	-	1	-
Mrs Ranjani Padmanabhan	5	Yes	-	2	-
Mr. M Jayantilal Jain	5	Yes	1	-	3
Mr. Vikas Munoth	5	Yes	1	1	-
Mr. C R Sasi	5	Yes	-	-	1

Notes:

Explanation:

- For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, are included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act are excluded.
- For the purpose of reckoning the limit under this sub-clause, Chairmanship/ membership of the Audit Committee, remuneration committee and the Shareholders' Grievance Committee alone are considered.

2.5 Non executive directors' compensation and disclosures

Remuneration of Rs. 3.5 Lakhs was paid to Mr. C R Sasi for providing consulting and advice for mobile accessories project. Other than this the Company does not have any pecuniary relationship/transactions with the Non-Executive Directors.

2.6 Code of Conduct :

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

2.7 Legal Compliance reporting :

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

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

Re appointment of Directors retiring by rotation Pursuant to Section 152 of the Companies Act, 2013, Mr. Bharat Munoth and Mr. Vikas Munoth retire by rotation and being eligible offers themselves for reappointment



MUNOTH COMMUNICATION LIMITED

1. Brief resume of Mr. Bharat Munoth and nature of his expertise in specific areas.

Mr. Bharat Munoth is retiring by rotation at this Annual General Meeting and being eligible offers himself of reappointment. Mr. Bharat Munoth, aged 44 years (DOB:02/03/1970) is a commerce graduate and he has extensive knowledge and experience in the field of finance and investments. He is the director of the company since 1992. . He is also the director of Munoth Financial Limited, Munoth Industries Limited, Munoth Bioscience Limited, South India chemicals and Leasing Private Limited, Maharana Finance and Investments Private Limited and Shankeswar Finance and Investments Private Limited.

As on March 31, 2015, his shareholding in the Company is 90950 shares and has no shares held by/for other persons on a beneficial basis.

Disclosure of relationships between directors inter-se: Mr. Lalchand Munoth is the father of Mr. Bharat Munoth and Mr. Jaswant Munoth & Mr. Vikas Munoth are brothers of Mr. Bharat Munoth.

2. Brief resume of Mr. Vikas Munoth and nature of his expertise in specific areas.

Mr. Vikas Munoth is retiring by rotation at this Annual General Meeting and being eligible offers himself of reappointment. Mr. Vikas Munoth aged 38 years (DOB:26/03/1977) is a graduate in Commerce and has Masters Degree in Business Administration. He is CFA with specialization in Finance and Marketing and has a extensive knowledge in the field of mobile phones and accessories for the last 15 years. He is also director of Munoth Financial Services Limited and Munoth Industries Limited.

As on March 31, 2015, his shareholding in the Company is 58173 shares and has no shares held by/for other persons on a beneficial basis.

Disclosure of relationships between directors inter-se: Mr. Lalchand Munoth is the father of Mr. Vikas Munoth and Mr. Jaswant Munoth & Mr. Bharat Munoth are brothers of Mr. Vikas Munoth

3. Brief resume of Ms. Lakshika Mehta and nature of her expertise in specific areas.

The board of Directors on their meeting held on May 22, 2015 has appointed Ms. Lakshika Mehta as additional Director in terms of Section 161 of the Companies act, 2013 in the category of Independent Director. She is proposed to be appointed as independent director for the period of 5 years with effect from 23/09/2015 to 22/09/2020 subject to the approval of shareholders.

Ms. Lakshika Mehta DIN NO:07183815, aged 26 years is a commerce graduate and a member of Institute of Chartered Accountants of India. She has worked as a part articleship with Ernst & Young She has also worked under Deloitte Haskins & Sons and has handled various assignments including Risk Advisory & Consulting Services as a field senior. She is working as Specialist - Local Statutory Reporting at Shell India Market Pvt Limited. She is also Director of Munoth Financial Services Limited.

She does not hold any shares in the company and there is no relationship between directors inter-se.

3. Audit committee

3.1. Composition

Our Audit committee comprises of the following Independent Directors:

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

3.2 Audit Committee attendance during the financial year

Five Audit Committee meetings were held on the following dates: May 20, 2014, July 30, 2014, October 30, 2014 and January 19, 2015 and March 31, 2015



MUNOTH COMMUNICATION LIMITED

Name of the Director	Status	No. of Meetings attended
Mr. Manish Mardia	Chairman	5
Mr. M Jayantilal Jain	Member	5
Ms Ranjani Padmanabhan	Member	5

3.3 Brief Term of reference :

The terms of reference of the Audit Committee are extensive and include all that is mandated in Clause 49 of the Listing Agreement and Companies Act, 2013. Apart from overseeing and monitoring the financial reporting system within the company and considering the un-audited and audited results for the relevant quarter and the year as the case may be, before being adopted by the Board, the audit committee focused its attention on topics such as:-

- Review of annual revenue and capital budgets
- Annual internal audit plan
- Legal compliance reporting system
- Disclosure of Related party transactions of a material nature and subsequent modifications, if any
- Presentation of consolidated financial statement if applicable
- Review of internal control and risk management with emphasis in reviewing
- internal audit function, analysis and discussion on internal audit reports
- Vigil mechanism and adequacy of internal control systems
- Risk management policies especially enterprise level risk management
- Review of Audit methodology and process, recommendation of appointment, remuneration and terms of appointment of statutory auditors, other services rendered by the statutory auditors
- Scrutiny of inter-corporate loans and advances
- Major accounting policies and practices
- Compliance with accounting standards.
- Review of management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors, internal audit reports.

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

4. Remuneration Committee:

4.1 Composition

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

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

The Remuneration Committee is formed to review or recommend the remuneration paid to Executive Directors. The committee is vested with all necessary powers and authority to determine and recommend the remuneration payable to Executive Directors. There was one meeting held during the financial year on March 31, 2015

Name of the Director	Status	No. of Meetings attended
Mr. Manish Mardia	Chairman	1
Mr. M Jayantilal Jain	Member	1
Ms Ranjani Padmanaban	Member	1



4.2 Remuneration Policy:

Non-Executive Independent Directors

Remuneration of Rs. 3.5 Lakhs was paid to Mr. C R Sasi for providing consulting and advice for mobile accessories project. Other than this the Company does not have any pecuniary relationship/transactions with the Non-Executive Directors.

Executive Directors

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

No remuneration is paid to the Executive Directors during this financial year.

5. Shareholders' relationship committee

Pursuant to Companies Act 2013, the Board of Directors had reconstituted Shareholders'/ Investor Grievance Committee with the new name Shareholders relationship committee . The committee specifically looks into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report etc. In addition, the committee also oversees the share transfers and transmission.

5.1 Constitution and Composition:

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

The committee consists of the following Directors:

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

5.2 Investors' Grievance Committee Attendance and Topics discussed

The committee met 5 times on the following dates: July 30, 2014, September 30, 2014, December 10, 2014 , March 10, 2015 and March 31, 2015 to review the status of investors' services rendered.

Name of the Director	No. of Meetings	Held Attended
Mr. M Jayantilal Jain	5	5
Mr. Lalchand Munoth	5	5
Mr. Jaswant Munoth	5	5

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

- * Complaints of investors routed by SEBI/Stock Exchanges
- * Transfer, transmission, dematerialisation and rematerialisation of shares
- * Investors' queries and complaints regarding transfer, annual reports, etc
- * New share certificates with the changed corporate identity.
- * Monitor implementation of the Company's code of conduct for prohibition of insider trading.
- * Monitor and redressal of investor/shareholder grievances.

6. Risk Management Committee:

Pursuant to Section 134 (3)(n) of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the Company has constituted Risk Management Committee:

The risk Management Committee comprises of Mr. Jaswant Munoth – Managing Director, Mr. Vikas Munoth – Director, Mr. Bharat Munoth – Director and Mr. C R Sasi - Independent Director.



MUNOTH COMMUNICATION LIMITED

The Management identifies and monitors the risk and takes proper action to minimize the risk. The Committee will meet as and when situation arises and it is an ongoing process within the Company.

The Risk Management Committee will go into various matters involving transactions of the Company in assessing various issues and recommend procedure and framework in terms of the Clause 49 of the Listing Agreement in relation to

- *position of collection of outstanding from vendors ,
- *borrowings from bankers by analyzing need and interest charged,
- *capital outlay/ expansion of the company's activities,
- * statutory obligations, compliance and legal issues, if any,
- * review of internal control etc.

