



Munoth Communication Limited

(Formerly Munoth Investments Ltd)

Regd Office : Munoth Centre, Suite No. 48 IIIrd Floor, 343, Triplicane High Road, Chennai - 600 005. INDIA
Phone : 91-44-2859 1190 Fax : 91-44-2859 1189 E-mail : info@munothcommunication.com
CIN : L65991TN1984PLCO10816

30th August, 2017

M/s. Bombay Stock Exchange Limited,
Phiroze JheejebhoY Towers,
Dalal Street,
Mumbai- 400 001

Dear Sir/Madam,

Sub: Submission of Proceedings of the 33rd Annual General Meeting of the Company held on Wednesday, the 30th August, 2017 at 10.30 a.m.

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith submitting the proceedings of the 33rd Annual General Meeting of the Company.

- 1) In accordance with the notice dated 31st July, 2017, the 33rd Annual General Meeting of the Shareholders of Company was held on Wednesday, the 30th August, 2017 at 10.30 a.m. at "Nahar hall (South India Hire Purchase Association), Desabandhu Plaza, 1st floor, 47, Whites Road, Royapettah, Chennai-600014".
- 2) Mr. Lalchand Munoth, the Chairman of the Company chaired the meeting.
- 3) The Chairman, after ascertaining the quorum, called the Meeting to order.
- 4) The Chairman welcomed the Shareholders and introduced the Directors present.
- 5) The Chairman informed that the Annual report of the Company together with Notice conveying the 33rd Annual General Meeting were delivered to the Members as per the Statutory requirements. With the permission of the Shareholders present, the Notice and Auditor's Report was taken as read.
- 6) The Chairman then addressed the Shareholders and apprised the Shareholders on the Performance of the Company during the Financial Year ended 31st March, 2017.

The Chairman informed the members that pursuant to provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, Company has provided an opportunity to all members for casting their votes electronically in respect of the businesses to be transacted at the Annual General Meeting. E-voting commenced at 9.00 a.m. on 27th August, 2017 and ended at 5.00 p.m. on 29th August, 2017.

Mr.N.Selvam, Practicing Company Secretary (Membership No.:4318; CP No: 4858) was appointed as Scrutinizer by Board to conduct the E-voting and Poll in a fair and transparent manner.



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The following resolutions were moved for voting at the meeting:

1. To receive, consider and adopt the Audited Financial statements of the Company along with the consolidated financial statements of the Company for the financial year ended March 31, 2017 including the audited Balance Sheet as on that date and the Statement of Profit and Loss for the year ended on that date and Cash flow Statement as 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. 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, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Mardia and Associates, Chartered Accountants (Firm’s Registration No.007888S) be and are hereby appointed as the statutory auditor of the company in place of the retiring Auditor M/s. Kumbhat & Co to hold office from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in year 2022 to examine and audit the accounts of the Company at such remuneration plus applicable taxes, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

5. 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 approval of the Board of Directors and recommendation of remuneration committee and subject to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 approval of Members be and is hereby accorded to Mr. Jaswant Munoth (DIN : 00769545), for reappointment as “Managing Director” of the Company for a period of three years effective from 1st December 2017 to 30th November 2020 and the payment of remuneration of Rs. 2,00,000/- per month, on the terms and conditions of appointment including remuneration , as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of re-appointment and remuneration so as to not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 read with limits specified in Schedule V to the Companies Act, 2013 and as may be agreed to by the Board of Directors and Mr.Jaswant Munoth.”



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The voting results will be notified to the Stock Exchange in the format prescribed under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within 48 hours from the conclusion of the Annual General Meeting and the details of the said results will also be uploaded on the Company's website.

We request you to take the above on you record.

Thanking you,

Yours faithfully,

For Munoth Communication Limited

Jinal Jain
Company Secretary