

MPIL CORPORATION LIMITED

**ANNUAL REPORT
2012 - 13**



MPIL CORPORATION LIMITED

ANNUAL REPORT 2012 - 13

Board of Directors

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

Company Secretary

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.

CONTENTS	PAGES
Notice	1 - 3
Directors' Report	4 - 5
Report on Corporate Governance	6 - 12
Auditors' Report	13 - 15
Balance Sheet	16
Statement of Profit & Loss	17
Cash Flow	18
Notes to Financial Statements	19 - 27

NOTICE

NOTICE is hereby given that the fiftyfourth Annual General Meeting of the Members of MPIL Corporation Limited will be held on Wednesday, 4th September, 2013 at Sveda Banquets, Sagar Tech Plaza Complex, Third floor, Andheri Kurla Road, Saki Naka Junction, Mumbai- 400 072 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, 2013 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 Mrs. Drushti R Desai, 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.

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

Place : Mumbai
Date : 30th May, 2013

Rugwed Khatu
Company Secretary

Registered Office:

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

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 28th August, 2013 to 4th September, 2013 (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 to their respective Depository Participant in case of shares held in electronic form or 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.
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.

ANNUAL REPORT 2012-13

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.

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

Place : Mumbai
Date : 30th July, 2013

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	Drushti R Desai
Date of Birth	March 6, 1973
Appointed on	January 1, 2010
Qualification	B.Com, FCA
Expertise in specific functional areas and past experience	Drushti Desai is a practicing Chartered Accountant and a partner in Banshi S. Mehta & Co. and has experience in the field of taxation and audit.
Directorship in other companies	MT Educare Ltd. Kruti Finance and Holdings Pvt. Ltd.
Memberships/Chairmanships or committees across public companies	<u>Audit Committee</u> MPIL Corporation Ltd. – Member MT Educare Ltd. – Chairperson
Shareholding	Nil

ANNUAL REPORT 2012-13

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 54th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2013.

SUMMARISED FINANCIAL RESULTS

	(₹ Lacs)	
	Year ended 31.03.2013	Year ended 31.03.2012
Income	95.44	123.67
Less: Expenditure	89.73	108.62
Profit/(Loss) before Tax	5.71	15.05
Provision for Taxation:		
Current Tax	1.09	2.84
Tax Adjustments for earlier years	0.04	1.13
Profit/(Loss) after Tax	4.58	12.21
Balance brought forward from last year	114.32	102.11
Profit/(Loss) carried to Balance Sheet	118.90	114.32

REVIEW OF OPERATIONS

During the year under review, the Company earned a profit of ₹ 4.58 lacs as compared to a profit of ₹ 12.21 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, Mrs. Drushti Desai, Director retires by rotation, and being eligible, offers herself 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, 2013, 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, 2013 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, 2013 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 ₹ 95.44 lacs primarily on account of interest income. After providing for Depreciation and Income Tax, the profit for the year under review after tax was ₹ 4.58 lacs.

OUTLOOK

2012 has been a challenging year for the economy. The Indian Economy has experienced its worst slowdown in nearly a decade on the back of global contractionary headwinds, domestic macro-economic imbalances and policy reversals on the fiscal front. Indian economy has had an estimated growth of 5% in 2012-13 as compared to the 6.2% in 2011-12. It is to be noted that India's GDP grew by 9.3% in 2010-11. Thus, the growth rate has nearly halved in just three years. The government has forecasted a growth of 6.1%-6.7% for the year 2013-14, whilst the RBI expects the same to be at 5.7%. In late 2012, the Indian Government announced reforms and deficit reduction measures to reverse India's slowdown. The outlook India's medium-term growth is positive due to a young population and corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. As per the latest India Development Update of the World Bank, Indian economy would grow by 6.1% in 2013-14 on account of robust domestic demand, strong savings and investment rate.

The IMF, in its update of World Economic Outlook, lowered the world GDP growth projections by 0.1% each for 2013 and 2014 as compared to the October 2012 projections. This is on account of downside risks that continue in light of renewed setbacks in the Euro area and continued risks of excessive fiscal consolidation in the United States. In particular, the Euro-zone faced considerable fiscal strain in the face of an austerity driven recession during 2012. This makes the global environment in the coming years more uncertain and exporters might find it more challenging. 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, specifically opportunities arising out of recent changes of FDI norms in retail and various sectors.

