



MEMBER JUMBO GROUP

Annual Report
2011 - 12

MPIL CORPORATION LIMITED

MPIL CORPORATION LIMITED

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Board of Directors

Mrs. Komal C. Wazir
Mr. Sanjeev Jain
Mr. Ravindra K. Raje
Mr. G S Nayak
Mrs. Drushti Desai

Company Secretary

Mr. Rugwed Khatu

Auditors

M/s. Lodha & Co.
Chartered Accountants

Registered Office

Udyog Bhavan, 2nd Floor,
29 Walchand Hirachand Marg,
Ballard Estate,
Mumbai - 400 001.

Registrar & Share Transfer Agents

M/s. Sharepro Services (India) Pvt. Ltd.
13 AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Andheri-Kurla Road,
Sakinaka, Mumbai - 400 072.

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NOTICE

NOTICE is hereby given that the fiftythird Annual General Meeting of the Members of MPIL Corporation Limited will be held on Friday, 14th September, 2012 at Sveda Banquets, Sagar Tech Plaza Complex, Third floor, Andheri Kurla Road, Saki Naka Junction, Mumbai- 400072 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G S Nayak, who retires by rotation and being eligible, seeks re-appointment.
3. To appoint M/s Lodha & Co., Chartered Accountants as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such consent(s), approval, sanction or permission required in this behalf, existing Articles of Association of the Company be and is hereby altered in the following manner:

I. **Insertion of interpretation of "Electronic Form", "Electronic Mode" and "Electronic Record" immediately after the interpretation of "Extraordinary General Meeting" in existing Article 2.(1) of the Articles of Association**

"Electronic Form" with reference to information means, any information generated, sent, received or stored in media, magnetic, optical, computer memory, micro film, computer generated micro fiche or similar device and as defined under Section 2 of the Information Technology Act, 2000, and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force.

"Electronic Mode" means tele-conferencing and/or video conferencing facility i.e. audiovisual electronic communication facility which enables all persons participating in that meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.

"Electronic Record" means data, record or data generated, image or sound stored, received or sent in an electronic form or micro film or computer generated micro fiche and as defined under Section 2 of the Information Technology Act, 2000, and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force.

II. **Interpretation of the word "MPL" under Article 2.(1) of Articles of Association shall stand deleted;**

III. **Interpretation of the word "Member" under Article 2.(1) of Articles of Association shall stand deleted;**

IV. **Insertion of interpretation of the word "JIL" under Article 2.(1) of Articles of Association immediately after above deletion as under:**

"JIL" means Jumbo Investments Limited a Company incorporated in the Mauritius and shall include its successors and assigns, any Company or body corporate in which JIL is amalgamated or merged and/or any subsidiary, parent, associate, affiliate or assign of JIL or of any Company or body corporate in which or with which JIL amalgamates or merges and/or such Company or body corporate in or with which any subsidiary, parent, associate, affiliate or assign or JIL as aforesaid amalgamates or merges.

V. **The word "MPL" and "United Kingdom" be replaced with the word "JIL" and "Mauritius" wherever it occurs in the Table of Contents and Articles of Association of the Company after above changes.**

VI. **Article 3 of the Articles of Association shall stand deleted;**

VII. **After Article 75, the following new Article to be numbered 75A be inserted as under:**

75A. Notwithstanding anything in these Articles and subject to the provisions of Act or any other applicable law for the time being in force, every Member or Proxy entitled to attend General Meeting by his physical presence shall have an option to attend it by way of an Electronic Mode in such form & manner or after following such procedure as Company may prescribe from time to time. However, notice calling General Meeting of the Company shall inform Members about facility of participation through Electronic Mode for enabling them to access said facility. Members attending the meeting through Electronic mode will not be counted for the purpose of ascertaining the quorum of the meeting.

VIII. **After Article 80, the following new Article to be numbered 80A be inserted as under:**

80A. Notwithstanding anything in these Articles and subject to the provisions of Act or any other applicable law for the time being in force, documents including but not limited to, notice convening General Meeting, explanatory statement, balance sheet, statement of profit & loss, directors' report, auditors' report etc. can be sent by the Company in electronic form, to the electronic mail address provided/updated by Members and made available to the Company by Depositories. If, however any Member wants to have physical copies of the aforesaid documents the same shall be supplied by the Company free of cost.

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- IX. **After Article 100, the following new Article to be numbered 100A be inserted as under:**
- 100A. Notwithstanding anything in these Articles and subject to the provisions of Act or any other applicable law for the time being in force, every Member or Proxy entitled to attend General Meeting of the Company through Electronic Mode shall also be entitled to cast his Electronic Vote in such form & manner prescribed by the Company, from time to time, for this purpose.
- X. **After Article 102, the following two new Articles to be numbered 102A & 102B be inserted as under:**
- 102A. Unless otherwise prescribed in the Act or any other applicable law for the time being in force, Members entitled to attend & vote at General Meeting of the Company through Electronic Mode shall also be entitled to appoint Proxies to attend & vote instead of himself after following due procedure prescribed by the Company in this behalf.
- 102B. Unless otherwise prescribed in the Act or any other applicable law for the time being in force, Proxies, attending General Meeting conducted through Electronic Mode after their due appointment, shall be entitled to cast their Electronic Votes in such form & manner as prescribed by the Company, from time to time, for this purpose.
- XI. **After Article 110(8), the following new Article to be numbered 110(9) be inserted as under:**
- 110.(9) Unless otherwise prescribed in the Act or any other applicable law for the time being in force, Company shall preserve electronic recording of General Meeting conducted through Electronic Mode for a period of two years from the conclusion of said meeting.
- XII. **After Article 117(3), the following new Article to be numbered 117(3A) be inserted as under:**
- 117.(3A) Notwithstanding anything in these Articles and subject to the provisions of Act or any other law for the time being in force, Director attending Board Meeting through Electronic Mode in accordance with the provisions of these Articles shall be entitled for sitting fees.
- XIII. **The existing Article 120(e) to be replaced with following new Article as under:**
- 120.(e) he absents himself from three consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three months; whichever is longer, without leave of absence from the Board. However, office of a Director shall not become vacant nor shall he be disqualified from continuing as Director if he attends Board Meeting of the Company through Electronic Mode.
- XIV. **After Article 141, the following new Article to be numbered 141A be inserted as under:**
- 141A. Notwithstanding anything in these Articles and subject to the provisions of Act or any other applicable law for the time being in force, every Director entitled to attend Board Meeting of the Company by his physical presence may attend it by way of an Electronic Mode in such manner or after following such procedure as Company may prescribe from time to time in this regard. However, the notice convening Board Meeting shall inform them regarding the facility of participation through Electronic Mode and provide necessary information to enable the Directors to access the said facility. The notice shall seek confirmation from Directors whether he will exercise the Electronic Mode or attend the meeting in person. In the absence of any such confirmation, it will be presumed that the Director will physically attend the meeting. All electronic recording of the Board Meeting will be done at the place where Chairman or Secretary sits during the Meeting.
- XV. **After Article 142, the following new Article to be numbered 142A be inserted as under:**
- 142A. Notwithstanding anything in these Articles and unless otherwise provided in the Act or any other law for the time being in force, Director participating in a Meeting of the Board through Electronic Mode shall be counted for the purpose of quorum, provided that any Director participating through Electronic Mode shall attend in person atleast one Board Meeting held every year.
- XVI. **After Article 152(8), the following new Article to be numbered 152(9) be inserted as under:**
- 152.(9) Unless otherwise prescribed in the Act or any other applicable law for the time being in force, Company shall preserve electronic recording of Board Meeting conducted through Electronic Mode for a period of one year from the conclusion of said meeting.
- XVII. **The existing Article 186 to be replaced with following new Article as under:**
186. All documents or notices to be served or given by members on or to the Company or any officer thereof shall be served or given by sending it to the Company or officer at the office by registered post, or by leaving it at the Office or through emails.
- XVIII. **After Article 186, the following new Article covering the head "Green Initiative by Government by allowing paperless compliances by the companies" to be numbered 186A be inserted as under:**
- 186A. Notice and any communication shall be deemed to be effected by properly addressing to the registered e-mail addresses of the members.