The company has not identified any element of risk which may threaten the existence of the company.

6. General Body Meetings:

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

year	Location	Date	Time
2011-2012	Nahar Hall Desabandhu Plaza, I Floor 47, Whites Road, Royapettah, Chennai – 600 014.	31 st August 2012	9.45 A M
2012-2013	Nahar Hall Desabandhu Plaza, I Floor 47, Whites Road, Royapettah, Chennai - 600 014.	14 th August 2013	10.00 A M
2013-2014	Nahar Hall Desabandhu Plaza, I Floor 47, Whites Road, Royapettah, Chennai - 600 014.	19th September 2014	10.25 A M

There was no special resolution passed during the last financial year through postal ballot and there was one special resolution which was passed through postal ballot in the last three financial years.

8. Disclosures:

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

NIL

Related party transactions during the year have been disclosed as required under Accounting standard 18 issued by the Institute of Chartered Accountants of India. All related party transactions are negotiated on arm's length basis and are in the ordinary course of business which are intended to further the company's interest.

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

NIL



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- c. Vigil Mechanism /Whistle Blower Policy has been adopted by the Company and employees are free to raise issues, if any pertaining to Company's operations and report them to Audit Committee. The Company hereby affirms that no Director/ employee has been denied access to the chairman of the Audit Committee and that no complaints were received during the year. The Vigil Mechanism/ Whistle Blower policy has been disclosed on the Company's website www.munothcommunication.com and circulated to all the Directors/ employees.
- d. In the preparation of the financial statements, the company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied have been set out in the Notes of the Accounts..
- e. Business risk evaluation and managing such risks is an ongoing process within the organisation. The Board is regularly briefed of risk assessed and the measures adopted by the Company to mitigate the risks.
- f. The Company has complied with the mandatory requirements of revised Clause 49 of the Listing Agreement

9. Means of Communication:

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

10. General Shareholder information:

1	Annual General Meeting	Monday September 21, 2015 at 10.25 AM at Nahar Hall Desabandhu Plaza, I Floor47, Whites Road,Royapettah, Chennai - 600 014						
b)	Financial Calendar:	First Quarter Results: July Second Quarter Results: October Third Quarter Results: January Last Quarter Results and within 60 days of the end ofAnnual Results financial year						
c)	Dates of Book Closure	Sep 15, 2015 to Sep 21, 2015 (Both days inclusive)						
d)	Dividend Payment Date	Not applicable						
e)	Listing on Stock Exchanges and Stock Code	<table> <tr> <th>Name</th><th>Address</th><th>code</th></tr> <tr> <td>The Stock Exchange, Phiroze Jeejeebhoy Towers</td><td>Dalal Street, Mumbai – 400 023</td><td>511401</td></tr> </table>	Name	Address	code	The Stock Exchange, Phiroze Jeejeebhoy Towers	Dalal Street, Mumbai – 400 023	511401
Name	Address	code						
The Stock Exchange, Phiroze Jeejeebhoy Towers	Dalal Street, Mumbai – 400 023	511401						
f)	International Securities Identification Number (ISIN)	<p>Listing fees to BSE for the financial year 2015- 2016 has been paid.</p> <p>INE410E01015 (CDSL & NSDL)</p>						



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g) Market Price data: (Bombay stock Exchange Limited, Mumbai)

Month	High	Low Price
14-Apr	4.97	4.97
14-May	4.73	4.73
14-Jun	4.5	4.5
14-Aug	4.5	4.5
14-Oct	4.28	4.28
14-Nov	4.07	3.87
14-Dec	3.68	3.5
15-Jan	3.33	3.17
15-Feb	3.04	2.9
15-Mar	2.85	2.71

h) Registrar and Share Transfer Agents

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

i) Share Transfer System:

Trading in equity shares of the Company is permitted only in dematerialized form Share Transfers in physical form are registered and returned between 15 days from the date of receipt, if documents are in order in all respects by the Share Transfer Agents of the Company and the power to approve the transfer and transmission has been delegated by the board to the Share Transfer/ Investor Grievance Committee.

j) Dematerialisation of shares:

As on 31st March 2015 86.43 % of the total shares of the Company have been dematerialised

k) Outstanding GDR/Warrants and Convertible bonds, conversion date and likely impact on the equity.

There are no outstanding/warrants and convertible bonds as on March 31, 2015 and therefore there will be no consequential impact on equity

l) Plant Locations:

There is no plant set up for this Company

m) Address for Correspondence:

The Company Secretary,
Munoth Communication Limited,
Suite No. 48, Munoth Centre,343,
Triplicane High Road,Chennai – 600 005.

n) Details of use of public funds obtained in the last three years:

No funds have been raised from the public in the last three years

o) Distribution of Shareholding as on March 31, 2015

Shareholding of nominal value of	Shareholders		Shareholding	
Rs. [1]	Number [2]	% to Total Nos. [3]	In Rs. [4]	% to Total Amount [5]
10-5000	2222	82.5715	3414010	3.5380
5001-10000	178	6.6146	1409100	1.4602
10001-20000	123	4.5707	1914320	1.9838
20001-30000	59	2.1924	1533350	1.5890
30001-40000	14	0.5202	487740	0.5054
40001-50000	17	0.6317	811400	0.8408
50001-100000	29	1.0776	2036660	2.1106
100000 AND ABOVE	49	1.8208	84887420	87.9717
TOTAL	2691	100.000	96494000	100.00



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p) Statement Showing Shareholding Pattern as on March 31, 2015

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage (IX) = (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group²							
1	Indian							
(a)	Individuals/Hindu Undivided Family	8	612973	612873	6.35	6.35	NA	NA
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	NA	NA
(c)	Bodies Corporate	6	2229114	2229114	23.10	23.10	NA	NA
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	NA	NA
(e)	Any Others(Specify)	0	0	0	0.00	0.00	NA	NA
(e-i)	-----	0	0	0	0.00	0.00	NA	NA
(e-ii)	-----	0	0	0	0.00	0.00	NA	NA
	Sub Total(A)(1)	14	2842087	2841987	29.45	29.45	NA	NA
2	Foreign							
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0	0	0.00	0.00	NA	NA
b	Bodies Corporate	0	0	0	0.00	0.00	NA	NA
c	Institutions	0	0	0	0.00	0.00	NA	NA
d	Any Others(Specify)	0	0	0	0.00	0.00	NA	NA
d-i	-----	0	0	0	0.00	0.00	NA	NA
d-ii	-----	0	0	0	0.00	0.00	NA	NA
	Sub Total(A)(2)	0	0	0	0.00	0.00	NA	NA
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	14	2842087	2841987	29.45	29.45	NA	NA
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	0	0	0	0.00	0.00	NA	NA
(b)	Financial Institutions/ Banks	1	300000	300000	3.11	3.11	NA	NA
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	NA	NA
(d)	Venture Capital Funds	0	0	0	0.00	0.00	NA	NA
(e)	Insurance Companies	0	0	0	0.00	0.00	NA	NA
(f)	Foreign Institutional Investors	2	11625	0	0.12	0.12	NA	NA
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	NA	NA
(h)	Any Other (specify)	0	0	0	0.00	0.00	NA	NA
(h-i)	-----	0	0	0	0.00	0.00	NA	NA
(h-ii)	-----	0	0	0	0.00	0.00	NA	NA
	Sub-Total (B)(1)	3	311625	300000	3.23	3.23	NA	NA



MUNOTH COMMUNICATION LIMITED

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
B 2	Non-institutions							
(a)	Bodies Corporate	79	675426	258453	6.99	6.99	NA	NA
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2518	965811	413174	10.01	10.01	NA	NA
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	13	540052	417402	5.60	5.60	NA	NA
(c)	Any Other (specify)	0	0	0	0.00	0.00	NA	NA
(c-i)	Clearing Member	0	0	0	0.00	0.00	NA	NA
(c-ii)	Foreign nationals	3	3000000	3000000	31.09	31.09	NA	NA
(c-iii)	HUF	28	13656	13656	0.14	0.14	NA	NA
(c-iv)	NRI & OCBs	33	1300743	1095743	13.48	13.48	NA	NA
	Sub-Total (B)(2)	2674	6495688	5198428	67.32	67.32	NA	NA
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	2677	6807313	5498428	70.55	70.55	NA	NA
	TOTAL (A)+(B)	2691	9649400	8340415	100.00	100.00	NA	NA
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0	0.00	NA	NA
2	Public	0	0	0	0	0.00	NA	NA
	Sub-Total (C)	0	0	0	0	0	NA	NA
	GRAND TOTAL (A)+(B)+(C)	2691	9649400	8340415	100.00	100.00	NA	NA

B. NON MANDATORY REQUIREMENTS:

1. Chairman of the Board:

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

The company has the separate posts of Chairman and CEO/MD.