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 : 30th May, 2013

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	Komal Chhabria Wazir
Non-Executive Non-Independent Directors	Sanjeev Jain Ravindra K Rajee
Non-Executive Independent Directors	G S Nayak 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, 2013 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, 2013 in various companies is given below:

Name of Director	No. of Other Directorships*	No. of Committees of which he/she is a member	No. of Committees of which he/she is Chairperson	Attendance	
				Board Meetings	Last AGM (14.9.2012)
Komal Chhabria Wazir	-	1	1	Nil	No
Sanjeev Jain	2	3	-	3	Yes
Ravindra K Rajee	3	5	1	4	Yes
G S Nayak	-	2	1	4	Yes
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 re-appointed, nature of his/her 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:

Mrs. Drushti Desai, aged 41 years, is a practicing Chartered Accountant and a partner in Bansi S. Mehta & Co. and has experience in the field of taxation and audit. Apart from being a director on the Board of MPIL Corporation Limited, she is the director on the Board of Kruti Finance and Holdings Private Limited and MT Educare Ltd. She does not hold any shares in the Company as on 31st March, 2013.

B. Board Meetings held during the year

Four meetings of the Board of Directors were held during the year ended 31st March, 2013, 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	21 st May, 2012	5	4
2	11 th August, 2012	5	3
3	31 st October, 2012	5	4
4	5 th February, 2013	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 LLB.

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	G S Nayak	4
2	Ravindra K Raje	4
3	Drushti Desai	4

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	21 st May, 2012	3	3
2	11 th August, 2012	3	3
3	31 st October, 2012	3	3
4	5 th February, 2013	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 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.
- 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;

ANNUAL REPORT 2012-13

- 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

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, 2013 are as follows:

Name of the Director	Sitting Fees (including for Audit Committee Meetings) ₹	Service contract/Notice period
Komal C Wazir	NIL	Non-retiring
Sanjeev Jain	7,500	Retirement by rotation
Ravindra K Raje	16,000	Retirement by rotation
G S Nayak	16,000	Retirement by rotation
Drushti Desai	16,000	Retirement by rotation
Total	55,500	

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 four Directors viz., Mrs. Komal C Wazir, Mr. Sanjeev Jain, Mr. R K Raje and Mr. G S Nayak.

Mrs. Komal C Wazir is the Chairperson of the Committee.

Mr. Rugved Khatau, 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 3 complaints were received. All the complaints were resolved to the satisfaction of the shareholders. As on 31st March, 2013 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
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
2011-12	Sveda Banquets, Sagar Tech Plaza Complex, Third floor, Andheri Kurla Road, Saki Naka Junction, Mumbai-400 072	14 th September, 2012 at 10.00 a.m.	Amendment of Articles of Association (AOA) of the Company for the purpose of incorporating the enabling provisions relating to "Green Initiative in the Corporate Governance" and deletion of irrelevant clauses in old AOA in the context of Company's current operations.

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 24 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, 2013.**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 : Wednesday, 4th September, 2013
Time : 10 a.m.
Venue : Sveda Banquets, Sagar Tech Plaza Complex,
Third floor, Andheri Kurla Road,
Saki Naka Junction, Mumbai-400 072

□ Financial Calendar

Financial Year : 1st April to 31st March

For the financial year 2013-14, results are expected to be announced as follows:

First Quarter Results	1 st August to 14 th August 2013
Second Quarter Results/Half yearly Results	1 st November to 15 th November, 2013
Third Quarter Results	1 st February to 15 th February, 2014
Annual Results for the year ending on 31 st March, 2014	15 th May to 30 th May, 2014

□ Book Closure period: 28th August, 2013 to 4th September, 2013 (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

ANNUAL REPORT 2012-13

❑ **ISIN No.:** INE844C01027

❑ **Stock Market Data**

The high and low market prices and the volume of equity shares of the Company traded during the Financial Year 2012-13 at the Bombay Stock Exchange (BSE) were as under.

