

MOBILE TELECOMMUNICATIONS LIMITED

CIN: L32100GJ1995PLC024812

Regd. Office: 46, Empire Tower, Near Associated Petrol Pump, C.G. Road, Ahmedabad, Gujarat
Corporate Office -401/402, Palm spring, Above Croma, Off New Link Road, Near Dmart, Malad (W), Mumbai – 400064.

Contact No.: +91 8108044444 /8425869916

Email - compliance@mobileteleindia.com/info@mobileteleindia.com

Website - www.mobileteleindia.com

NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of Postal Ballot/E-voting.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed Special Resolutions are appended herein below along with the Ballot Form (Form) for your consideration. Each of the special resolutions mentioned herein shall be declared as passed if the number of votes cast in favour of such special resolution is not less than three times the number of votes cast against the said special resolution.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the form and return the same in original duly completed in enclosed self addressed, postage pre-paid envelop (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 P.M. on Thursday, 26th November, 2015. Please note that any postal Ballot form (s), received after the said date will be treated as not received.

Upon Completion of the Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director. The result of the Postal Ballot/E-voting would be announced by the Chairman & Managing Director of the Company on Friday 27th November, 2015 at the Corporate Office of the Company. The aforesaid result would be displayed at the corporate office of the Company, intimated to the Stock Exchanges where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer’s report on the Company’s Website i.e. www.mobileteleindia.com. The date of announcement of result of Postal Ballot shall be considered to be the date of Extra Ordinary General Meeting and the date of passing the said resolutions.

PROPOSED RESOLUTIONS:

(1) TO SHIFT THE REGISTERED OFFICE FROM AHMEDABAD (STATE OF GUJARAT) TO NASHIK (STATE OF MAHARASHTRA)

“RESOLVED THAT pursuant to provisions of Sections 12,13,110 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to approval of the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Shareholders be and is hereby accorded for shifting of Registered Office of the Company from the Ahmadabad (State of Gujarat) to the Nashik (State of Maharashtra) and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra, Nashik.

“RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 46, Empire Tower, Near Associated Petrol Pump, C.G.Road,-380009, Gujarat, situated under the jurisdiction of the Registrar of Companies, Ahmedabad (for the state of Gujarat) to E-78,MIDC,Ambad,Nashik, Maharashtra situated under the jurisdiction of the Registrar of Companies, Mumbai(for the state of Maharashtra) .

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/

petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

(2) RATIFICATION OF EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 29th JUNE, 2015 CALLING ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY ON 24TH JULY, 2015:

RESOLVED THAT as advised by BSE in its In-principle approval dated 02nd September, 2015, the Company hereby discloses additional information under Regulation 73 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 with regard to item no. 5 of the Explanatory Statement pursuant to section 102 of Companies Act, 2013 annexed to the Notice dated 29th June, 2015 regard to, as given below and the Shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed:

(i) Identity of Ultimate Beneficial Owners of Non-Promoters and Post percentage of holding of individual allottees:

Sr. No.	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	No. of shares		%		Category	Allottee is: QIB/MF/FI/Trust/Banks
				Pre-Issue	Post-Issue	Pre-Issue	Post-Issue		
1	Sun Fair Electric Wire & Cable (HK) Limited	The Allottee is a 100% subsidiary of Fairson Holdings BVI Limited which is 100% held by Mr. Patrick Roman Gerald.	84,21,200	Nil	84,21,200	Nil	5.94	Non - Promoter	Not - Applicable
2	Fairson Holdings BVI Limited	100% shares are held by Mr. Patrick Roman Gerald.	1,43,15,800	Nil	1,43,15,800	Nil	10.10	Non - Promoter	Not - Applicable