2. Reporting of Internal Auditor:

The Internal Auditor reports to the Audit Committee

3. Audit qualifications:

Company made effort to move towards a regime of unqualified financial statements.

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

May 22, 2015
Chennai

Lalchand Munoth
Chairman



MUNOTH COMMUNICATION LIMITED

Annexure – I

Auditor's Certificate on Corporate Governance

To the Members of
Munoth Communication Limited, Chennai.

We have examined the compliance of conditions of Corporate Governance by Munoth Communication Limited, for the year ended on 31st March 2014, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.

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 as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

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

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

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

For KUMBHAT & Co.,
Chartered Accountants
FRN.:001609S

Place : Chennai
Date : 22/05/2015

(AJIT KUMBHAT)
Partner
M.No 19582



MUNOTH COMMUNICATION LIMITED

Annexure – II

CEO AND CFO CERTIFICATION

(Pursuant to Clause 49 of the Listing Agreement)

The Board of Directors,
Munoth Communication Limited,
343, Triplicane High Road,
Triplicane,
Chennai - 600 005.

Certificate by Chief Executive Officer and Chief Financial Officer

We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2015 and that to the best of our knowledge and belief, we hereby certify that

1. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading.
2. These statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
3. That, there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we were aware and the steps that we have taken or propose to take to rectify the identified deficiencies and
5. We have informed the auditors and the audit committee that
 - There were no significant changes in internal control during the year
 - There were no significant changes in accounting policies during the year
 - There has been no instances of fraud.
6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the financial year.

Date: 22/05/2015
Place: Chennai

S AnanthaPadmanabhan
CFO

Jaswant Munoth
Managing Director & CEO



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MUNOTH COMMUNICATION LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of *Munoth Communication Limited*, ("the company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow statement 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 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. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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.

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 disclosures in the financial statements. The procedures selected depend on the auditor's 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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:



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- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the loss of the company for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

EMPHASIS OF MATTER

Without qualifying our opinion on the financial statements of the company we would like to draw attention towards Note no.27 to the financial statements regarding non appointment of full time Company Secretary.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:

1. As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report, to the extent applicable, 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 have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - 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 written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's 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. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

For **KUMBHAT & CO.**
Chartered Accountants
FRN:0010609S

Ajit Kumbhat
Partner
M.No.:019582

Place: Chennai
Date: 22-05-2015



Annexure 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)

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) During the year fixed assets has been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.
- (ii) (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- (iii) According to the information and explanations given to us and on the basis of our examination, the Company has not granted during the year any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 and accordingly, paragraphs 3 (iii) (a) and (b) of the Order are not applicable.
- (iv) According to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- (v) According to the information and explanations given to us and on the basis of our examination, the company has not accepted any deposits from the public. As informed to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunals. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for any of the products and services rendered of the company. Accordingly, paragraph 3(vi) of the Order is not applicable.
- (vii) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty, Cess and Other Statutory dues.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were outstanding as at 31st March 2015 for a period of more than six months from the date they become payable except for Service Tax payable on reverse charge amounting to Rs.52,943/- and Lease tax payable of Rs.93,853/.
- (c) No amount was required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under. Accordingly the paragraph 3(vii)(c) of the order is not applicable.



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- (viii) The company has incurred cash losses during the current financial year and it has incurred cash losses in the immediately preceding financial year. The accumulated losses of the company are not more than 50% of its net worth.
- (ix) Based on the audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to any financial institutions or bank.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) During the course of our examination of the books and records of the company carried in accordance with the generally accepted auditing practices in India, and according to information and explanation given to us we have neither come across any instance of fraud on or by the company noticed or reported during the year, nor we have been informed of such case by the management.

For **KUMBHAT & CO.**
Chartered Accountants
FRN:0010609S

Ajit Kumbhat
Partner
M.No.:019582

Place: Chennai
Date: 22-05-2015



MUNOTH COMMUNICATION LIMITED

BALANCE SHEET AS ON 31 MARCH 2015

Equity and Liabilities	Notes	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Shareholders' Fund			
Share capital	2	99,513,427.00	99,513,427.00
Reserves and surplus	3	15,255,426.70	21,125,830.56
		114,768,853.70	120,639,257.56
Non Current Liabilities			
Long-term borrowings	4	582,393.63	763,937.51
Other long-term liabilities	5	-	109,604.54
		582,393.63	873,542.05
Current Liabilities			
Short-term provisions	6	1,596,796.84	1,536,796.84
Trade payables	7C	67,428.00	54,000.00
Other current liabilities	7	3,520,763.82	748,293.87
		5,184,988.66	2,339,090.71
Total		120,536,235.99	123,851,890.32
Assets			
Non-Current Assets			
Fixed assets			
Tangible assets	8A	33,188,221.83	37,821,279.58
Intangible assets	8B	3,006,497.95	-
Expenses Under Construction- to be capitalised	8C	-	2,517,258.93
Non-current Investments	9	48,064,051.93	49,351,446.70
Long-term loans and advances	10	11,675,500.00	16,049,500.00
Other non-current assets	11	9,152,165.86	9,142,972.86
		105,086,437.57	114,882,458.07
Current Assets			
Inventories	12	10,645,626.81	3,421,976.81
Trade receivables	13	4,187,007.90	4,537,833.28
Cash and bank balances	14	501,505.81	1,009,622.16
Short-term loans and advances	10	115,657.90	-
Other current assets	11	-	-
		15,449,798.42	8,969,432.25
Total		120,536,235.99	123,851,890.32

Summary of Significant accounting policies 1

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For KUMBHAT & CO

Firm Registration Number : 001609S

Chartered Accountants

For and on behalf of the board of directors of
Munoth Communication Ltd

Ajit Kumbhat
Partner
Membership Number : 19582
Place : Chennai
Date : 22/05/2015

Lalchand Munoth
[Chairman]

Jaswant Munoth
[Managing Director]

Bharat Munoth
[Director]

S Anantha Padmanabhan
CFO



MUNOTH COMMUNICATION LIMITED

Statement of Profit and Loss for the year ended 31 March 2015

Continuing Operations	Notes	Year ended 31st March 2015 Rs.	Year ended 31st March 2014 Rs.
Revenue from operations	15	37,535.34	67,363.00
Other income	16	1,786,461.04	-3,710,666.80
Total revenue (I)		1,823,996.37	-3,643,303.81
Expenses			
Purchase of Stock-in-trade		7,528,698.50	-
Increase/decrease in inventories of Traded goods		-	-
Increase/decrease in inventories of finished goods	17	-7,223,650.00	173,073.19
Employee benefit expenses	18	887,922.00	458,003.58
Other expenses	19	3,645,722.33	2,358,037.66
Total (II)		4,838,692.83	2,989,114.43
Earnings before interest, tax, depreciation and amortisation (EBITDA) (I)-(II)		-3,014,696.46	-6,632,418.24
Depreciation and amortisation expenses	20	2,402,919.24	3,136,500.00
Less : Recoupment from revaluation reserves		-	-206,160.00
Finance Cost	21	452,788.16	93,618.00
Profit/(Loss) before Tax		-5,870,403.86	-9,656,376.24
Deferred tax asset written off		-	3,955,511.00
Tax expenses			
Current Tax		-	-
Deferred Tax	10	-	-
Total tax expenses		-	-
Profit/(loss) for the year from continuing operations(A)		-5,870,403.86	-13,611,887.24
Discontinuing Operations			
Profit/(loss) before tax from discontinuing operations		-	-
Tax expenses of discontinuing operations		-	-
Profit/(loss) after tax from discontinuing operations(B)		-	-
Profit/(Loss) for the year (A+B)		-5,870,403.86	-13,611,887.24
Earnings per equity share [nominal value of share Rs.10]		22	
Basic		Face value Rs.	
Computation on the basis of profit from continuing operations	10.00	-0.61	-1.41
Computation on the basis of total profit for the year	10.00	-0.61	-1.41
Diluted			
Computation on the basis of profit from continuing operations	10.00	-0.61	-1.41
Computation on the basis of total profit for the year	10.00	0.61	-1.41
Summary of Significant accounting policies	1		

The accompanying notes form an integral part of the financial statements.