XIX. After Article 186A, the following new Articles covering the head "Registers and Documents" to be numbered 186B to 186D be inserted as under:

REGISTERS AND DOCUMENTS

186B. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:

- (a) Register of Investments made by the Company but not held in its own name, as required by Section 49(7) of the Act.
- (b) Register of Mortgages and Charges as required by Section 143 of the Act and copies of instruments creating any charge requiring registration according to Section 136 of the Act.
- (c) Register and Index of Members and Debenture holders as required by Sections 150, 151 and 152 of the Act.
- (d) Foreign register, if so thought fit, as required by Section 157 of the Act.
- (e) Register of Contracts, with the companies and firms in which Directors are interested as required by Section 301 of the Act.
- (f) Register of Directors and Secretaries etc. as required by Section 303 of the Act.
- (g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 307 of the Act.
- (h) Register of Investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 372(2) of the Act.
- (i) Copies of annual returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act.
- (j) Register of Loans, Guarantees, or Securities given to the other companies under the same management as required by Section 370 of the Act.

186C. The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meetings.

186D. Notwithstanding anything in these Articles and subject to the provisions of the Act or any other law for the time being in force, the Company may maintain its records, registers & documents in Electronic Form.

RESOLVED FURTHER THAT an agreement forming part of an existing Articles of Association of the Company from page no. 41 to 44 shall stand deleted entirely.

RESOLVED FURTHER THAT Mr. Ravindra K Raje, Director and/or Mr. Rugved Khatau, Company Secretary of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things and to execute all such documents, deeds and writings as they may, in their absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect including but not limited to filing the required forms with the Registrar of Companies, Mumbai and to settle any question or difficulty that may arise with regard to the aforesaid purpose.

NOTES:

1. **A MEMBER/BENEFICIAL OWNER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS/HER STEAD. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.**
2. The Register of Members/Beneficial Owners and the Share Transfer Registers relating to the Equity Shares of the Company will remain closed from 7th September, 2012 to 14th September, 2012 (both days inclusive).
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed thereto. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, of person seeking re-appointment as Director under Item No.2 of Notice, is also annexed.
4. 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 authorising their representative to attend and vote on their behalf at the Meeting.
5. Members/Beneficial Owners are requested to notify change of address, if any, (a) to their respective Depository Participant in case of shares held in electronic form and (b) to the Registrar & Share Transfer Agents, M/s Sharepro Services (India) Pvt. Ltd., Unit: MPIL Corporation Limited, at 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Andheri-Kurla Road, Sakinaka, Mumbai – 400 072, in case of shares held in physical form.

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6. Any Member/Beneficial Owner desirous of obtaining any information pertaining to the Accounts may forward such queries in writing to the Finance & Accounts Department at the Registered Office at least 7 days prior to the Meeting in order to enable the Company to keep the information ready to the extent possible.
7. Members/Beneficial Owners or their Authorised Representatives/Proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members having multiple accounts in identical names or joint accounts in the same order are requested to intimate to the Company's Registrar & Share Transfer Agents, the ledger folios of such accounts, for consolidation of all such shareholdings into one account.
10. Non-Resident Indian Members are requested to inform M/s Sharepro Services (India) Pvt. Ltd., immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members intending to dematerialise their shareholdings may approach any Depository Participant for opening a Beneficiary Demat Account. For any additional information/clarifications, members may contact National Securities Depositories Ltd. or Central Depository Services (India) Ltd.
12. In terms of the provisions of Section 109A read with 109B of the Companies Act, 1956, a Member may nominate, at any time, in the prescribed manner, a person to whom his/her shares in a Company shall vest in the event of his/her death. The prescribed Nomination Form No. is 2B (Vide Rules 4CCC and 5D of the Companies Central Government's General Rules and Forms, 1956). This form may be sent to the Company Secretary at the Registered Office of the Company, duly completed.
13. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the 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 details to the Company/Registrar and Share Transfer Agents, M/s Sharepro Services (India) Pvt. Ltd.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. **Members who hold shares in physical form are requested to send their e-mail addresses to the Company/Registrar and Share Transfer Agents, M/s Sharepro Services (India) Pvt. Ltd. in the format enclosed with this Annual Report.**

By Order of the Board of Directors
For **MPIL Corporation Limited**

Place : Mumbai
Date : 11th August, 2012

Rugwed Khatu
Company Secretary

Registered Office:
Udyog Bhavan, 2nd floor,
29 Walchand Hirachand Marg,
Ballard Estate, Mumbai – 400 001

ANNEXURE**Details of Director seeking re-appointment at the Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)**

Name	Mr. G S Nayak
Date of Birth	June 1, 1969
Appointed on	December 28, 2005
Qualification	B.Sc, FCA, LLB
Expertise in specific functional areas and past experience	Wide experience in field of financial accounting and taxation laws
Directorship in other companies	Nil
Memberships/Chairmanships or committees across public companies	Audit Committee - Chairman
Shareholding	Nil

EXPLANATORY STATEMENT (PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956)

As required under Section 173(2) of the Companies Act, 1956, the Explanatory Statement sets out all material facts relating to the special business mentioned under Item No. 4.

Item No. 4

The Ministry of Corporate Affairs, Government of India, as part of its Green Initiative in the Corporate Governance, has also permitted use of electronic modes in convening and conducting the Board and Shareholders meetings of the Companies. With a view to implement the Green Initiative in the Company and in order to ensure maximum participation of directors and shareholders in the affairs of the Company, the Board of Directors of the Company has proposed enabling provisions in the Articles of Association of the Company for adopting electronic modes like video conferencing and other modern electronic systems in conducting Board and General Meetings of the Company.

Further, as per the existing Articles, certain rights are vested with an erstwhile principal shareholder so long as it held a minimum of 26% of the paid-up equity share capital of the company. The controlling shareholding in the Company has undergone several changes over the years. It is proposed to replace the erstwhile principal shareholder, wherever they appear in the Articles of Association, with the current principal shareholder viz. Jumbo Investments Ltd, Mauritius. It is also proposed to delete the Agreement forming part of an existing Articles of Association of the Company from page no. 41 to 44 between the erstwhile principal shareholder and the Company as it is no longer applicable.

Certain clauses are also no longer applicable or have no relevance in the context of the Company's current operations and are proposed to be deleted.

Information Technology Act, 2000 as amended from time to time recognizes maintenance of registers, records & documents in electronic form that are required to be maintained in writing or in the typewritten or printed form under any law for the time being in force. Currently accounting, secretarial, legal etc. related records are preserved in electronic as well as printed form and with a view to provide legal recognition to information preserved or to be preserved in electronic form it is advisable to make suitable changes in the Articles of Association of the Company.

In terms of Section 31 of the Companies Act 1956, any alteration to the Articles of Association requires approval of the Shareholders in general meeting by way of a Special Resolution.

A copy of the amended Articles of Association will be available at the Registered Office of the Company for inspection by any member during the Company's working hours on any day excepting Saturdays, Sundays and Public Holidays. Copies of the amended Articles of Association will also be available at the Annual General Meeting.

None of the Directors is, in any way, concerned or interested in the resolution proposed at Item No. 4 of the accompanying Notice.

By Order of the Board of Directors
For **MPIL Corporation Limited**

Place : Mumbai
Date : 11th August, 2012

Rugwed Khatu
Company Secretary

Registered Office:

Udyog Bhavan, 2nd floor,
29 Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400 001

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DIRECTORS' REPORT

Your Directors have pleasure in presenting the 53rd Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2012.

SUMMARISED FINANCIAL RESULTS

	(₹ Lakhs)	
	Year ended 31.03.2012	Year ended 31.03.2011
Income	123.67	73.22
Less: Expenditure	108.31	99.32
Profit/(Loss) before Tax	15.36	(26.10)
Provision for Taxation:		
Current Tax	2.84	-
Tax Adjustments for earlier years	-	0.74
Wealth Tax	0.31	0.39
Profit/(Loss) after Tax	12.21	(27.23)
Balance brought forward from last year	102.11	129.34
Profit/(Loss) carried to Balance Sheet	114.32	102.11

REVIEW OF OPERATIONS

During the year under review, the Company earned a profit of ₹12.21 lacs as compared to a loss of ₹27.23 lacs for the previous year.

DIVIDEND

The Directors do not recommend any dividend for the year under review.

FIXED DEPOSITS

The Company has not accepted any deposits from the public during the year under review and does not have any fixed deposits as at the date of the Balance Sheet.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. G S Nayak, Director retires by rotation, and being eligible, offers himself for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm:

- That in the preparation of Annual Accounts for the financial year ended on 31st March, 2012, the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any;
- That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2012 and of the profit of the Company for that year;
- That the Directors had, as far as possible, taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, to the best of their knowledge and ability; and
- That the Directors had prepared the Annual Accounts for the financial year ended on 31st March, 2012 on a going concern basis.

AUDITORS

M/s Lodha & Co., Chartered Accountants, the Statutory Auditors of the Company, hold office until the conclusion of ensuing Annual General Meeting, and are eligible for reappointment.