- (ii) **Correct Relevant Date:** The Relevant Date for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 relating to the equity shares to be allotted pursuant to the preferential allotment is June 24, 2015 i.e. 30 days prior to the date of declaration of result of E-voting which is July 24, 2015.
- (iii) **Proposed Time within which the allotment shall be completed:** The issue shall be completed within a period of 15 days i.e. Shares shall be allotted within Fifteen days from receipt of Money or from the date of approval accorded by requisite regulatory authorities.
- (iv) **Intention of Promoters /Directors / Key management persons to subscribe to the offer:** None of the Promoters / Director / Key Management Person intend to subscribe to the Proposed Preferential Allotment.
- (v) **Re-computation of Pricing based on the correct relevant date (as stated in item (ii) above):**
The offer price is Rs. 3.80/- per share (including premium of Rs. 2.80/- per share) which is higher than the price determined under Regulation 76 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 considering the correct relevant date i.e. 24th June, 2015.
- (vi) **Auditor's Certificate:**
- The Certificate issued by M/s. Mahesh Kumar Jain & Co. Chartered Accountant as to the Pricing of the issue is being made in accordance with the regulations on Preferential Allotment issued by SEBI is being placed before the shareholders at the Meeting and also available for inspection at the Registered Office of the company during the business hours on any working days.
 - The Certificate issued by M/s. Mahesh Kumar Jain & Co., Practicing Chartered Accountant that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI is being placed before the shareholders at the Meeting and also available for inspection at the Registered Office of the company during the business hours on any working day.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Special Resolution, the Board of Directors of the Company are hereby authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body, to be most beneficial to the company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so authorized by the Board.“

Registered Office:

**46,Empire Tower,
Near Associated Petrol Pump,
C.G.Road ,Ahmedabad, Gujarat**

For and Behalf of the Board

**SD/-
Anil B.Vedmehta
Chairman & Managing Director
DIN : 00283486**

Date : **08th September, 2015**

NOTE:

1. Explanatory statement in respect of the special business pursuant to section 102 of the Companies Act, 2013 is attached herewith.
2. The Notice of Postal Ballot is being sent to all the members by post / courier (and electronically by email to those members who have registered their e-mail ids with the Depository or with the Company), whose names appear in the Register of members/ records of depositories as on 16th October,2015. Notice of Postal Ballot is also being sent to all the Directors and Auditor of the Company.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on 16th October, 2015.
4. All documents referred to in the Notice are open for inspection at the corporate office of the Company during office hours from 10 A.M. upto 6 P.M.
5. The Company also offers e-voting facility. Please see the instructions below for detail.

In Compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is also pleased to provide Electronic Voting (E-Voting) facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by Post. The Company has engaged the Services of National Securities Depository Limited to provide e-voting facilities to its members. It may be noted that E-voting is optional.

Shareholders have option to vote either through e-voting or through Ballot Form and can download the Ballot Form, from the website of the company viz; www.mobileteleindia.com or seeks duplicate copy of the same either in writing to the company secretary at , C/o Rakesh Kapur, Tower 1/B, 305,Dheeraj Enclaves CHSL, Siddharath Nagar ,Borivali East,Mumbai - 400066 or through e-mail i.e. compliance@mobileteleindia.com.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and Instructions overleaf the Form. References to Postal Ballot (s) in this notice include the received by electronic means. **HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA votes PHYSICAL POSTAL BALLOTAND E-VOTING, THEN VOTING THROUGH E- VOTING SHALL PREVAILAND VOTING DONE BY POSTAL BALLOT SHALL BE TREATED AS INVALID NOTWITHSTANDING WHICHEVER OPTION IS EXERCISED FIRST.**

The E-voting period commences on 28th October, 2015 (9:00 am) and ends on 26th November, 2015 (6:00 pm). The E-voting Module would be disabled by NSDL for voting thereafter. During this period, members of the company, holding shares in Physical Form or in Dematerialized Form, as cutoff date i.e.16th October, 2015 may cast their vote electronically.

INSTRUCTIONS FOR E-VOTING:

- (i) Open email and open PDF file viz; “Mobile Telecommunications e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e- voting.

Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Mobile Telecommunications Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to compliance@mobileteleindia.com with a copy marked to evoting@nsdl.co.in.

VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

- (i). A member desiring to exercise his/her vote through Postal Ballot shall complete the enclosed Postal Ballot Form with the assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business reply envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered post at the expenses of the Registered Member/Beneficial Owner will also be accepted. The Envelopes may also be deposited personally at the address given thereon. The Postal Ballot form, duly completed and signed should be returned in the enclosed self-addressed postage business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer before the closing of working hours on or before 6.00 p.m. on 26th November, 2015.
- (ii). The members are requested to exercise their voting rights by using the attached postal Ballot form only. No other form or photocopy of the form is permitted.