Summary of Significant accounting policies

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For KUMBHAT & CO

Firm Registration Number : 001609S
Chartered Accountants

For and on behalf of the board of directors of
Munoth Communication Ltd

Ajit Kumbhat
Partner
Membership Number : 19582
Place : Chennai
Date : 22/05/2015

Lalchand Munoth
[Chairman]

Jaswant Munoth
[Managing Director]

Bharat Munoth
[Director]

S Anantha Padmanabhan
CFO



MUNOTH COMMUNICATION LIMITED

Cash Flow Statement for the year ended 31 March 2015

	Year ended 31 March 2015 Rs.	Year ended 31 March 2014 Rs.
Cash flow from operating activities		
Profit before tax	(5,870,403.86)	(9,656,392.49)
Non-cash adjustment to reconcile profit before tax to net cash flows :		
Depreciation/amortisation	2,402,919.24	2,930,346.26
Provision for gratuity	60,000.00	70,000.00
Provision for Bad Debts	-	94,225.00
Advance written off	620,575.00	1,460,000.00
Preliminary Expenses w/o	-	696,000.00
Loss/(Profit) on sale of fixed asset	(785,070.67)	-
Interest expense	366,408.16	87,712.00
Dividend Income	(16,148.50)	(66,989.20)
Interest Income	-	-
	(3,221,720.63)	(4,385,098.43)
Operating profit before working capital changes		
Movements in working capital :		
Increase/(decrease) in Trade payables	13,428.00	(1,290,871.49)
Increase/(decrease) in Long-Term Provisions	-	-
Increase/(decrease) in Short-Term Provisions	-	53,000.00
Other Long Term Liability	(109,604.54)	-
Increase/(decrease) in Other current liabilities	2,772,469.95	(94,295.75)
Decrease/(Increase) in Trade receivables	230,250.38	2,979,614.72
Decrease/(Increase) in Inventories	(7,223,650.00)	173,086.19
Decrease/(Increase) in Long-Term loans and advances	3,874,000.00	(1,090,000.00)
Decrease/(Increase) in Short- Term loans and advances	(115,657.90)	-
Decrease/(Increase) in Other current assets	-	1,535,000.00
Decrease/(Increase) in Other Non- current assets	(9,193.00)	(2,099,171.00)
Cash generated from/(used in) operations	(3,789,677.74)	(4,218,735.76)
Direct taxes paid (Net of refunds)	-	-
Net cash flow from/(used in) operating activities (A)	(3,789,677.74)	(4,218,735.76)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets,including intangible assets, CWIP and capital advances	(1,174,029.84)	(2,517,258.93)
Proceeds from sale of fixed assets	3,700,000.00	-
Redemption from Sale/Maturity of Current Investments	1,287,394.77	7,638,516.86
Dividend Received	16,148.50	66,989.20
Interest Received	-	-
Net cash flow from/(used in) Investing Activity (B)	3,829,513.43	5,488,247.13



MUNOTH COMMUNICATION LIMITED

CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from long term borrowings	87,838.67	-
Repayment of long term borrowings	(269,382.55)	(240,762.49)
Proceeds from short term borrowings		
Repayment of short term borrowings		
Interest paid	(366,408.16)	(87,712.00)
Net cash flow from/(used in) Financing Activity ('C)	(547,952.04)	(328,474.49)
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(508,116.35)	941,036.88
Cash and cash equivalents at the beginning of the year	1,009,622.16	68,585.28
Cash and cash equivalents at the end of the year	501,505.81	1,009,622.16

COMPONENTS OF CASH AND CASH EQUIVALENTS

Cash on hand	159,507.35	265,542.54
Cheques/drafts on hand	100,000.00	-
With banks-on current account		
- Current Account	241,998.46	744,079.62
- on deposit account (margin money)	-	-
- Overdrafts	-	-
Total cash and cash equivalents	501,505.81	1,009,622.16

As per our report of even date

For KUMBHAT & CO

Firm Registration Number : 001609S

Chartered Accountants

For and on behalf of the board of directors of
Munoth Communication Ltd

Ajit Kumbhat
Partner

Membership Number : 19582

Place : Chennai

Date : 22/05/2015

Lalchand Munoth
[Chairman]

Jaswant Munoth
[Managing Director]

Bharat Munoth
[Director]

S Anantha Padmanabhan
CFO



MUNOTH COMMUNICATION LIMITED

Notes to financial statement for the year ended 31 March 2015

2 Share capital	31 March 2015 Rs.	31 March 2014 Rs.
Authorised Share		
12000000 number of Equity shares of Rs.10 each	120,000,000.00	120,000,000.00
Issued, Subscribed and Fully Paid up Share Capital:	96,494,000.00	96,494,000.00
9649400 number of Equity shares of Rs.10 each	96,494,000.00	96,494,000.00

a. Reconciliation of share outstanding at the beginning and at the end of the reporting period Equity shares

	31 March 2015		31 March 2014	
	No of shares	Rs.	No of shares	Rs.
At the beginning of the period	9,649,400.00	96,494,000.00	9,649,400.00	96,494,000.00
Outstanding at the end of the period	9,649,400.00	96,494,000.00	9,649,400.00	96,494,000.00

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

Name of the shareholder	31 March 2015		31 March 2014	
	No of shares	% of holding	No of shares	% of holding
South India Chemicals & Leasing Pvt Ltd	1,212,500.00	13%	1,212,500.00	13%
Chip K Lim	1,000,000.00	10%	1,000,000.00	10%
Feng Pat Se	1,000,000.00	10%	1,000,000.00	10%
Lee Foo San	1,000,000.00	10%	1,000,000.00	10%
Victor Raj	1,000,000.00	10%	1,000,000.00	10%
Munoth Financial Services Ltd	689,000.00	7%	689,000.00	7%

c No of shares Forfeited :	350,600.00	350,600.00
Amount originally paid up(Rs.)	3,019,427.00	3,019,427.00

3 Reserves and surplus	31 March 2015 Rs.	31 March 2014 Rs.
Securities premium account		
Balance as per last financial statement	56,104,079.00	56,104,079.00
Revaluation reserve		
Balance as per last financial statement	28,475,944.33	28,682,104.33
Add: Additions during the year	-	-
Less: Transferred from Profit and Loss Account	-	-206,160.00
Closing balance	84,580,023.33	84,580,023.33
General Reserve		-
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statement	-63,454,192.78	-49,842,305.54
Profit for the year	-5,870,403.86	-13,611,887.24
Net surplus in the statement of profit and loss	-69,324,596.64	-63,454,192.78
Total reserve and surplus	15,255,426.70	21,125,830.56



MUNOTH COMMUNICATION LIMITED

4 Long- term borrowings	Non- current portion		Current maturities	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Rs.	Rs.	Rs.	Rs.
Term loans				
From financial institutions (secured)				
Indian Bank Term Loan	87,838.67	-	43,919.33	-
(Secured against Primary Security - Hypothecation of stocks purchased /imported & book Debts of less than 90 days, and Collateral security - EM of property in the name of "Munoth Communication Ltd. at "Munoth Centre" Suite no. 48,343, Triplicane High Road, Chennai-600005 , repayable in 10 equal quarterly installments)				
BMW Financial Services Ltd	494,554.96	763,937.51	271,887.05	251,301.34
(Secured Against Company's Car, repayable over 84 months starting from Oct 2010)				
Other loans and advance	582,393.63	763,937.51	315,806.38	251,301.34
5 Other Long Term liabilities		31 March 2015		31 March 2014
		Rs.		Rs.
a Rental Deposits		-		109,604.54
		-		109,604.54
6 Provisions		Long-term		Short-term
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Rs.	Rs.	Rs.	Rs.
Provision for post employment benefits	-	-	1,450,000.00	1,390,000.00
Provision for lease tax payable	-	-	93,853.84	93,853.84
Provisions for doubtful debts	-	-	-	-
Provision for Service tax (Reverse Charge)	-	-	52,943.00	52,943.00
	-	-	1,596,796.84	1,536,796.84
7 Other Current Liabilities		31 March 2015		31 March 2014
		Rs.		Rs.
a Current maturities of long term borrowings (refer note 3)		315,806.38		251,301.34
b Indian Bank Overdraft		2,841,560.12		-
d Other payables				
Statutory dues		111,369.66		95,027.63
Outstanding Expenses		252,027.66		101,964.90
Advance for sale of property		-		300,000.00
		3,520,763.82		748,293.87
7C Trade Payables		Figures as at the end of current reporting period		Figures as at the end of previous reporting period
Sundry Creditors - Others		13428.00		-
Rent Payable		54000.00		54000.00
		67428.00		54000.00

8A FIXED ASSETS
(Rs.)