The Company has received a letter from them signifying their willingness to be reappointed as Statutory Auditors and have also confirmed that their reappointment, if made at the ensuing Annual General Meeting, would be within the prescribed limit under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of Section 226 of the said Act.

MANAGEMENT DISCUSSION & ANALYSIS

FINANCIAL REVIEW

During the year under review, the Company earned an income of ₹123.67 lacs primarily on account of interest income. After providing for Depreciation and Income Tax, the profit for the year under review after tax was ₹12.21 lacs.

OUTLOOK

Indian economy has had an estimated growth of 6.9% in 2011-12 as compared to the 8.4% in 2010-11. The manufacturing sector is likely to show a growth of only 3.9% in GDP during 2011-12 as against the growth of 7.6% in 2010-11. High inflation due to persistently high crude petroleum prices throughout the year played spoilsport, oscillating within a band of 8% to 9%. This led to several rounds of interest rate hikes by the Reserve Bank to curb inflation and prevent overheating of the economy.

Continuing civil unrests in the Middle East and North Africa region and the Eurozone crisis continue to affect world economy. The Indian economy has also been affected due to these events but remains buoyant.

The risk remains in rising oil prices as also inflation and thus monetary tightening. However, there are also possible positives with revival in industrial and rural sector growth and continuing reforms. The medium to long-term growth prospects of the Indian economy remain positive.

The Company continues to explore various avenues and keep a close watch on the economic developments.

INTERNAL CONTROL SYSTEM

The Company has an appropriate system of internal control. The Company ensures adherence to internal control policies and procedures. Internal audit is conducted on a periodical basis to review internal controls. The Audit Committee of the Board of Directors also reviews the reports of the internal audits conducted and the adequacy of internal control system.

HUMAN RESOURCE DEVELOPMENT

The Company maintains a core team to maintain the existing assets.

CAUTIONARY STATEMENT

Statement in this Management Discussion & Analysis describing the Company's objectives, projections, estimates and expectations may be a forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

CORPORATE GOVERNANCE

The Company has complied with the mandatory Corporate Governance Requirements stipulated under Clause 49 of the Listing Agreement. Report on the Corporate Governance is annexed hereto forming a part of this Report. Certificate from the Auditors of the Company, M/s Lodha & Co., confirming compliance of the conditions of the aforesaid Corporate Governance, is annexed to and forms part of the Directors' Report.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION ETC.

The provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy and technology absorption do not apply to the Company.

During the year under review, there were no Foreign Exchange Earnings or Outgoings.

PARTICULARS OF EMPLOYEES

None of the employees of the Company is in receipt of remuneration exceeding the limit prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975. Therefore, the information required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, is not applicable to the Company.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the statutory authorities, banks, shareholders, employees and other stakeholders for their valued support.

For and on behalf of the Board of Directors

R K Raje
Director

Sanjeev Jain
Director

Place : Mumbai
Date : 11th August, 2012

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REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges in India, the compliances by the Company are as under:

1. Company's Philosophy on Corporate Governance

The Company believes that corporate governance is a journey towards sustainable value creation. Corporate Governance is based on the principles of integrity, fairness, equity, maintaining high standards of transparency, timely disclosure and dissemination of price sensitive information, ensuring meticulous compliance with applicable laws and regulations and conducting business in the best ethical manner, accountability and commitment to values in all facets of its operations, and in all its interactions with its stakeholders including shareholders, employees, government and the lenders. Adequate disclosures and information are provided to the Board as well as its committees.

Code of Conduct

The Company follows the Code of Conduct approved by the Board of Directors, which are applicable to members of the Board and senior management cadre. The Code has been circulated to all the members of Board and the senior management and affirmation is received from all the members of Board and the senior management staff regarding compliance.

2. Board of Directors

A. Board Composition, attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorships and Chairmanships/Memberships of Committees of each Director in various Companies:

- (i) The Board consists of five directors, all of whom are non-executive and two of them are independent directors. The composition of the Board and category of Directors are as follows:

Category	Name of the Director
Non-Executive Promoter Director	Ms. Komal Chhabria Wazir
Non-Executive Non-Independent Directors	Mr. Sanjeev Jain Mr. Ravindra K Raje
Non-Executive Independent Directors	Mr. G S Nayak Mrs. Drushti Desai

- (ii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49, across all the companies in which he/she is a Director. Necessary disclosures regarding Directorship/Committee positions in other public Companies as on 31st March, 2012 have been made by the Directors.
- (iii) Attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorships and Chairmanships/Memberships of Committees of each Director as on 31st March, 2012 in various companies is given below:

Name of Director	No. of other Directorships*	Committees of which he/she is a member	Committees of which he/ she is Chairman/ Chairperson	Attendance	
				Board Meetings	Last AGM (22.9.2011)
Ms. Komal Chhabria Wazir	-	1	1	Nil	No
Mr. Sanjeev Jain	2	3	-	4	Yes
Mr. Ravindra K Raje	3	5	1	5	Yes
Mr. G S Nayak	-	2	1	5	Yes
Mrs. Drushti Desai	1	2	1	4	Yes

*Other directorships do not include alternate directorships, directorships of private limited companies, directorships in companies registered under Section 25 of the Companies Act, 1956 and in companies incorporated outside India.

In accordance with Clause 49 of the Listing Agreement, Chairmanships/Memberships of only the Audit Committees and Shareholders'/Investors' Grievances Committees of Public Limited Companies have been considered.

Directors' Profile

Brief Resume of the Director being reappointed, nature of his expertise in specific functional areas and the number of Directorships and Committee Chairmanships/Memberships held by him in other companies and shareholdings in the Company, if any, are furnished hereunder:

Mr. G S Nayak, aged 43 years, is a Bachelor of Science, Law Graduate and a practicing Chartered Accountant for last 15 years. He is also the Chairman of the Audit Committee of the Company. He is not a Director in any other Company at present. He does not hold any shares in the Company as on 31st March, 2012.

B. Board Meetings held during the year

Five meetings of the Board of Directors were held during the year ended 31st March, 2012, and the gap between two meetings did not exceed four months. The details of the Board meetings held are as under:

SL. No.	Date	Board Strength	No. of Directors Present
1	27 th May, 2011	5	2
2	4 th August, 2011	5	4
3	22 nd September, 2011	5	4
4	12 th November, 2011	5	4
5	6 th February, 2012	5	4

3. Audit Committee

The Audit Committee comprises of three Non-Executive Directors viz., Mr. G S Nayak, Mrs. Drushti Desai and Mr. R K Raje.

Mr. G S Nayak, an independent Non-Executive Director and a practicing Chartered Accountant is the Chairman of the Committee. Mrs. Drushti Desai, an independent Non-Executive Director, is a practicing Chartered Accountant and Partner in Bansi S Mehta & Co.

Mr. Ravindra K Raje possesses expert financial and accounting knowledge and is a Fellow Member of the Institute of Chartered Accountants of India and has also passed Company Secretary Final Examination and LL B.

Mr. Rugved Khatu, Company Secretary acts as the Secretary to the Audit Committee.

Attendance of each Member at the Audit Committee meetings held during the year is as under:

SL.No.	Name	No. of meetings attended
1	Mr. G S Nayak	4
2	Mr. Ravindra K Raje	4
3	Mrs. Drushti Desai	3

Four Audit Committee meetings were held during the year. The details of the meetings are as under:

SL. No.	Date	Committee Strength	No. of members present
1	27 th May, 2011	3	2
2	4 th August, 2011	3	3
3	12 th November, 2011	3	3
4	6 th February, 2012	3	3

The objective of the Audit Committee is to assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

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

- Reviewing the financial reports and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed in the reports.
- Recommending the appointment and removal of external auditors, fixation of audit fee and other payments.
- Reviewing the financial statements and draft audit report, including quarterly/half yearly financial information.
- Reviewing with management the quarterly and annual financial statements before submission to the Board focusing primarily on:
 - any changes in accounting policies and practices;
 - major accounting entries based on exercise of judgment by management;
 - qualifications in draft audit report;
 - significant adjustments arising out of audit;
 - the going concern assumption;
 - compliance with accounting standards;
 - compliance with stock exchange and legal requirements concerning financial statements;
 - related party transactions as per Accounting Standard 18;
 - reviewing the Company's financial and risk management policies;
 - disclosure of contingent liabilities

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- Reviewing with the management and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit charter, approval of the audit plan and its execution, coverage and frequency of internal audit and discussions with internal auditors of any significant findings and follow-up thereon.