Registered Office:

46, Empire Tower,
Near Associated Petrol Pump,
C G. Road, Ahmedabad, Gujarat

For and Behalf of the Board SD/-

Anil B. Vedmehta
Chairman & Managing Director
DIN: 00283486

Date: : 08th September, 2015

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No.1

The main activities of the Company are confined to the business of Manufacturing which is being carried out from its factory situated at Nashik (State of Maharashtra). The Company is not having any significant business activities in the state of Gujarat. The Board is of the view that the business carried on by the Company can be carried out more efficiently and economically by the Company in the state of Maharashtra due to its vast infrastructure and setup in the State of Maharashtra.

The shifting of Registered Office from Kolkata to Mumbai will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of

Clause II of the Memorandum of Association requires the approval of Shareholders by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

The Board commends the Resolution as set out at Item No.1 for approval of the Shareholders as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution

Item No.2

The members of the Company had in terms of Special Resolutions passed in the 20th Annual General Meeting held on 24th July, 2015, approved the preferential issue of 22737000 Equity Shares at Rs.3.80 /- each (Including Premium of Rs.2.80/-) on Preferential Allotment basis to Non-Promoters.

Subsequently, the Company made application to the BSE Limited (BSE) for seeking its in-principle approval for listing of the Equity Shares issued on preferential basis.

BSE has given its in-principle approval by its letter dated September 2, 2015 for afore-mentioned issue of equity shares. In terms of the said letter, BSE has advised the Company to disclose Identity of ultimate beneficiary of non-promoter allottees (other than individuals), correct relevant date, the allotment will be made within 15 days from the shareholders' approval or from the statutory approval and intention of Promoter/promoter group, post % holding of individual allottee, Re-Computation of pricing, Auditors Certificates for compliances of chapter VII of SEBI ICDR, 2009 as required under 73(2), as these were left to be disclosed in the previous notice to the shareholders.

Further the following certificates are available for inspection at the Corporate Office of the company during the business hours on any working days:

- (a) The Certificate issued by M/s. Mahesh Kumar Jain & Co., Practicing Chartered Accountant as to the Pricing of the issue is being made in accordance with the regulations on Preferential Allotment issued by SEBI is being placed before the shareholders at the Meeting.
- (b) The Certificate issued by M/s. Mahesh Kumar Jain & Co., Practicing Chartered Accountant that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI is being placed before the shareholders at the Meeting.

The Consent for Ratification of the shareholders is being sought pursuant to the provision of section 62 and other applicable provisions of the companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India in which the company's shares are listed. None of Directors are deemed to be interested in this resolution. The Board recommends the special resolution set out in the notice for approval by the members

A copy of the Memorandum of Association together with a copy of the Articles of Association reflecting the proposed amendments is available for inspection by the members of the company at its Corporate Office between 10.00 AM and 1.00 PM on any working day (except Sunday & National Holidays) of the company.

Registered Office:

**46, Empire Tower,
Near Associated Petrol Pump,
C.G.Road, Ahmedabad, Gujarat**

For and Behalf of the Board

**SD/-
Anil B.Vedmehta
Chairman & Managing Director
DIN: 00283486**

Date: 08th September, 2015

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POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered Address :
of the Sole/First name
Shareholder

2. Joint holders Name (If any) :

3. Registered Folio no./ :
DP ID No. & Client ID No.

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the **Following Resolutions** to be passed by means of Postal Ballot for the businesses set out in the Notice dated 08th September, 2015 of the Company by sending my/our assent or dissent to said Resolutions by placing the tick (✓) mark at the appropriate box below :

Sr.	Brief Description of Resolution	No. of Shares	I/We assent to the resolution(FOR)	I/We dissent to the resolution(AGAINST)
1	Special Resolution for Shifting of Registered Office From Ahmedabad (State of Gujarat) To Nashik (State of Maharashtra).			
2	Ordinary Resolution for Ratification of Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 Annexed To The Notice Dated 29 th June, 2015 Calling Annual General Meeting Of The Shareholders of the Shareholder of the Company on 24 th July:			

ELECTRONIC VOTING PARTICULARS

EVSN(Electronic Voting Sequence Number)	USER ID (BO-ID or Foli No. As per Note No.(iv) of the Notice)	PERMANENT ACCOUNT NUMBER (PAN)(Original PAN/As per Note No.5-(vii) of the Notice)

Place : Ahmedabad

Date : 08th September, 2015

(Signature of the Shareholder)

Please refer to e-voting instructions mentioned in annexure attached

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 28th October, 2015 (9:00 am)

Upto 26th November, 2015 (6:00 pm).