	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As on 1.04.2014	Addition		Deletion	Total	As on 1.04.2014	For the Year	Withdrawal	As on 31.03.2015	As on 31.03.2015	As on 31.03.2014
		Before Sep	After Sep								
Land*	26,699,500.00	-	-	-	26,699,500.00	-	-	-	-	26,699,500.00	26,699,500.00
Building*	10,560,130.00	-	-	3,888,400.00	6,671,730.00	2,217,581.63	1,172,601.42	973,470.67	2,416,712.38	4,255,017.62	8,342,548.37
Plant & Equipment	1,857,900.00	-	507,938.00	-	2,365,838.00	1,405,180.00	112,243.00	-	1,517,423.00	848,415.00	452,720.00
Furniture & Fittings	4,715,670.00	-	-	-	4,715,670.00	3,744,830.00	478,463.00	-	4,223,293.00	492,377.00	970,840.00
Vehicles	4,731,010.00	-	-	-	4,731,010.00	3,496,915.99	462,759.00	-	3,959,674.99	771,335.01	1,234,094.01
Computers & Softwares	2,595,610.00	-	-	-	2,595,610.00	2,474,032.80	-	-	2,474,032.80	121,577.20	121,577.20
	51,159,820.00	-	507,938.00	3,888,400.00	47,779,358.00	13,338,540.42	2,226,066.42	973,470.67	14,591,136.17	33,188,221.83	37,821,279.58

Revaluation of the part of the Block of the Assets being Land and two of the Buildings has been taken up by the Company in the financial year 2012-13

8B Fixed Asset
(Rs.)

	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As on 1.04.2013	Addition		Deletion	Total	As on 1.4.2013	For the Year	Withdrawal	As on 31.03.2014	As on 31.03.2014	As on 31.03.2013
		Before Sep	After Sep								
Built in Universal Charger Project	-	3,183,350.77	-	-	3,183,350.77	-	176,852.82	-	176,852.82	3,006,497.95	-
	-	3,183,350.77	-	-	3,183,350.77	-	176,852.82	-	176,852.82	3,006,497.95	-

8C

Schedule For Expenditure under construction	31 March 2015 Rs.	31 March 2014 Rs.
Mobile Accessories Project		
Expenses Pending Capitalisation (Opening Balance)	2,517,258.93	-
Add: Expenditure For the Period		
Fixed Assets		
-Design & Development expenses	-	428,341.00
Work Under Process		
-Employee Cost	350,000.00	873,650.25
-Administrative cost	-	296,170.98
Expenditure Under Construction		
-Employee Cost	195,000.00	137,500.00
-Administrative cost	-	485,140.00
-Travelling Expenses	121,091.84	243,513.75
-Others	-	52,942.95
Less: Capitalised as Intangible Asset	3,183,350.77	-
Total	-	2,517,258.93



MUNOTH COMMUNICATION LIMITED



8 Non Current Investments

31 March 2015
Rs.

31 March 2014
Rs.

Names of the Body Corporate In Equity shares of Indian Companies			2014-15				2013-14	
	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions
A) company under the same management								
i) Quoted								
Munoth Financial Services Ltd	1,556,200.00	15,727,292.00	-	15,727,292.00	1,806,200.00	18,227,292.00		18,227,292.00
ii) Unquoted								
Munoth Neg Wind Farm (P) Ltd	59,000.00	462,540.00	-	462,540.00	96,300.00	737,068.00		737,068.00
Munoth Industries Ltd	380,800.00	3,125,000.00	-	3,125,000.00	380,800.00	3,125,000.00		3,125,000.00
India Mobile Network Pvt Ltd	75,000.00	750,000.00		750,000.00	75,000.00	750,000.00		750,000.00
CFORE Telecom Ltd	377,400.00	3,774,000.00		3,774,000.00	-	-		-
B) Others								
i) Quoted								
a) E-Matals Limited (Formerly known as Daudayal Finvest limited)	28,000.00	-	-	-	28,000.00	-	-	-
Tatia Stock & Options Ltd Now merged with Tatia Global Ventures Ltd	620,000.00	5,396,800.00		5,396,800.00	620,000.00	5,396,800.00	-	5,396,800.00
b) Others*	3,011,658.00	13,057,419.93	4,000.00	13,053,419.93	3,015,958.00	15,344,286.70	4,000.00	15,340,286.70
ii) Unquoted								
Perfect stones ltd.	230,000.00	2,300,000.00		2,300,000.00	230,000.00	2,300,000.00		2,300,000.00
Sofcom system limited	347,500.00	3,475,000.00		3,475,000.00	347,500.00	3,475,000.00	-	3,475,000.00
	6,685,558.00	48,068,051.93	4,000.00	48,064,051.93	6,599,758.00	49,355,446.70	4,000.00	49,351,446.70



8.1 Investment -quoted -others*

**31 March 2015
Rs.**

**31 March 2014
Rs.**

Name of the Body Corporate	2014-15				2013-14			
	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions
Colgate Palmolive	100.00	25,000.00	-	25,000.00	100.00	25,000.00		25,000.00
DLF Limited	2,000.00	-	-	-	2,000.00	-		-
Elforge Ltd	700.00	7,000.00	-	7,000.00	700.00	7,000.00		7,000.00
Epsom Properties Ltd	12,820.00	-	-	-	12,820.00	-		-
Jaiprakash industries Ltd	125.00	19,000.00	-	19,000.00	125.00	19,000.00	-	19,000.00
Kirloskar brothers Ltd	20.00	6,000.00	-	6,000.00	20.00	6,000.00		6,000.00
Life line inject Ltd	400.00	4,000.00	4,000.00	-	400.00	4,000.00	4,000.00	-
Phoneix international Ltd	500.00	5,000.00	-	5,000.00	500.00	5,000.00		5,000.00
Rajnarayan Financial Services Ltd	135,300.00	2,520,000.00	-	2,520,000.00	135,300.00	2,520,000.00	-	2,520,000.00
Rane brake linings Ltd	100.00	18,000.00	-	18,000.00	100.00	18,000.00		18,000.00
Reliance Capital Limited	500.00	288,939.94	-	288,939.94	1,250.00	721,726.94		721,726.94
Reliance Communication Limited	1,500.00	320,749.43	-	320,749.43	1,500.00	320,749.43		320,749.43
Reliance Infrastructure Limited	500.00	336,760.77	-	336,760.77	1,250.00	842,188.77		842,188.77
Reliance Industries Limited	-	-	-	-	1,000.00	1,348,651.77		1,348,651.77
Reliance Power Limited	2,250.00	1,654,166.24	-	1,654,166.24	2,250.00	1,654,166.24		1,654,166.24
Larsen & Toubro Ltd	100.00	-	-	-	100.00	-		-
Talavadi Rocks & Minerals Ltd	4,000.00	40,000.00	-	40,000.00	4,000.00	40,000.00	-	40,000.00
	160,915.00	5,244,616.37	4,000.00	5,240,616.37	163,415.00	7,531,483.14	4,000.00	7,527,483.14