4. Details of Remuneration and other terms of appointment of Directors

No directors are paid any salary or perquisites. The non-executive directors are paid sitting fees at the rate of ₹2,500 for attending each meeting of the Board. The Audit Committee members are paid sitting fees at the rate of ₹1,500 for attending each meeting of the Audit Committee. No sitting fees are paid for attending Shareholders'/Investors' Grievances Committee meetings. The details of remuneration of the Directors during the year ended 31st March, 2012 are as follows:

Name of the Director	Sitting Fees (including for Audit Committee Meetings)	Service contract/Notice period
Ms. Komal C Wazir	NIL	Non-retiring
Mr. Sanjeev Jain	10,000	Retirement by rotation
Mr. Ravindra K Raje	18,500	Retirement by rotation
Mr. G S Nayak	18,500	Retirement by rotation
Mrs. Drushti Desai	14,500	Retirement by rotation
Total	61,500	

The Company has not given any stock options or performance linked incentive to its Directors.

5. Shareholders'/Investors' Grievances Committee

The Shareholders'/Investors' Grievances Committee of the Company consists of the following Directors:

Mrs. Komal C Wazir – Chairperson

Mr. Sanjeev Jain – Member

Mr. R K Raje – Member

Mr. G S Nayak – Member

Mr. Rugved Khatu, Company Secretary is designated as Compliance Officer for complying with the requirements of SEBI regulations and the Listing Agreements with the Stock Exchanges in India and overseeing the investors' grievances. The Board has delegated the power of approving transfer of shares/issue of duplicate share certificates etc. to the Shareholders'/Investors' Grievances Committee.

During the year a total of 18 complaints were received. All the complaints were resolved to the satisfaction of the shareholders. As on 31st March, 2012 no request for share transfer or dematerialization was pending for approval.

6. General Body Meetings

Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:

Year	Venue	Date & Time	Special Resolutions
2008-09	Hotel Tirupati, Plot No. 1248, Marol Village, Marol Maroshi Road, Andheri (East), Mumbai-400 059	25 th September, 2009 at 10.30 a.m.	Keeping the Register of Members, Index of Members, etc. at the office of the Registrar and Share Transfer Agents, viz. M/s Sharepro Services (India) Pvt. Ltd., at 13 AB Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai – 400 072 instead of the Registered Office of the Company
2009-10	The All India Plastics Manufacturers' Association, AIPMA House, A-52, Road No.1, M.I.D.C, Marol, Andheri (East), Mumbai-400 093	20 th September, 2010 at 9.30 a.m.	None
2010-11	Hotel Kohinoor Continental, Andheri - Kurla Road, Andheri (East), Mumbai - 400 059	22 nd September, 2011 at 10.00 a.m.	None

In addition to the Annual General Meeting, the Company holds Extraordinary General Meeting of the Shareholders as and when the need arises.

No Postal Ballot was conducted during the year. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through Postal Ballot.

7. Disclosures**a. Disclosure on materially significant transactions with related parties viz. Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large**

None of the transactions with any of the related parties were in conflict with the interests of the Company, as all related party transactions are on arms length basis and in the best interests of the Company. Attention of the Shareholders is drawn to the disclosures of transactions with related parties set out in Notes to Accounts Note 26 forming part of the Annual Report.

b. As the Company does not have a CEO/CFO, two Directors have certified to the Board in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO/CFO certification for the year ended 31st March, 2012.**c. Details of non-compliance by the Company, penalties or 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**

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years.

8. Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are sent to Stock Exchanges immediately after they are approved by the Board. These are normally published in the newspapers viz. Free Press Journal and Navshakti in accordance with requirements of the Listing Agreement. The said financial results and official news release are displayed on the website of Bombay Stock Exchange viz. www.bseindia.com.

Annual Results: Annual Report containing inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report, Notice of Annual General Meeting with explanatory notes and other important annexure/ information is circulated to members and others entitled thereto.

9. General Shareholder's Information **Annual General Meeting**

Day & Date : Friday, 14th September, 2012
Time : 10 a.m.
Venue : Sveda Banquets, Sagar Tech Plaza Complex,
Third floor, Andheri Kurla Road, Saki Naka Junction, Mumbai- 400072

 Financial Calendar

Financial Year : 1st April to 31st March

For the financial year 2012-13, results are expected to be announced as follows:

First Quarter Results	By mid of August, 2012
Second Quarter Results/Half yearly Results	By mid of November, 2012
Third Quarter Results	By mid of February, 2013
Annual Results for the year ending on 31 st March, 2013	By the end of May 2013

 Book Closure period : 7th September, 2012 to 14th September, 2012 (Both days inclusive) **Listing of Shares**

The Company's equity shares are listed on the following Stock Exchanges

1. Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Scrip Code: "500450"; Company Symbol: MPILCORPL
2. The Pune Stock Exchange Limited, Shivleela Chambers, 752 Sadashiv Peth, R B Kumthekar Marg, Pune – 411 030
Scrip Code: "5331"; Company Symbol: MTPL
3. The Calcutta Stock Exchange Association Ltd., 7, Lyons Range, Kolkata – 700 001 (under de-listing)
Scrip Code: (Demat) "10023505"; Company Symbol: MPILCOR
Scrip Code: (Physical) "23505"; Company Symbol: MPILCOR

 ISIN No.: INE844C01027

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❑ Stock Market Data

The high and low market prices and the volume of equity shares of the Company traded during the Financial Year 2011-2012 at the Bombay Stock Exchange (BSE) were as under:

Months	Month's High Price (₹ per share)	Month's Low Price (₹ per share)	Volume
April 2011	75.50	49.00	11,303
May 2011	68.10	61.85	984
June 2011	71.50	64.00	3,953
July 2011	75.60	65.00	4,257
August 2011	77.25	65.00	5,077
September 2011	68.45	62.00	1,249
October 2011	68.00	67.00	475
November 2011	67.95	64.00	2,884
December 2011	67.10	49.70	1,409
January 2012	54.25	49.90	385
February 2012	76.00	56.95	1,732
March 2012	69.90	60.85	4,168

(Source BSE Website)

❑ Share price performance compared with broad based indices

		BSE
Company's Share price	As on 1.4.2011	62.50
	As on 31.3.2012	63.00
	Change	0.8%
BSE Sensex	As on 1.4.2011	19463.11
	As on 31.3.2012	17117.41
	Change	(13.70%)

❑ Registrar & Share Transfer Agents

M/s Sharepro Services (India) Pvt. Ltd., Unit: MPIL Corporation Ltd.
13 AB Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka, Mumbai – 400 072
Phone : (022) 6772 0300/400 Fax : (022) 2859 1568 Email : sharepro@shareproservices.com

Any correspondence by the Shareholders/Investors may be addressed to the Company's Registrar and Share Transfer Agents at the address given above.

Dividend declared for the last four years

Year	On Equity Shares
2008-09	Nil
2009-10	Nil
2010-11	Nil
2011-12	Nil

❑ Share Transfer System :

98.31% of the shares of the Company are in electronic form. Transfer of these shares is done through the depositories with no involvement of the Company.

Shares received for transfer in physical form are registered and returned by the Company's Registrar and Share Transfer Agent within the statutory time limit from the date of receipt of the documents, provided the documents are found in order. Shares under objections are returned within two weeks. The Board has delegated the authority for approving transfer, transmission of shares to the Shareholders'/Investors' Grievances Committee.

In compliance with the Listing Agreement/SEBI Guidelines-

- A practicing Company Secretary carries out Secretarial Audit on "Dematerialised shares and shares in Physical form" every quarter and the necessary reports issued by him are filed with the Stock Exchanges.
- The shares in Dematerialised form and Physical form tally with the issued/paid-up capital of the Company.
- A Practising Company Secretary carries out a Due Diligence survey, pertaining to share transfers, transmissions etc., every six months and necessary certificates to that effect are issued and the same are filed with the Stock Exchanges in compliance with clause 47(c) of the Listing Agreement.