Months	Month's High Price (₹ per share)	Month's Low Price (₹ per share)	Volume
April 2012	82.00	66.00	766
May 2012	80.00	80.00	-
June 2012	88.15	83.75	504
July 2012	100.70	83.75	255
August 2012	90.30	85.90	4
September 2012	81.65	66.55	175
October 2012	74.00	63.30	959
November 2012	69.90	60.50	687
December 2012	63.00	56.00	373
January 2013	54.00	47.60	287
February 2013	48.90	47.10	822
March 2013	51.00	45.65	1,741

(Source BSE Website)

❑ **Share price performance compared with broad-based indices**

		BSE
Company's Share price	As on 1.4.2012	63.00
	As on 31.3.2013	45.65
	Change	(27.54%)
BSE Sensex	As on 1.4.2012	17429.96
	As on 31.3.2013	18835.77
	Change	8.06%

❑ **Registrar & Share Transfer Agents**

M/s Sharepro Services (India) Pvt. Ltd, Unit: MPIL Corporation Ltd.
13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane,
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
2009-10	Nil
2010-11	Nil
2011-12	Nil
2012-13	Nil

❑ **Share Transfer System**

98.32% 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 Practicing 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 Pattern**

Distribution of shareholding as on 31st March, 2013

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of total shares
From 1 to 500	2674	98.38	73813	12.91
Between 501 to 1000	23	0.85	15956	2.79
Between 1001 to 2000	7	0.26	8676	1.52
Between 2001 to 3000	6	0.22	14341	2.51
Between 3001 to 4000	2	0.07	6432	1.13
Between 4001 to 5000	2	0.07	9096	1.59
Between 5001 to 10000	1	0.04	7549	1.32
10001 and above	3	0.11	435714	76.23
Total	2718	100.00	571577	100.00

Shareholding pattern as on 31st March, 2013

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	29382	5.14
Indian Public	114839	20.09
Total	571577	100.00

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

□ **Registered office**

Udyog 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:

The International, 5th Floor,
16 New Marine Lines Cross Road No. 1,
Churchgate, Mumbai-400 020
Ph: (022) 22033992/ 22054196/ 22001910
Fax: (022) 22083984
Email: cosec@jumbo.net.in

□ **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 : 30th May, 2013

Rugved Khatu
Company Secretary

R K Raje
Director

Sanjeev Jain
Director

ANNUAL REPORT 2012-13

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, 2013, 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 : 30th May, 2013

R K Raje
Director

Sanjeev Jain
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, 2013, 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 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 : 30th May, 2013

INDEPENDENT AUDITORS' REPORT

To
The Members of MPIL Corporation Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **MPIL Corporation Limited** ('the Company') which comprise the Balance Sheet as at 31st March, 2013, Statement of Profit and Loss and the Cash Flow Statement of the Company for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of Statement of Profit and Loss, of the profit of the Company for the year then ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, 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 purpose 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 comply with the accounting standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and
 - e) on the basis of written representations received from the directors as on 31st March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For LODHA & CO.

Chartered Accountants

ICAI Firm Registration No. 301051E

A. M. Hariharan

Partner

Membership No. 38323

Place : Mumbai

Date : 30th May, 2013

ANNUAL REPORT 2012-13

ANNEXURE REFERRED TO IN PARAGRAPH "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS OF MPIL CORPORATION LIMITED ('THE COMPANY') FOR THE YEAR ENDED 31ST MARCH, 2013.

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:

1. 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, no fixed asset has been disposed off by the Company.
2. The Company does not have any inventory. Therefore, the provisions of Clause 4(ii) of the Order are not applicable to the Company.
3. The Company has not taken/granted any loan, secured or unsecured from/to companies, firms or other parties covered under the register maintained under section 301 of the Act.
4. 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 for the purchase of fixed assets and for the sale of services. The Company has during the year, neither purchased any inventory nor sold any goods. During the course of our audit, no major weaknesses have been noticed in the aforesaid internal control system.
5. According to the information and explanations given to us, we are of the opinion that the Company has not entered into any contracts or arrangements with other parties, which need to be entered in the register required to be maintained under section 301 of the Act.
6. No deposits within the meaning of Section 58A and Section 58AA of the Act and rules framed thereunder have been accepted by the Company.
7. The Company has an internal audit system commensurate with the size of the Company and nature of its business.
8. 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.
9. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to the Company with appropriate authorities except tax deducted at source of ₹ 1,200 (since paid on 29th May, 2013) and Service Tax of ₹ 15,086 (as informed by management, the dues will be paid after completion of certain procedures necessary for making payment).
b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty, Cess which have not been deposited on account of any dispute except those mentioned in the table below.