8.1 Investment -quoted -others (Continued)

31 March 2015
Rs.31 March 2014
Rs.

Name of the Body Corporate	2014-15				2013-14			
	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions
					163,415.00	7,531,483.14	4,000.00	7,527,483.14
Ambuja Foods limited	100.00	0.00	-	0.00	100.00	0.00		0.00
Amethi Textiles Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Appollo Tubes Ltd	70,000.00	0.00	-	0.00	70,000.00	0.00		0.00
Arihant Costlyn Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Asian Tractors Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Avon Industries Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Beneras State Bank Ltd	97,800.00	4,890,000.00	-	4,890,000.00	97,800.00	4,890,000.00	-	4,890,000.00
Beneras State Bank Ltd	50,000.00	500,000.00	-	500,000.00	50,000.00	500,000.00	-	500,000.00
Bharat Textiles & Proofing India Ltd	6,200.00	0.00	-	0.00	6,200.00	0.00		0.00
Bhiwani Denim Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Blue Blend Petro	250.00	0.00	-	0.00	250.00	0.00		0.00
BTW Industries Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Cethar Industries Ltd	30,000.00	0.00	-	0.00	30,000.00	0.00		0.00
Computer Power India Limited	493,500.00	0.00	-	0.00	493,500.00	0.00		0.00
Coramandel Granites Ltd	29,200.00	0.00	-	0.00	29,200.00	0.00		0.00
Decan Granites Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Delight Handicrafts palace Ltd	3,200.00	0.00	-	0.00	3,200.00	0.00		0.00
Deve Sugars Ltd	6,200.00	0.00	-	0.00	6,200.00	0.00		0.00
Flawless Diamonds Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Gujarat Ambuja Cotspyn	100.00	0.00	-	0.00	100.00	0.00		0.00
Gujarat Ambuja Proteins	10.00	0.00	-	0.00	10.00	0.00		0.00
Gujarat Tele Cables	50.00	0.00	-	0.00	50.00	0.00		0.00
Hytasun Magnetics Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
India Castor Ltd	3,300.00	0.00	-	0.00	3,300.00	0.00		0.00
Indo French Bio Ent Ltd	500.00	0.00	-	0.00	500.00	0.00		0.00
Indo Gremar prod Ltd	17,600.00	0.00	-	0.00	17,600.00	0.00		0.00
Indo Maxwell Ltd	100.00	0.00	-	0.00	100.00	0.00		0.00
Jain Granites and Pro India Ltd	37,300.00	0.00	-	0.00	37,300.00	0.00		0.00
Jamshedpur Metal TR Ltd	-	0.00	-	0.00	1,800.00	0.00		0.00
Jaswal Granites Ltd	200.00	0.00	-	0.00	200.00	0.00		0.00
Kesharaya Granites Ltd	5,300.00	0.00	-	0.00	5,300.00	0.00		0.00
Kothari Securities Ltd	200,000.00	0.00	-	0.00	200,000.00	0.00		0.00
Laser Diamonds Ltd	9,500.00	9,500.00	-	9,500.00	9,500.00	9,500.00	-	9,500.00

MUNOTH COMMUNICATION LIMITED

8.1 Investment -quoted -others (Contd..)

31 March 2015
Rs.31 March 2014
Rs.

Name of the Body Corporate	2014-15				2013-14			
	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions	Quantity	Cost Rs.	Aggregate Value of Provisions	Net Value after Provisions
Leena Textiles Ltd	3,500.00	0.00	-	0.00	3,500.00	0.00	-	0.00
Mangul Knits Ltd	10,600.00	0.00	-	0.00	10,600.00	0.00	-	0.00
Neo Intex Mills Ltd	1,400.00	0.00	-	0.00	1,400.00	0.00	-	0.00
Mpec Textiles Ltd	700.00	0.00	-	0.00	700.00	0.00	-	0.00
Nutech Financial Services Ltd	90,000.00	0.00	-	0.00	90,000.00	0.00	-	0.00
Orient Organics Limited	1,700.00	0.00	-	0.00	1,700.00	0.00	-	0.00
Orient Exports Limited	3,300.00	10,461.00	-	10,461.00	3,300.00	10,461.00	-	10,461.00
Pentafour Products Ltd	23,500.00	0.00	-	0.00	23,500.00	0.00	-	0.00
Prveen Properties Limited (Partly Paid)	178,500.00	0.00	-	0.00	178,500.00	0.00	-	0.00
Prudential Mouli Sugars Ltd	200.00	0.00	-	0.00	200.00	0.00	-	0.00
Ramkish Tyres Ltd	100.00	0.00	-	0.00	100.00	0.00	-	0.00
Rave Globals Ltd	495,000.00	0.00	-	0.00	495,000.00	0.00	-	0.00
Si Properties Ltd	1,500.00	0.00	-	0.00	1,500.00	0.00	-	0.00
Sri Vani Sugars & Chem Ltd	1,100.00	0.00	-	0.00	1,100.00	0.00	-	0.00
Stan Packs	5,000.00	0.00	-	0.00	5,000.00	0.00	-	0.00
Talawadi Rocks & Miner Pro Ltd	10,000.00	0.00	-	0.00	10,000.00	0.00	-	0.00
U B Petro Prod Ltd	100.00	0.00	-	0.00	100.00	0.00	-	0.00
U T I Master Gain 92	433.00	650.00	-	650.00	433.00	650.00	-	650.00
Usha India Ltd (Usharectifier)	100.00	0.00	-	0.00	100.00	0.00	-	0.00
Vinsari Fruitech Ltd	48,800.00	0.00	-	0.00	48,800.00	0.00	-	0.00
White House Cotton Indl Ltd	4,000.00	0.00	-	0.00	4,000.00	0.00	-	0.00
Ceat Financial Services Ltd	11,050.00	0.00	-	0.00	11,050.00	0.00	-	0.00
Chandra Prabhu Housing Ltd	71,500.00	0.00	-	0.00	71,500.00	0.00	-	0.00
Excel Finance Ltd	13,500.00	0.00	-	0.00	13,500.00	0.00	-	0.00
Innovation Securities Ltd	5,500.00	0.00	-	0.00	5,500.00	0.00	-	0.00
Mercantile Credit Corp Ltd	50.00	0.00	-	0.00	50.00	0.00	-	0.00
Olympia Capitals & Management Ltd	4,300.00	0.00	-	0.00	4,300.00	0.00	-	0.00
Sanmac Motor Finance	2,900.00	0.00	-	0.00	2,900.00	0.00	-	0.00
Shasun Finance Ltd	1,000.00	0.00	-	0.00	1,000.00	0.00	-	0.00
Vertex Securities Ltd	800,000.00	2,400,000.00	-	2,400,000.00	800,000.00	2,400,000.00	-	2,400,000.00
Deepak Fertilisers & Chem Ltd	50.00	692.50	-	692.50	50.00	692.50	-	692.50
Tata Elxsi Ltd	50.00	1,500.00	-	1,500.00	50.00	1,500.00	-	1,500.00
	2,850,743.00	7,812,803.56	-	7,812,803.56	3,015,958.00	15,344,286.70	4,000.00	15,340,286.70

MUNOTH COMMUNICATIONS LIMITED



MUNOTH COMMUNICATION LIMITED

10 Loans and advances	Non- current		Current	
	31 March 2015 Rs.	31 March 2014 Rs.	31 March 2015 Rs.	31 March 2014 Rs.
Advances recoverable in cash or kind - unsecured considered good	11,675,500.00	16,049,500.00	115,657.90	-
Total	11,675,500.00	16,049,500.00	115,657.90	-
11 Other assets	Non-current		Current	
	31 March 2015 Rs.	31 March 2014 Rs.	31 March 2015 Rs.	31 March 2014 Rs.
Others				
Balance with Govertment authorities	6,843,204.01	6,834,011.01	-	-
Others	2,308,961.85	2,308,961.85	-	-
Total	9,152,165.86	9,142,972.86	-	-
**Preliminary expenses	2014-15	2013-14		
Balance as per last balance sheet	-	696,000.00		
Less: Written off during the year	-	696,000.00		
Balance carried forward	-	-		
Rest(Years)	-	-		
12 Inventories (valued at lower of cost and net realizable value)			31 March 2015 Rs.	31 March 2014 Rs.
Traded goods (including stock-in-transit Rs Nil (refer note 16)				
Mobile phones			3,421,976.81	3,421,976.81
Built in Charger			7,223,650.00	-
			10,645,626.81	3,421,976.81
13 Trade receivables	Non-current		Current	
	31 March 2015 Rs.	31 March 2014 Rs.	31 March 2015 Rs.	31 March 2014 Rs.
Unsecured, considered good				
Outstanding for a period exceeding six months from the date they are due for payment	-	-	4,281,232.90	4,632,058.28
Others				
Provision for doubtful receivables	-	-	94,225.00	94,225.00
(A)			4,187,007.90	4,537,833.28
Other Receivables (Secured/unsecured/ doubtful- provision) (B)				
Total (A+B)			4,187,007.90	4,537,833.28