□ Distribution of Shareholding & Shareholding PatternDistribution of shareholding as on 31st March, 2012

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of Total shares
From 1 to 500	2704	98.29	75033	13.13
Between 501 to 1000	25	0.91	16669	2.92
Between 1001 to 2000	8	0.29	9679	1.69
Between 2001 to 3000	7	0.25	16732	2.93
Between 3001 to 4000	2	0.07	6432	1.12
Between 4001 to 5000	1	0.04	4657	0.82
Between 5001 to 10000	1	0.04	7549	1.32
10001 and above	3	0.11	434826	76.07
Total	2751	100.00	571577	100.00

Shareholding pattern as on 31st March, 2012

Category	No. of shares held	% holding
Foreign Promoters	385606	67.46
Persons acting in concert with Promoters	34000	5.95
Institutional Investors		
a) Banks and Financial Institutions	4	0.00
b) Insurance Companies	7703	1.35
NRIs/ OCBs	43	0.01
Private Corporate Bodies	29738	5.20
Indian Public	114483	20.03
Total	571577	100.00

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

Registered officeUdyog Bhavan, 2nd Floor,
29 Walchand Hirachand Marg,
Ballard Estate,
Mumbai-400 001

The Shareholders may also address their correspondence to the Secretarial Department of the Company at the Registered Office of the Company or also at the following address. They may also email at rkraje@jumbo.net.in

□ Address for CorrespondenceThe International, 5th Floor,
16 New Marine Lines Cross Road No. 1,
Churchgate, Mumbai-400 020
Ph: (022) 22033992/ 22054196/ 22001910
Fax: (022) 22083984**□ Transfer of Unclaimed amounts to Investor Education and Protection Fund**

Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. During the financial year under review, no transfer to the IEPF had taken place.

On behalf of the Board of Directors

Place : Mumbai
Date : 11th August, 2012**Rugved Khatu**
Company Secretary**R K Raje**
Director**Sanjeev Jain**
Director

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DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Directors and employees of the Company.

We confirm that the Company has, in respect of the financial year ended 31st March, 2012, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

On behalf of the Board of Directors

Place : Mumbai
Date : 11th August, 2012

R K Raje **Sanjeev Jain**
Director Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of the conditions of Corporate Governance by MPIL Corporation Limited for the year ended 31st March, 2012, 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 the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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 generally complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For Lodha & Co.
Chartered Accountants

A.M. Hariharan
Partner
Membership No.38323
Firm Registration No. 301051E

Place : Mumbai
Date : 11th August, 2012

AUDITORS' REPORT**TO THE MEMBERS
MPIL CORPORATION LIMITED**

1. We have audited the attached Balance Sheet of MPIL Corporation Limited ("the Company") as at 31st March, 2012, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (hereinafter referred to as the "Act"), we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) We have 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, 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 Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, to the extent applicable;
 - e) On the basis of written representations received from directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director of the Company in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, 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:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For LODHA & Co.
Chartered Accountants

A. M. HARIHARAN
Partner
Membership No: 38323
Firm Registration No. 301051E

Place: Mumbai
Date: May 21, 2012

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ANNEXURE REFERRED TO IN PARAGRAPH 3 OF AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012 OF MPIL CORPORATION LIMITED.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed Assets are being physically verified at reasonable intervals, considering the size of the Company and nature of fixed assets. No discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed of any fixed assets.
- (ii) As per explanations and information given to us, the Company does not have any inventories. Therefore, the provisions of Clause 4(ii) of the Order are not applicable to the Company.
- (iii) As informed, the Company has not granted/taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. The Company has during the year, neither purchased any inventory nor sold any goods or services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) According to the information and explanations given to us, the Company has not entered into any contracts or arrangements with other parties, which need to be entered in the register maintained under Section 301 of the Act.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any public deposits under the provisions of the Section 58A and 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 1975.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
- (viii) According to the information and explanations given to us, the Company is not required to prepare and maintain the cost records under Section 209(1)(d) of the Act.
- (ix) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable *except an amount of Rs.16,650 payable to Investor Education and Protection Fund for want of appropriate details.*
- (b) According to the records of the Company, there are no dues in respect of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty, Cess which have not been deposited.
- (x) The Company has no accumulated losses as at end of the financial year and it has not incurred cash losses in the current year but has incurred cash losses in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any bank.
- (xii) During the year, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) The Company is not carrying the business of dealing or trading in shares, securities, debentures and other investments. However, proper records have been maintained in respect of transactions and contracts entered into, wherever the investments are made by the Company in securities. The securities have been held by the Company in its own name.
- (xv) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long-term investments.

MPIL CORPORATION LIMITED

- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- (xix) According to the information and explanations given to us, the Company has not issued any debentures during the year or in the recent past.
- (xx) According to the information and explanations given to us, during the year or in the recent past the Company has not raised any money through public issues.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices and according to the information and explanations given to us, we have neither come across any fraud on or by the Company nor have we been informed of any such case by the management.

For LODHA & Co.
Chartered Accountants

A. M. HARIHARAN
Partner
Membership No:38323
Firm Registration No. 301051E

Place : Mumbai
Date : 21st May, 2012

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BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note No.	As at 31st March, 2012 ₹	As at 31st March, 2011 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	2	5,715,770	5,715,770
(b) Reserves and Surplus	3	135,986,233	135,120,832
Current Liabilities			
(a) Short Term Borrowings	4	-	438,061
(b) Trade Payables	5	2,680,739	2,460,103
(c) Short Term Provisions	6	1,048,992	1,011,970
(d) Other Current Liabilities	7	1,536,067	1,454,846
TOTAL		146,967,801	146,201,582
ASSETS			
Non Current Assets			
(a) Fixed Assets			
Tangible Assets	8	22,635,285	24,407,332
(b) Long Term Loans and Advances	9	2,007,701	2,546,770
Current Assets			
(a) Current Investments	10	35,386,676	73,300,000
(b) Cash and Bank Balances	11	85,469,236	45,208,922
(c) Short Term Loans and Advances	12	135,832	288,736
(d) Other Current Assets	13	1,333,071	449,822
TOTAL		146,967,801	146,201,582
Summary of Significant Accounting Policies	1		
Notes 1-29 form an integral part of the Financial Statements			

As per our attached report of even date

For **Lodha & Co.**

Chartered Accountants

On behalf of the Board of Directors

A.M.HARIHARAN

Partner [M.No. 38323]

Place : Mumbai

Date : 21st May, 2012

RUGWED KHATU
Company Secretary

R K RAJE
Director

SANJEEV JAIN
Director

MPIL CORPORATION LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012**

Particulars	Note No.	For the year ended 31st March, 2012 ₹	For the year ended 31st March, 2011 ₹
Other Income	14	12,366,561	7,322,043
Total Revenue		12,366,561	7,322,043
Employee Benefit Expenses	15	2,144,835	2,162,994
Depreciation/Amortisation	16	1,416,639	1,420,800
Finance Cost	17	3,925	214,324
Other Expenses	18	7,265,815	6,134,223
Total Expenses		10,831,214	9,932,341
Profit/(Loss) Before Tax		1,535,347	(2,610,298)
Tax Expense:			
(1) Current Tax (MAT)		284,038	-
(2) Tax Adjustments for earlier years		-	73,795
(3) Wealth Tax		30,500	38,800
Net Profit/(Loss) for the year		1,220,809	(2,722,893)
Earnings per equity share of Face Value ₹ 10 - Basic & Diluted	27	2.14	(4.76)
Summary of Significant Accounting Policies	1		
Notes 1-29 form an integral part of the Financial Statements			

As per our attached report of even date

For **Lodha & Co.**

Chartered Accountants

On behalf of the Board of Directors

A.M.HARIHARAN
Partner [M.No. 38323]

Place : Mumbai

Date : 21st May, 2012

RUGWED KHATU
Company Secretary

R K RAJE
Director

SANJEEV JAIN
Director

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

₹

Particulars	For the year ended 31.03.2012	For the year ended 31.03.2011
A. Cash flow from Operating Activities		
Profit/(Loss) before tax	1,535,347	(2,610,298)
<u>Non Cash Adjustments to reconcile profit before tax to net cash flow</u>		
Depreciation/Amortisation	1,416,639	1,420,800
Provisions no longer required written back	-	(929,698)
Profit on Sale of Units of Mutual Fund (Current Investment)	(6,863,799)	(2,697,755)
Interest expenses	3,925	214,324
Interest income	(4,240,762)	(2,894,637)
Operating Profit/(Loss) before Working Capital changes	(8,148,650)	(7,497,264)
Movements in Working Capital		
Increase/(Decrease) in Short Term Provisions	37,022	165,556
Increase/(Decrease) in Other Current Liabilities	281,357	928,335
Decrease/(Increase) in Other Current Assets	(740,346)	81,041
Cash used in Operating Activities	(8,570,617)	(6,322,332)
Direct taxes Paid/(Refund)	(255,031)	255,353
Net cash used in Operating Activities (A)	(8,315,586)	(6,577,685)
B. Cash Flow from Investing Activities		
Purchase of Current Investments	(19,999,750)	(54,000,000)
Proceeds from Sale of Current Investments	64,776,873	52,697,755
Interest Received	4,240,762	2,444,815
Net cash used in Investing Activities (B)	49,017,885	1,142,570
C. Cash Flow from Financing Activities		
Repayments of borrowings (Net)	(438,061)	(2,439,093)
Interest paid	(3,925)	(203,324)
Net cash from Financing Activities (C)	(441,985)	(2,642,417)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	40,260,314	(8,077,532)
Cash and cash equivalents at the beginning of the year	45,208,922	53,286,454
Cash and cash equivalents at the end of the year	85,469,236	45,208,922

As per our attached report of even date

For **Lodha & Co.**

Chartered Accountants

On behalf of the Board of Directors

A.M.HARIHARAN
Partner [M.No. 38323]

Place : Mumbai

Date : 21st May, 2012

RUGWED KHATU
Company Secretary

R K RAJE
Director

SANJEEV JAIN
Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012**Note: 1****SIGNIFICANT ACCOUNTING POLICIES****1.1) BASIS OF PREPARATION**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of the Companies Act, 1956.

The Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities. All expenses and income to the extent considered payable and receivable, respectively, with reasonable certainty are accounted for on accrual basis.

1.2) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

1.3) FIXED ASSETS

Tangible Fixed Assets are stated at cost of acquisition less depreciation and adjusted by revaluation in case of certain assets. Depreciation on all assets is provided on the Straight Line Method at the rates and in the manner specified in the Schedule XIV to the Companies Act, 1956. Leasehold Improvements are amortised over a period of 60 months. In respect of revalued assets, the incremental depreciation attributable to the revalued amount is transferred from the Revaluation Reserve. In case, the recoverable amount of the fixed assets is lower than its carrying amount, a provision is made for the impairment loss.

1.4) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction and subsequent gains/losses are recognized on realization/updation. Year-end monetary assets and liabilities are translated at year-end exchange rates and the resultant translation gains/losses are recognized in the statement of profit and loss.

1.5) EMPLOYEE BENEFITS

Short term Employee Benefits are estimated and provided for. Post-employment benefits and other Long term Employee Benefits are treated as follows:

Defined Benefits Plans:

- (a) Gratuity: Provision for Gratuity is made on the basis of actuarial valuation on projected Unit Credit Method as at the end of the year.
- (b) Long term compensated absences: Provision for Leave encashment is made on the basis of actuarial valuation as at the end of the year.

Actuarial gains/losses at the end of the year accrued to the defined benefit plans are credited/charged to Statement of Profit & Loss for the respective financial year and are not deferred.

1.6) INVESTMENTS

Long term Investments are carried at cost. A provision is made for diminution other than temporary on an individual investment basis. Current Investments are carried at lower of cost or fair/market value on a category basis. (e.g. Investment in Mutual Fund, Shares).

1.7) INCOME TAX

Provision for current tax is made on the basis of relevant provisions of the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual or reasonable certainty that these would be realized in future.

1.8) LEASES

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vests with the lessor, are recognized as operating lease. Lease rentals under operating lease are recognized in the statement of profit and loss on a straight-line basis.

1.9) BORROWING COSTS

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as a part of cost of such assets upto the date when such assets are ready for its intended use. Other borrowing costs are charged to revenue.

1.10) PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- a) the Company has a present obligation as a result of a past event;
- b) a probable outflow of resources is expected to settle the obligation; and
- c) the amount of the obligation can be reliably estimated.

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Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, such reimbursement is recognized to the extent of provision or contingent liability as the case may be, only when it is virtually certain that the reimbursement will be received.

Contingent Liability is disclosed in the case of:

- a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation;
- a possible obligation, unless the probability of outflow of resources is remote.

Note : 2

Share Capital

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	No.	₹	No.	₹
(I) Authorised				
Equity Shares of ₹10/-each	25,000,000	250,000,000	25,000,000	250,000,000
Total	25,000,000	250,000,000	25,000,000	250,000,000
(II) Issued, Subscribed and Paid up				
Equity Shares of ₹10/- each Fully paid up	571,577	5,715,770	571,577	5,715,770
Total	571,577	5,715,770	571,577	5,715,770

(III) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Equity Shares		Equity Shares	
	No.	₹	No.	₹
Shares outstanding at the beginning of the year	571,577	5,715,770	571,577	5,715,770
Shares outstanding at the end of the year	571,577	5,715,770	571,577	5,715,770

(IV) Rights, preference and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential and other payable. The distribution will be in proportion to the number of equity shares held by the shareholders.

(V) Shares held by Holding Company and its Subsidiaries

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Equity Shares		Equity Shares	
	No.	₹	No.	₹
Jumbo Investments Ltd.-Holding Company	385,606	3,856,060	385,606	3,856,060
Dandvati Investments & Trading Co.Pvt Ltd.- Subsidiary of the Holding Company	34,000	340,000	34,000	340,000
Total	419,606	4,196,060	419,606	4,196,060

(VI) Statement of shareholders holding more than 5 percent shares

Name of Shareholders	As at 31st March 2012		As at 31st March 2011	
	No. of Shares	% Holding	No. of Shares	% Holding
Jumbo Investments Ltd.	385,606	67.46	385,606	67.46
Dandvati Investments & Trading Co.Pvt Ltd.	34,000	5.95	34,000	5.95
Total	419,606	73.41	419,606	73.41

MPIL CORPORATION LIMITED

Note : 3

₹

Reserves and Surplus	As at 31st March, 2012	As at 31st March, 2011
Securities Premium Account:		
Balance as per the last financial statements	109,258,475	109,258,475
	109,258,475	109,258,475
Revaluation Reserve:		
Balance as per the last financial statements	15,650,670	16,006,078
Less: Adjusted towards depreciation on revalued assets (refer note no.1.3)	355,408	355,408
	15,295,262	15,650,670
Surplus:		
Balance as per the last financial statements	10,211,687	12,934,580
Add/Less: Net Profit /(Loss) for the current year	1,220,809	(2,722,893)
Net Surplus in the statement of Profit and Loss	11,432,496	10,211,687
Total	135,986,233	135,120,832

Note : 4

₹

Short Term Borrowings	As at 31st March, 2012	As at 31st March, 2011
From a Bank (Secured against hypothecation of a vehicle and repaid during the year) (Rate of interest 13% p.a., repayable in 60 monthly instalments)	-	438,061
Total	-	438,061

Note : 5

₹

Trade Payables	As at 31st March, 2012	As at 31st March, 2011
Expenses Payable towards:		
Rent	1,554,277	1,374,945
Repairs & Maintenance	772,200	643,500
Others	354,262	441,658
Total	2,680,739	2,460,103

Note : 6

₹

Short Term Provisions	As at 31st March, 2012	As at 31st March, 2011
Provision for Employee Benefits:		
Gratuity	644,418	571,554
Leave Entitlement	404,574	440,416
Total	1,048,992	1,011,970

Note : 7

₹

Other Current Liabilities	As at 31st March, 2012	As at 31st March, 2011
Unencashed Refund Orders-Rights Issue	16,650	16,650
Unencashed Warrants -Cancellation of Shares	620,280	623,750
Statutory Dues	149,137	64,446
Others	750,000	750,000
Total	1,536,067	1,454,846

₹

Fixed Assets-Tangible	GROSS BLOCK AT COST/BOOK VALUE			DEPRECIATION/AMORTISATION				NET BLOCK		
	As at 01.4.2011	Additions	Deductions	As at 31.3.2012	Upto 31.3.2011	Additions	Deductions	Upto 31.3.2012	As at 31.3.2012	As at 31.3.2011
Buildings(Owned)*	22,409,735	-	-	22,409,735	6,356,110	367,687	-	6,723,797	15,685,938	16,053,625
Leasehold Improvements	11,109,821	-	-	11,109,821	11,109,821	-	-	11,109,821	-	-
Furnitures & Fixtures & Office Equipments	9,394,390	-	-	9,394,390	8,358,611	133,404	-	8,492,015	902,375	1,035,779
Vehides	13,378,464	-	-	13,378,464	6,060,536	1,270,956	-	7,331,492	6,046,972	7,317,928
Total	56,292,410	-	-	56,292,410	31,885,078	1,772,047	-	33,657,125	22,635,285	24,407,332
Previous Year	56,292,410	-	-	56,292,410	30,108,870	1,776,208	-	31,885,078	24,407,332	