Name of the statute	Nature of dues	Period to which it relates	Amount (₹ in Lacs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	Financial Year 2000-01	475,000	Commissioner of Income Tax (Appeals)

10. The Company has no accumulated losses as at 31st March, 2013 and it has not incurred cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. The Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders during the year.
12. 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.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/ society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader 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.
15. 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.
16. The Company does not have any term loans.

17. According to the information and explanations given to us and on overall examination of the cash flow statements and balance sheet of the Company, in our opinion, funds raised on short term basis have, prima-facie, not been used for long term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued debentures during the year or in recent past.
20. The Company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For LODHA & CO.

Chartered Accountants

ICAI Firm Registration No. 301051E

Place : Mumbai

Date : 30th May, 2013

A.M. Hariharan

Partner

Membership No. 38323

ANNUAL REPORT 2012-13

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	2	5,715,770	5,715,770
(b) Reserves and Surplus	3	136,089,248	135,986,233
Current Liabilities			
(a) Trade Payables	4	2,977,465	2,680,739
(b) Short-Term Provisions	5	2,080,011	1,829,492
(c) Other Current Liabilities	6	724,727	755,567
	TOTAL	147,587,221	146,967,801
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	7	20,881,717	22,635,285
(b) Long-Term Loans and Advances	8	1,361,012	2,007,701
Current Assets			
(a) Current Investments	9	104,677,724	35,386,676
(b) Cash and Cash equivalents	10	20,462,288	85,469,236
(c) Short-Term Loans and Advances	11	129,231	135,832
(d) Other Current Assets	12	75,249	1,333,071
	TOTAL	147,587,221	146,967,801
Summary of Significant Accounting Policies	1		
Notes 1-27 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

Place : Mumbai

Date : 30th May, 2013

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, 2013**

Particulars	Note	For the year ended 31st March, 2013 ₹	For the year ended 31st March, 2012 ₹
Non Operating Income	13	9,544,026	12,366,561
Total Revenue		9,544,026	12,366,561
Employee Benefit Expenses	14	2,820,810	2,395,083
Depreciation	15	1,403,360	1,416,639
Finance Cost	16	-	3,925
Other Expenses	17	4,749,122	7,046,067
Total Expenses		8,973,292	10,861,714
Profit Before Tax		570,734	1,504,847
Tax Expense:			
(1) Current Tax (MAT)		108,753	284,038
(2) Tax Adjustments for earlier years		3,558	-
Net Profit for the year		458,423	1,220,809
Earning per equity share of ₹ 10/- each - Basic & Diluted	25	0.80	2.14
Summary of Significant Accounting Policies	1		
Notes 1-27 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