MUNOTH COMMUNICATION LIMITED

14	Cash and bank balances	Non-current		Current	
		31 March 2015 Rs.	31 March 2014 Rs.	31 March 2015 Rs.	31 March 2014 Rs.
	Cash and cash equivalents				
	Balances with banks:				
	On current accounts	-	-	241,998.46	444,079.62
	Deposits with original maturity of less than three months				
	On unpaid dividend account				
	Cheques on Hand	-	-	100,000.00	
	Cash on hand	-	-	159,507.35	265,542.54
	A)	-	-	501,505.81	709,622.16
	Other bank balances				
	Deposits with original maturity for more than 12 months	-	-	-	
	Deposits with original maturity for more than 3 months but less than 12 months	-	-	-	300,000.00
	Margin money deposit				
	B)	-	-	-	300,000.00
	Total (A+B)	-	-	501,505.81	1,009,622.16
15	Revenue from operations		31 March 2015 Rs.		31 March 2014 Rs.
	Finished goods		37,535.34		67,363.00
	Revenue from operations (gross)		37,535.34		67,363.00
	Less: Excise duty		-		-
	Revenue from operations (net)		37,535.34		67,363.00
16	Other income		31 March 2015 Rs.		31 March 2014 Rs.
	Interest income on				
	Others		50,603.00		-
	Dividend income on Shares and Mutual Fund		16,148.50		66,989.20
	Income from sale of investments		597,974.67		-4,195,112.77
	Sundry Debtors having credit balance written back		-		410,256.77
	Profit on Sale of Asset		785,070.67		-
	Other non-operating income (net of expenses directly attributable to such income of				
	Other income		-		-
	Rental income		336,664.20		7,200.00
			1,786,461.04		-3,710,666.80
17	(Increase)/decrease in inventories		31 March 2015 Rs.		31 March 2014 Rs.
	Inventories at the end of the year (31 March 2015)				
	Traded goods				
	Stock-Mobiles		3,421,976.81		3,421,976.81
	Stock-Mobile Accessories(Built in Charger)		7,223,650.00		
			10,645,626.81		3,421,976.81
	Inventories at the beginning of the year (31 March 32014)				
	Traded goods				
	Stock-Mobiles		3,421,976.81		3,595,050.00
			3,421,976.81		3,595,050.00
			-7,223,650.00		173,073.19



MUNOTH COMMUNICATION LIMITED

18 Employee benefit expense	31 March 2015 Rs.	31 March 2014 Rs.
Salaries, wages and bonus	946,760.00	827,367.00
Managerial Remuneration	350,000.00	475,000.00
Contribution to provident and super annuation fund	39,119.00	52,813.00
Gratuity expense- Provision	60,000.00	70,000.00
Staff welfare expenses	13,543.00	36,473.83
Ex- Gratia	23,500.00	7,500.00
Less:Expenses under construction(refer note 7C)	-545,000.00	-1,011,150.25
	887,922.00	458,003.58
19 Other expenses	31 March 2015 Rs.	31 March 2014 Rs.
LC/TT Charges	54,913.00	-
Power and fuel	239,560.00	284,178.00
Provision for diminution in value of investment	-	4,000.00
Round Off	-	1.15
Cash discount	-	12,681.50
Provision for Bad Debts	-	94,225.00
Rates and taxes, excluding, taxes on income	19,850.00	12,970.00
Insurance	93,079.00	81,933.00
Repairs and maintenance	-	-
Vehicles	324,753.19	236,474.37
Office Maintenance	37,588.00	145,949.52
Others	251,139.04	45,209.00
Advertising and sales promotion	80,807.65	32,846.00
Brokerage	38,888.00	-
Travelling and conveyance	1,022,866.95	247,155.75
Communication expense	113,882.45	110,716.64
Printing and stationery	220,209.50	109,839.00
Professional & Consultancy fees	111,798.00	606,688.00
Audit Fees	100,000.00	100,000.00
Miscellaneous expenses	12,874.89	-
Carriage Inward	400.00	-
Web Site Maintenance Charges	43,147.52	25,637.46
Share Transfer Expenses	49,316.00	47,184.00
Pooja Expenses	-	13,440.00
General Expenses	35,999.98	9,981.00
Membership Fees	2,000.00	2,000.00
AGM Expenses	12,736.00	1,800.00
Design & development expenses	48,374.00	428,341.00
Service Tax on design & development expenses	-	52,942.95
Listing Fees	178,922.00	88,953.00
Filing Fees	42,134.00	3,000.00
Preliminary Expenses W/off	-	696,000.00
Advances Written Off	620,575.00	370,000.00
Donation	11,000.00	-
Less:Expenses under construction(refer note 7)	-121,091.84	-1,506,108.68
	3,645,722.33	2,358,037.66
Above expenses include research and development expenses		
Payment to auditor		
Audit fee	60,000.00	60,000.00
Tax audit fee	-	-
Others	40,000.00	40,000.00
	100,000.00	100,000.00



MUNOTH COMMUNICATION LIMITED

20 Depreciation and amortization expense	31 March 2015	31 March 2014
	Rs.	Rs.
Depreciation of tangible assets	2,226,066.42	1,238,960.00
Amortization of intangible assets	176,852.82	1,897,540.00
	2,402,919.24	3,136,500.00
Less: recoupment from revaluation reserve	-	-206,160.00
	2,402,919.24	2,930,340.00
21 Finance costs	31 March 2015	31 March 2014
	Rs.	Rs.
Interest	366,408.16	87,712.00
Bank charges	86,380.00	5,906.00
	452,788.16	93,618.00

22 Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

	31 March 2015	31 March 2014
	Rs.	Rs.
Total operations for the year		
Profit/(loss) after tax	-5,870,403.86	-13,611,887.24
Less : Dividends on convertible preference shares & tax thereon		
Net profit/(loss) for calculation of basic EPS	-5,870,403.86	-13,611,887.24
Net profit as above	-5,870,403.86	-13,611,887.24
Add : dividends on convertible preference shares & tax thereon		
Add : interest on bonds convertible into equity shares (net of tax)		
Net profit/(loss) for calculation of diluted EPS	-5,870,403.86	-13,611,887.24
Continuing operations		
Profit/(loss) after tax	-5,870,403.86	-13,611,887.24
Less : dividends on convertible preference shares & tax thereon		
Net profit for calculation of basic EPS	-5,870,403.86	-13,611,887.24
Net profit as above	-5,870,403.86	-13,611,887.24
Add : dividends on convertible preference shares & tax thereon		
Add : interest on bonds convertible into equity shares (net of tax)		
Net profit/(loss) for calculation of diluted EPS	-5,870,403.86	-13,611,887.24
Weighted average number of equity shares in calculating basic EPS	9,649,400	9,649,400
Effect of dilution:		
Convertible preference shares		
Convertible bonds		
Stock options granted under ESOP		
Weighted average number of equity shares in calculating diluted EPS	9,649,400	9,649,400



MUNOTH COMMUNICATION LIMITED

23 Related party disclosures

a. Names of related parties and related party relationship

Related parties where control exists

Holding company -NA-

Holding Limited Ultimate holding company -NA-

List of Related Parties with whom transaction have taken place :

i) Fellow subsidiaries	-NA-
ii) Associates	1. Munoth Financial Services Ltd 2. CFORÉ Telecom Ltd
iii) Key management personnel	Mr. Jaswant Munoth
iv) Companies having common directors	1. M/s. South India Chemicals & Leasing Private Limited 2. M/S.Munoth Financial Services Ltd

b. Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a. Remuneration to key managerial personnel	31 March 2015	31 March 2014
Mr. Jaswant Munoth		
Salary, bonus and contribution to PF	-	375,000.00
Total	-	375,000.00

Note: The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

b. Non Current Investments	31 March 2015	31 March 2014
Munoth Financial Services Ltd	15,727,292.00	18,227,292.00
Munoth Neg Wind Farm P Ltd - unquoted	462,540.00	737,068.00
CFORÉ Telecom Ltd	3,774,000.00	-



MUNOTH COMMUNICATION LIMITED

24	Dues to micro and small enterprises as defined under MSMED Act 2006	31 March 2015 Rs.	31 March 2014 Rs.
	The principle amount and the interest due thereon remaining unpaid to any supplier as at the end of the each accounting year	-	-
	i) Principal amount due to the micro and small enterprises		
	ii) Interest due on above		
	The amount of the interest paid by the buyer in terms of sec 16 of the MSMED act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act 2006	-	-
	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
	The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above actually paid to small enterprises for the purpose of disallowance as deductible expenditure under sec 23 of MSMED act 2006	-	-
25	The balances in parties' accounts are subject to confirmation and reconciliation except in some cases. In the opinion of the Management, the Current Assets, Loans & Advances are realisable at least to the extent stated in the Balance Sheet.		
26	The Company has ventured into manufacture of Mobile accessories and during the previous year. The design and development has completed during the year and the company has started commercial sale. Due to this the expenses which were pending to be capitalised last year were capitalised during this year from the date of commercial sale.		
27	Previous year's figures have been regrouped and rearranged wherever necessary to confirm to current years classification.		