*** Notes:**

- a) Cost of Buildings includes ₹250 (previous year ₹250) being cost of shares in a co-operative housing society.
- b) The Company had revalued the Buildings as on 31.3.1993 based on independent Valuer's report and the net increase was credited to Revaluation Reserve Account. The revalued amount of ₹22,171,368 (previous year ₹22,171,368) stands substituted for historical cost of ₹367,340 (previous year ₹3,67,340)

MPIL CORPORATION LIMITED

Note: 9

₹

Long Term Loans and Advances	As at 31st March, 2012	As at 31st March, 2011
(Unsecured, Considered Good)		
Security Deposit	150,000	150,000
Other Loans and Advances (refer Note No.20)	500,000	500,000
Advance Tax /TDS (Net of provision ₹402613; Previous year ₹118575)	1,357,701	1,896,770
Total	2,007,701	2,546,770

Note : 10

₹

Current Investments	As at 31st March, 2012	As at 31st March, 2011
Non Trade, Unquoted		
A. Equity shares of ₹10 each		
NIL (Previous year 200,000) of Phonegarage.Com India Pvt. Ltd.	-	2,000,000
Less: Provision for Diminution	-	(1,300,000)
	-	700,000
B. Investments in Mutual Funds		
Templeton India Income Opportunities Fund (Growth) [NIL (Previous Year 1,829,682) units of Face Value ₹10 each; Net Asset value (NAV) ₹NIL (Previous year ₹20,068,503)]	-	18,600,000
ICICI Prudential Regular Savings Fund - Growth [2,440,201.139 (Previous Year 4,213,093.3030) units of face value ₹10 each; NAV ₹27,266,807.53 (Previous Year ₹43,165,247)]	25,386,826	42,500,000
Birla Sun Life Fixed Term Plan Series CN - Growth [NIL (Previous Year 1000000) units of face value ₹10 each; NAV ₹NIL (Previous Year ₹10,171,700)]	-	10,000,000
Reliance Regular Savings Fund-Debt 708,179.5970 (Previous year NIL) units of Face value of ₹10 each NAV ₹10,201,397.91 (Previous year NIL)	9,999,850	-
SBI Debt Fund Series 370 days 10 - Growth [NIL (Previous Year 150,000) units of face value ₹10 each; NAV ₹NIL (Previous Year ₹1,520,730)]	-	1,500,000
	35,386,676	72,600,000
Aggregate of Unquoted Investments	35,386,676	73,300,000
Basis of valuation: refer note no.1.6		

Note : 11

₹

Cash and Bank Balances	As at 31st March, 2012	As at 31st March, 2011
a) Cash & Cash Equivalents:		
Cash on hand	32,377	39,458
Balance with banks :		
In current accounts	1,663,319	694,394
b) Other Bank Balances:		
Fixed Deposits maturing in more than 3 months but less than 12 months	83,773,540	44,475,070
Total	85,469,236	45,208,922

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Note: 12

₹

Short Term Loans and Advances	As at 31st March, 2012	As at 31st March, 2011
Loan to employees	58,000	94,000
Other Advances	77,832	194,736
Total	135,832	288,736

Note: 13

₹

Other Current Assets	As at 31st March, 2012	As at 31st March, 2011
Interest Receivable	1,333,071	449,822
Total	1,333,071	449,822

Note : 14

₹

Other Income	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Interest Income	4,240,762	2,894,637
Business Support Service	600,000	300,000
Rent Income	360,000	325,000
Profit on Redemption of Mutual Funds (Current Investments)	6,863,799	2,697,755
Miscellaneous Income	302,000	174,953
Liabilities/Provisions no longer required written back	-	929,698
Total	12,366,561	7,322,043

Note : 15

₹

Employee Benefit Expenses	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Salaries, Wages and Bonus	2,068,975	2,058,349
Gratuity	72,864	91,654
Staff welfare	2,996	12,991
Total	2,144,835	2,162,994

Note : 16

₹

Depreciation/Amortisation	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Depreciation on tangible assets	1,772,047	1,776,208
Less: Utilisation of Revaluation Reserve	355,408	355,408
Total	1,416,639	1,420,800

Note : 17

₹

Finance Cost	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Interest on borrowings	3,925	214,324
Total	3,925	214,324

MPIL CORPORATION LIMITED

Note : 18

₹

Other Expenses	For the year ended 31st March, 2012	For the year ended 31st March, 2011
Electricity Charges	364,661	361,104
Repairs & Maintenance- Building	254,148	250,251
Repairs - Others	116,146	208,652
Rent, Rates & Taxes	358,384	368,386
Vehicle Expense	758,168	830,183
Travelling and Conveyance	199,197	272,453
Telephone and Telex	371,511	695,477
Legal & Professional Charges	3,351,954	900,163
Security service Charges	686,191	632,157
Auditors' Remuneration	126,797	96,701
Directors' Sitting Fees	61,500	47,500
Share Registrar Charges	87,564	86,072
Housekeeping Expenses	250,248	216,103
Miscellaneous Expenses	279,346	1,169,021
Total	7,265,815	6,134,223

Note : 19

Contingent Liabilities not provided for in respect of:

₹

	As at 31st March, 2012	As at 31st March, 2011
Claims against the Company not acknowledged as debts:		
Claims by		
a) Vendors and Service Providers	23,488,414	19,953,422
b) Workers/Staff Members	1,161,309	1,094,205
c) Income Tax (excluding interest demands leviable, if any)	818,477	818,477
d) Company's petitions are pending with various Courts against eviction of premises and claims for mense profits by the landlord of a leasehold premises occupied by the Company. Amount not ascertainable as the matter is sub-judice.		

Note : 20

Other Commitments:

₹

	As at 31st March, 2012	As at 31st March, 2011
Estimated amount of contracts to be executed on Capital account [net of advances of ₹500,000] (Previous year ₹500,000)*	7,750,000	7,750,000

* The Company entered into a Memorandum of Understanding ("MoU") with Watumull Trust ("Vendor") on 12th April 2006 for purchase of the office premises at Udyog Bhavan, Ballard Estate, Mumbai. However, the Vendor has disputed the MoU; a legal suit has been filed by the Company in February, 2008 against the Vendor in the High Court Judicature of Bombay.

Note : 21

Deferred Tax Assets arising from timing difference are not recognized as a matter of prudence.

Note : 22

Auditors' Remuneration:

₹

	2011-12	2010-11
Audit Fees	60,000	35,000
Certification and other matters	40,000	40,000
Out of pocket expenses (including service tax 13,306; Previous Year 9,031)	26,797	21,701
Total	126,797	96,701

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Note : 23

The Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures in this respect have not been given. This has been relied upon by the auditors.

Note : 24

In the opinion of the management, any assets other than fixed assets and non-current investments have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. Provision for depreciation and all known liabilities is adequate and not in excess of what is required.

Note : 25

The Company has determined the liability for Employee Benefits as at March 31, 2012 in accordance with the revised Accounting Standard 15 - Employee Benefits prescribed in Companies (Accounting Standards) Rules, 2006.

Defined benefit plans – Gratuity as per Actuarial Valuation

Particulars	2011-12	2010-11
A Expenses Recognized in the Statement of Profit & Loss Account		
1 Current Service Cost	46,767	44,499
2 Interest Cost	47,153	39,952
3 Expected Return on Plan Assets	NIL	NIL
4 Net Actuarial (Gain)/Loss recognized for the period	(21,056)	7,563
5 Expenses recognized in statement of P&L A/c	72,864	91,654
B Net Asset/(Liability) recognized in the Balance Sheet		
1 Present Value of Obligation	644,418	571,554
2 Fair Value of Plan Assets	NIL	NIL
3 Funded Status	NIL	NIL
4 Net Assets/(Liability) recognized in the Balance Sheet	644,418	571,554
C Changes in present value of obligations		
1 Present Value of Obligation as at 1 st April	571,544	479,900
2 Interest Cost	47,153	39,952
3 Current Service Cost	46,767	44,499
4 Benefits Paid	NIL	NIL
5 Actuarial (Gain)/Loss on Obligation	(21,056)	7,563
6 Present Value of Obligation as on 31 st March	644,418	571,554
D Actuarial (Gain)/Loss Recognized		
1 Actuarial (Gain)/Loss for the period (Obligation)	(21,056)	7,563
2 Actuarial (Gain)/Loss for the period (Plan Assets)	NIL	NIL
3 Total (Gain)/Loss for the period	(21,056)	7,563
4 Actuarial (Gain)/Loss recognized for the period	(21,056)	7,563
E Movements in the Liability recognized in Balance Sheet		
1 Opening Net Liability	571,554	479,900
2 Expenses recognized in Statement of Profit & Loss	72,864	91,654
3 Contribution paid	NIL	NIL
4 Benefits paid	NIL	NIL
5 Closing Net Liability	644,418	571,554
F Principal Actuarial Assumptions		
1 Mortality	LIC (1994-96) Ult	LIC (1994-96) Ult
2 Discount Rate	8.75%	8.25%
3 Rate of Increase in Compensation	7%	8.25%

Note : 26

Related party disclosures:

(a) List of related parties:

(i) Parties where control exists:

- Jumbo World Holdings Limited (Ultimate Holding Company)
- Jumbo Investments Limited (Immediate Holding Company)
- Jumbo World Holdings (India) Pvt. Ltd.(Fellow Subsidiaries)

(ii) Other Associates with whom the Company has entered into transactions during the year:

- Narmada Gelatines Limited
- Dandvati Investments & Trading Company Pvt. Ltd.