Place : Mumbai

Date : 30th May, 2013

RUGWED KHATU

Company Secretary

R K RAJE

Director

SANJEEV JAIN

Director

ANNUAL REPORT 2012-13

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	For the year ended 31st March, 2013 ₹	For the year ended 31st March, 2012 ₹
A. Cash flow from Operating Activities		
Profit/(Loss) before tax	570,734	1,504,847
<u>Non Cash Adjustments to reconcile profit before tax to net cash flows</u>		
Depreciation	1,403,360	1,416,639
Profit on Sale of Units of Mutual Fund	(3,689,298)	(6,863,799)
Interest expenses	-	3,925
Interest income	(4,862,495)	(4,240,762)
Operating Profit/(Loss) before Working Capital changes	(6,577,699)	(8,179,150)
Movements in Working Capital :		
Increase/(Decrease) in Trade Payables	296,726	200,136
Increase/(Decrease) in Short-Term Provisions	250,519	67,522
Increase/(Decrease) in Other Current Liabilities	(30,840)	81,221
(Increase)/Decrease in Long-Term Loans and Advances	(762,112)	(10,000)
(Increase)/Decrease in Short-Term Loans and Advances	6,601	152,904
(Increase)/Decrease in Other Current Assets	1,257,822	(883,249)
Cash used in Operating Activities	(5,558,983)	(8570,616)
Direct taxes Paid/(Refund)	(1,296,490)	(255,031)
Net cash used in Operating Activities	(A) (4,262,493)	(8,315,585)
B. Cash Flow from Investing Activities		
Purchase of Current Investments	(88,500,000)	(19,999,750)
Proceeds from Sale of Current Investments	22,898,250	64,776,873
Purchase of Fixed Assets	(5,200)	-
Interest Received	4,862,495	4,240,762
Net Cash generated from Investing Activities	(B) (60,744,455)	49,017,885
C. Cash Flow from Financing Activities		
Repayments of Short Term borrowings	-	(438,061)
Interest paid	-	(3,925)
Net Cash used in Financing Activities	(C) -	(441,986)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(65,006,948)	40,260,314
Cash and cash equivalents at the beginning of the year	85,469,236	45,208,922
Cash and cash equivalents at the end of the year	20,462,288	85,469,236

Notes:

- The above Cash Flow Statement has been prepared by using the Indirect Method as per Accounting Standard (AS-3) - Cash Flow Statement, prescribed in Companies (Accounting Standards) Rules, 2006.
- Previous year's figures have been regrouped/reclassified, wherever necessary.

As per our attached report of even date

For **Lodha & Co.**

Chartered Accountants

On behalf of the Board of Directors

A.M.HARIHARAN
Partner

Place : Mumbai

Date : 30th May, 2013

RUGVED KHATU
Company Secretary

R K RAJE
Director

SANJEEV JAIN
Director

Notes Forming Integral Part of Financial Statements**COMPANY INFORMATION**

MPIL Corporation Limited ("the Company") was established in 1959 under the Companies Act, 1956. The Company was initially incorporated as Mather Greaves Private Limited thereafter in 1979, the name of the Company was changed to Mather And Platt (India) Limited and again in 2006 the name of the Company was changed to MPIL Corporation Limited. The Company is registered in Mumbai (Maharashtra) under registration No U74299PN2000PLC014382. The registered office of the Company is at Udyog Bhavan, 2nd Floor, 29, Walchand Hirachand Marg, Ballard Estate, Mumbai 400001. The Company had discontinued its activities relating to design, development, installation and servicing of textile and food machinery, etc.

Note 1 - Summary Of 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 other applicable financial reporting framework as per 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 or revalued amount, as the case may be, less accumulated depreciation. 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. In respect of revalued assets, the incremental depreciation attributable to the revalued amount is transferred from the Revaluation Reserve to depreciation. 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/restatement. Year-end monetary assets and liabilities are restated 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 taken to Statement of Profit and 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 an individual investment basis.

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 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.

ANNUAL REPORT 2012-13

1.9 PROVISIONS AND CONTINGENT LIABILITIES

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

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

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, 2013		As at 31st March, 2012	
	Nos.	₹	Nos.	₹
(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, 2013		As at 31st March, 2012	
	Equity Shares		Equity Shares	
	Nos.	₹	Nos.	₹
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 amounts in proportion to their shareholding.

(V) Shares held by Holding Company and its Subsidiaries

Particulars	As at 31st March, 2013		As at 31st March, 2012	
	Equity Shares		Equity Shares	
	No. of Shares	₹	No. of Shares	₹
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, 2013		As at 31st March, 2012	
	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