Summary of Significant accounting policies

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For KUMBHAT & CO

Firm Registration Number : 001609S

Chartered Accountants

For and on behalf of the board of directors of
Munoth Communication Ltd

Ajit Kumbhat
Partner

Membership Number : 19582

Place : Chennai

Date : 22/05/2015

Lalchand Munoth
[Chairman]

Jaswant Munoth
[Managing Director]

Bharat Munoth
[Director]

S Anantha Padmanabhan
CFO



NOTE I

SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDING 31ST MARCH 2015:

A. SIGNIFICANT ACCOUNTING POLICIES:

1.1. BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS:

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting as a going concern with revenues recognized and provision made for all known and ascertained liabilities and losses to comply in all material respects with the applicable accounting principles in India, as specified in Rule 7 of the Companies (accounts) Rules 2014 and the provisions of the Companies Act, 2013

1.2 REVENUE RECOGNITION:

Revenue from Sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the customer and are recorded net of trade discounts, rebates, and sales tax, VAT and excise duties.

Lease income is recognized on accrual basis.

Dividend income is accounted for in the year in which the right to receive the same is established.

Interest on investments is booked on a time-proportion basis taking into account the amounts invested and the rate of interest.

1.3 `FIXED ASSETS:

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

1.4. INTANGIBLE ASSETS:

Intangible assets are stated at cost less accumulated amortization and it is amortized for a period of three years and the company has started amortizing this year from the date of commercial sale.

1.5. DEPRECIATION:

- (i) Depreciation on owned assets is provided on Written down value method at the rates based on the useful life of the assets estimated by management which is in accordance with the useful lives prescribed under Schedule II of the Companies Act, 2013.
- (ii) Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis with respect to date of acquisition /disposal.

1.6. INVESTMENTS:

The Management has classified the Investment made in shares for more than a year as long term investments and the investment are stated at Cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long term investments.

1.7. VALUATION OF INVENTORIES :

Stocks of mobile phones and built-in charger are valued at lower of cost and net realizable value.

1.8. RETIRMENT AND OTHER BENEFITS TO THE EMPLOYEES :

a) Gratuity:

The Company has provided for gratuity during the year on an accrual basis. The company has not carried out actuarial valuation for the same and the liability is unfunded.



b) Leave Salary:

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

c) Provident Fund:

Though the employees Provident Fund & Miscellaneous Provisions Act, 1952 is not applicable to the company, the company has complied with the provisions voluntarily.

1.9. SEGMENT REPORTING (AS – 17)

Segment Reporting is not applicable to this company as the Company has earned revenue, only from sale of mobile accessories and hence this standard is not applicable.

1.10. CONSOLIDATED FINANCIAL STATEMENTS : (AS – 21)

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

1.11. TAXES ON INCOME: (AS-22)

Current Income Tax expenses comprise taxes on income from operations in India. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred tax liability is provided and recognized on timing differences between taxable income and accounting income subject to the consideration of prudence.

Deferred tax assets are not recognized unless there is virtual certainty that there will be sufficient future taxable income available to realize such assets. The Company has complied with the Accounting Standard of Taxes on Income issued under provisions of companies act, 2013 and appropriate adjustment has been made in the books of accounts.

1.12. CASH FLOW STATEMENT:(AS-3)

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

1.13. FOREIGN CURRENCY TRANSLATION:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are reported using the closing rate. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction and non monetary items which are carried at fair value or other similar valuation denomination in a foreign currency are reported using the exchange rates that existed when the values were determined.

MUNOTH COMMUNICATION LIMITED

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

CIN: L65991TN1984PLC010816

ATTENDANCE SLIP

31st ANNUAL GENERAL MEETING

Reg. Folio No.

No. of Shares.....

DPID : Client ID

I certify that I am the registered share holder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Thirty First Annual General Meeting of the Company held on Monday, 21st September, 2015, at 10.25 A.M. at Nahar Hall, (South India Hire Purchase Association), Desabandhu Plaza, 1st Floor, 47 Whites Road, Royapettah, Chennai - 600 014.

Members / Proxy's Name in Block Letters

Member's / Proxy Signature

Form No. MGT-11

31st ANNUAL GENERAL MEETING

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: L65991TN1984PLC010816

Name of the company: MUNOTH COMMUNICATION LIMITED

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

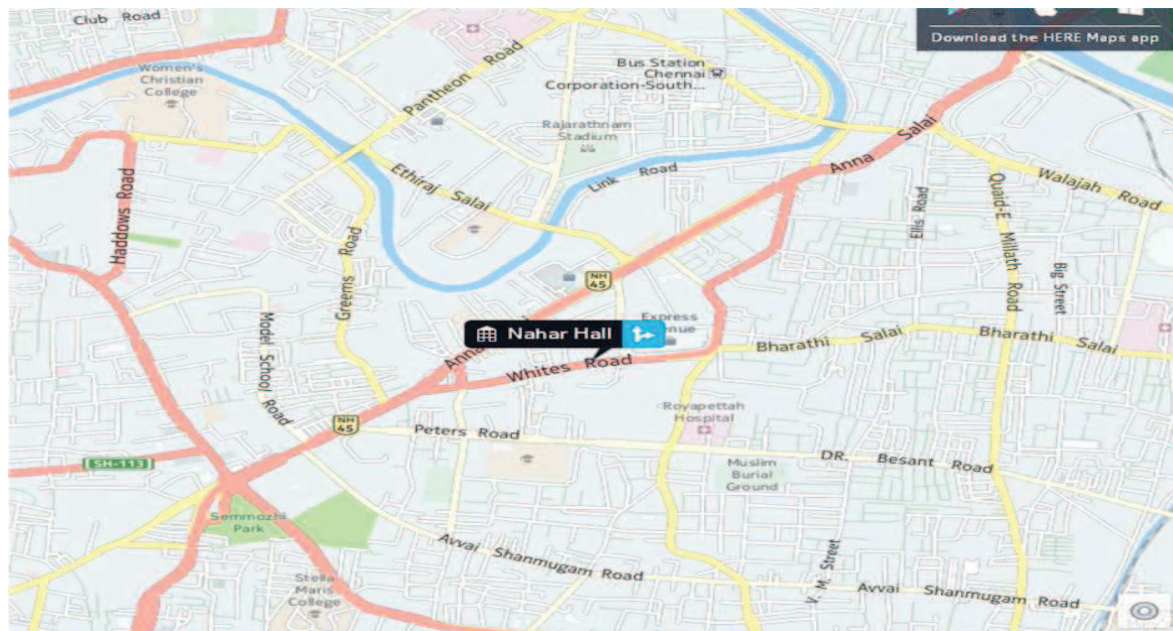
1	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2	Registered Address of the Sole/ First named Member	
3	Registered Folio No. / DPID No. / Client ID No. (* Applicable to investors holding shares in demat form)	
4	No. of Shares held	

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name :
Address :
E-mail ID : Signature :or failing him,
- Name :
Address :
E-mail ID : Signature :or failing him,
- Name :
Address :
E-mail ID : Signature :or failing him,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual general meeting of the company, to be held on Monday 21st September, 2015, at 10.25 A.M. at Nahar Hall, South India Hire Purchase Association, Desabandhu, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014. and at any adjournment thereof in respect of all the resolutions as are indicated follows:

ROUTE MAP TO THE AGM VENUE



SL. No.	RESOLUTIONS	Optional	
		For	Against
	Ordinary Business		
1	Adopt the Audited Financial statements of the Company for the financial year ended March 31, 2015 including the audited Balance Sheet as on that date and the Statement of Profit and Loss for the year ended as on that date and the Reports of the Directors and Auditors thereon.		
2	Re-appointment of Mr. Vikas Munoth as Director who retires by rotation		
3	Re-appointment of Mr. Bharat Munoth as Director who retires by rotation		
4	Retification of appointment of Auditors		
	Special Business		
5	Appointment of Ms. Lakshika Mehta as Independent Director		

Signed this day of 2015

Signature of shareholder

Affix 1/-
Revenue
Stamp

Signature of first Proxy holder(s) Signature of Second Proxy holder(s) Signature of Third 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.**
- A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to Attend and Vote instead of him/herself and the proxy need not be a member of the Company. The Proxy, in order to be effective, must be deposited at The Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the meeting.
Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

To.

If undelivered please return to :
MUNOTH COMMUNICATION LIMITED
MUNOTH CENTRE
Suite No. 48, Munoth Centre,
343, Triplicane High Road,
Chennai - 600 005.