(b) Details of transactions during the year with related parties and balances at year-end:

₹

Particulars	2011-12	2010-11
1 Transactions during the year		
(a) Recovery of Expenses		
Narmada Gelatines Ltd	159,009	82,129
(b) Other non-operating income		
Narmada Gelatines Ltd	960,000	625,000
(c) Unsecured Loans Taken (interest free)		
Dandvati Investments & Trading Co. Pvt. Ltd.	NIL	300,000
2 Investments		
Phonegarage.com India Pvt. Ltd. - Provision for diminution in investments no longer required written back	NIL	699,999
3 Balances at the year end		
Narmada Gelatines Ltd. (Maximum amount receivable during the year ₹57,832; Previous Year ₹31,980)	57,832	26,846
Dandvati Investments & Trading Company Pvt. Ltd. (Maximum amount due during the year ₹Nil; Previous Year ₹300,000)	NIL	NIL

(c) No amount pertaining to related parties has been provided for as doubtful debts/advances or written off/written back during the year, other than what is stated above.

(d) Other related parties:

Aasman Management Services Pvt. Ltd.; Alfamont (Mauritius) Ltd.; Camry International FZE; Derby Electricals (India) Pvt. Ltd.; Firestorm Electronics Corporation Pvt. Ltd.; GWL Properties Ltd.; Harshit Finlease & Investments Pvt. Ltd.; Jerom Trading & Investment Pvt. Ltd.; Jumbo Electronics Company Ltd. (LLC); Jumbo Electronics Corporation Pvt. Ltd.; Orson Video (P) Ltd.; Phonegarage.com India Pvt. Ltd.; Primo Enterprises Pvt. Ltd.; SMN Engineers Ltd.; Solvin International Ltd.; Starfire Investments Ltd.; Wizer Advertising Pvt. Ltd.

All the above companies are controlled directly/indirectly by the heirs of Late Mr. M R Chhabria, through Jumbo World Holdings Limited and its various subsidiary/associate companies.

Note : 27

The computation of basic and diluted Earnings per Share:

	2011-12	2010-11
Profit/(Loss) after Tax ₹	1,220,809	(2,722,893)
Weighted average number of equity shares (Nos.)	571,577	571,577
Nominal value of share ₹	10	10
Basic and diluted Earnings Per Share ₹	2.14	(4.76)

Note : 28

The Company has not carried out any manufacturing activity during the year and therefore no separate segment reporting required as per Accounting Standard 17 (Segment Reporting).

Note : 29

Current year's financial statements have been presented in accordance with the Revised Schedule VI. Previous year's figure have been re-grouped/re-arranged wherever necessary to conform to current year's classification.

**Signatures to Notes 1 to 29
On behalf of the Board of Directors**

RUGWED KHATU
Company Secretary

R K RAJE
Director

SANJEEV JAIN
Director

Place : Mumbai

Date : 21st May, 2012

MPIL CORPORATION LIMITED

REGISTERED OFFICE: UDYOG BHAVAN, 2ND FLOOR, 29 WALCHAND HIRACHAND MARG,
BALLARD ESTATE, MUMBAI – 400 001
Tel: (022) 22033992/22054196/22001910 Fax: (022) 22083984
E-mail: rkraje@jumbo.net.in

IMPORTANT COMMUNICATION TO MEMBERS

Date: _____

Dear Members,

Sub: Request for E-mail ID

The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in Corporate Governance" (Circular No. 14/2011 dated 21st April 2011 and Circular No. 18/2011 dated 29th April 2011) allowing paperless compliance by companies through electronic mode. Companies are now permitted to send notices and other documents to their shareholders through electronic mode to the registered e-mail addresses.

We welcome this move of the MCA which has empowered us to contribute to the "Green Initiative" by reducing paper consumption. Further, this will ensure timely receipt of documents and avoid loss of documents in postal transit.

We propose to send all documents to be sent to the Shareholders like General Meeting Notices including the AGM, Annual Report etc. to our shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories.

Please note that the physical copies of the Annual Report of the Company will be available for inspection during the office hours at the Registered Office of the Company.

Further, please also note that as a valued shareholder, you are always entitled to request and receive, free of cost, a printed copy of the annual report of the Company and all other documents/communications as per the provisions of the Companies Act, 1956.

To support the Green Initiative of the Government in full measure, Members are requested to register their e-mail addresses so that notices/documents including the Annual Report can be received by them through e-mail, a faster and economical option.

Members holding shares in electronic (demat) form are requested to fill up the e-mail registration form and register their e-mail IDs with the concerned Depository Participants. Members holding shares in physical form are requested to fill up the said form and submit it to the Company's Share Registrars and Share Transfer Agents at following address:

Sharepro Services (India) Private Limited,
Unit: MPIL Corporation Ltd.
13 AB, 2nd Floor, Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Andheri Kurla Road, Sakinaka,
Mumbai – 400 072
Phone : (022) 6772 0300/400 Fax : (022) 2859 1568
Email : sharepro@shareproservices.com

We are sure, that as a responsible citizen, you will whole-heartedly support this 'Green Initiative' introduced by MCA and assist the Company in implementing the same.

Thanking you,

Yours faithfully,

For **MPIL CORPORATION LIMITED**

RUGWED KHATU

Company Secretary

MEMBERS E-MAIL ID REGISTRATION FORM

To

M/s Sharepro Services (India) Private Limited
Unit: MPIL Corporation Ltd.
13 AB, 2nd Floor, Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Andheri Kurla Road, Sakinaka,
Mumbai – 400 072

I hereby give my consent to receive all the notices/documents including Annual Report in the email address given below:

Name	
Address	
Folio No./Client ID	
No. of shares held	
Email ID	

Signed this.....day of.....2012

Signature of the Member

MPIL CORPORATION LIMITED

REGISTERED OFFICE: UDYOG BHAVAN, 2ND FLOOR, 29 WALCHAND HIRACHAND MARG,
BALLARD ESTATE, MUMBAI – 400 001

PROXY FORM

DP ID : **FOLIO NO.** :

CLIENT ID : **NO. OF SHARES** :

I/We.....of.....
in the district of being a member/members of MPIL Corporation Limited hereby appoint
..... of in the district of or failing him/
her..... of in the district of as my/our proxy
to vote for me/us and on my/our behalf at the 53rd ANNUAL GENERAL MEETING of the Company to be held on 14th September,
2012 at Sveda Banquets, Sagar Tech Plaza Complex, Third floor, Andheri Kurla Road, Saki Naka Junction, Mumbai- 400072
at 10:00 a.m.

Affix
₹1
Revenue
Stamp

Signed this day of 2012

Signature(s)

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

MPIL CORPORATION LIMITED

REGISTERED OFFICE: UDYOG BHAVAN, 2ND FLOOR, 29 WALCHAND HIRACHAND MARG,
BALLARD ESTATE, MUMBAI - 400 001

ATTENDANCE SLIP

53rd Annual General Meeting, 14th September, 2012

DP ID : **FOLIO NO.** :

CLIENT ID : **NO. OF SHARES** :

I certify that, I am a registered shareholder/Proxy for the registered shareholder of the Company.

I hereby record my presence at the 53rd ANNUAL GENERAL MEETING of the Company held on 14th September, 2012 at Sveda Banquets, Sagar Tech Plaza Complex, Third floor, Andheri Kurla Road, Saki Naka Junction, Mumbai- 400072 at 10:00 a.m.

Member's/Proxy's Name in BLOCK Letters

Member's/Proxy's Signature(s)

Note: Please fill in this Attendance Slip and hand it over at the Entrance of the meeting venue.

BOOK - POST

If undelivered, please return to:

MPIL CORPORATION LIMITED

Udyog Bhavan, 2nd floor, 29 Walchand Hirachand Marg,
Ballard Estate, Mumbai – 400 001