Particulars	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Note 3 - Reserves and Surplus		
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	15,295,262	15,650,670
Less: Adjusted towards depreciation on revalued assets (Refer Note 1.3)	(355,408)	(355,408)
	14,939,854	15,295,262
Surplus:		
Balance as per the last financial statements	11,432,496	10,211,687
Add: Net Profit for the current year	458,423	1,220,809
	11,890,919	11,432,496
Total	136,089,248	135,986,233
Note 4 - Trade Payables		
For Rent	1,739,022	1,554,277
For Expenses	337,543	354,262
For Building Maintenance	900,900	772,200
Total	2,977,465	2,680,739
Note 5 - Short-Term Provisions		
Provision for Employee Benefits: (Refer Note 23)		
Gratuity	794,189	644,418
Leave Encashment	518,032	404,574
Other Provisions [Net of Advances of ₹ 69,270 (Previous Year: ₹ 38,800)]	767,790	780,500
Total	2,080,011	1,829,492
Note 6 - Other Current Liabilities		
Unencashed Refund Orders - Rights Issue	-	16,650
Unencashed Warrants - Cancellation of Shares	618,555	620,280
Statutory Dues	106,172	118,637
Total	724,727	755,567

Note 7 - Fixed Assets-Tangible

₹

Particulars	GROSS BLOCK (AT COST/REVALUED AMOUNT)			DEPRECIATION				NET BLOCK	
	As at 1.4.2012	Additions	Deductions	As at 31.3.2013	As at 31.3.2012	Additions	Deductions	As at 31.3.2013	As at 31.3.2012
Buildings*	22,409,735	-	-	22,409,735	6,723,797	367,688	-	15,318,250	15,685,938
Leasehold Improvements	11,109,821	-	-	11,109,821	11,109,821	-	-	-	-
Furnitures & Fixtures & Office Equipments	9,394,390	5,200	-	9,399,590	8,492,015	120,124	-	787,451	902,375
Vehicles	13,378,464	-	-	13,378,464	7,331,492	1,270,956	-	4,776,016	6,046,972
Total	56,292,410	5,200	-	56,297,610	33,657,125	1,758,768	-	20,881,717	22,635,285
Previous Year	56,292,410	-	-	56,292,410	31,885,078	1,772,047	-	22,635,285	

*** 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

Particulars	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Note 8 - Long-Term Loans and Advances		
(Unsecured, Considered Good)		
Security Deposit	150,000	150,000
Capital Advances (Refer Note 18)	500,000	500,000
Advance Tax /TDS [Net of provision ₹ 392,791 (Previous Year: ₹ 402,613)]	711,012	1,357,701
	<u>1,361,012</u>	<u>2,007,701</u>
(Unsecured, Considered Doubtful)		
Security Deposits	-	289,096
Less: Provision for doubtful deposits	-	(289,096)
	-	-
Total	<u>1,361,012</u>	<u>2,007,701</u>
Note 9 - Current Investments		
Investments in Mutual Funds (Non-Trade and Unquoted)		
(Refer Note 1.6 for basis of valuation)		
Birla Sunlife Dynamic Bond Fund - Retail - Growth - Regular Plan [1,385,586 Units (Previous Year: Nil) of face value ₹ 10 each; NAV ₹ 27,489,345 (Previous Year: Nil)]	25,000,000	-
ICICI Prudential Regular Savings Fund - Growth [1,322,999 Units (Previous Year: 2,440,201) of face value ₹ 10 each; NAV ₹ 16,198,412 (Previous Year: ₹ 27,266,808)]	14,677,874	25,386,826
Reliance Regular Savings Fund-Debt [708,179 Units (Previous year: 708,179) of face value of ₹ 10 each; NAV ₹ 11,207,012 (Previous year: ₹ 10,201,397)]	9,999,850	9,999,850
Reliance Money Manager Fund [34,429 Units (Previous Year: Nil) of face value ₹ 10 each; NAV ₹ 55,213,234 (Previous Year: Nil)]	55,000,000	-
Total	<u>104,677,724</u>	<u>35,386,676</u>
Aggregate of Unquoted Investments	<u>104,677,724</u>	<u>35,386,676</u>
Note 10 - Cash & Cash Equivalents		
Cash on hand	60,882	32,377
Balance with banks:		
On current accounts	2,814,537	1,663,319
Other Bank Balances:		
Fixed Deposits maturing in more than 3 months but less than 12 months	17,586,869	83,773,540
Total	<u>20,462,288</u>	<u>85,469,236</u>
Note 11 - Short-Term Loans and Advances		
(Unsecured, Considered Good)		
Loan to employees	32,000	58,000
Other Advances		
- To a related party (Refer Note 24)	49,631	57,832
- To others	47,600	20,000
Total	<u>129,231</u>	<u>135,832</u>
Note 12 - Other Current Assets		
Interest Receivable on Fixed Deposits	75,249	1,333,071
Total	<u>75,249</u>	<u>1,333,071</u>

ANNUAL REPORT 2012-13

Particulars	For the year ended 31st March, 2013 ₹	For the year ended 31st March, 2012 ₹
Note 13 - Non-Operating Income		
Interest Income	4,862,495	4,240,762
Business Support Service	600,000	600,000
Rent Income	360,000	360,000
Profit on Redemption of Mutual Funds (Current Investments)	3,689,299	6,863,799
Liabilities/Provisions no longer required written back	32,232	-
Miscellaneous Income	-	302,000
Total	9,544,026	12,366,561
Note 14 - Employee Benefit Expenses		
Salaries, Wages and Bonus	2,540,879	2,345,295
Provision for Gratuity and Leave Entitlement	263,229	46,792
Staff Welfare	16,702	2,996
Total	2,820,810	2,395,083
Note 15 - Depreciation		
Depreciation on tangible assets	1,758,768	1,772,047
Less: Utilisation of Revaluation Reserve	(355,408)	(355,408)
Total	1,403,360	1,416,639
Note 16 - Finance Cost		
Interest on borrowings	-	3,925
Total	-	3,925
Note 17 - Other Expenses		
Electricity Charges	587,137	364,661
Repairs & Maintenance - Building	254,148	254,148
Repairs - Others	170,905	116,146
Rent, Rates & Taxes	546,807	358,384
Vehicle Expenses	867,130	758,168
Travelling and Conveyance	122,437	199,197
Telephone and Telex	452,927	371,511
Legal & Professional Charges	569,238	3,351,954
Security Service Charges	603,644	686,191
Auditors' Remuneration (Refer Note 20)	128,798	126,797
Directors' Sitting Fees	60,567	61,500
Share Registrar and Transfer Agent Charges	91,350	87,564
Doubtful deposits written off *	-	-
Miscellaneous Expenses	294,034	309,846
Total	4,749,122	7,046,067

* Net of provision made in earlier years of ₹ 289,096 (Previous Year: ₹ Nil)

Note 18 - Contingent Liabilities And Commitments Not Provided For

Particulars	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
A. Contingent Liability		
Claims against the Company not acknowledged as debts by :		
- Vendors and Service Providers	11,763,210	23,488,414
- Workers / Staff Members	-	1,161,309
- Income Tax (excluding interest demands leviable, if any)	475,000	818,477
Total	12,238,210	25,468,200

Company's petitions are pending with various Courts against eviction of premises and claims for mesne profits by a landlord of leasehold premises occupied by the Company. Amount not ascertainable as the matter is sub-judice.

B. 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. The vendor has filed a notice of motion on 31st March, 2013 before the Hon. High Court for increase in the rent which is not accepted by the Company in view of the MoU. Amount of rent arrears is not ascertainable as the matter is sub-judice.

Note 19 - Deferred Tax

Deferred Tax Assets arising from timing difference and/or carry forward business loss and unabsorbed depreciation have not been recognized as a matter of prudence and absence of virtual certainty of having sufficient taxable income in future, as the case may be.

Note 20 - Auditors' Remuneration

Particulars	For the Year Ended 31st March, 2013 ₹	For the Year Ended 31st March, 2012 ₹
Audit Fees	60,000	60,000
Certification and other matters	40,000	40,000
Out of pocket expenses	28,798	26,797
(including service tax ₹ 14,168; Previous Year ₹ 13,306)	Total	126,797

Note 21 - Micro, Small And Medium Enterprises Development Act, 2006

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 22 - Realisable Value Of Assets

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.

ANNUAL REPORT 2012-13

Note 23 - Employee Benefits – Disclosure Of Defined Benefit Plans

The Company has determined the liability for Employee Benefits namely Gratuity and Leave Entitlement as at 31st March, 2013 in accordance with the revised Accounting Standard 15 - Employee Benefits prescribed in Companies (Accounting Standards) Rules, 2006 as follows :

Defined benefit plans	Gratuity (Non-funded)		Leave Entitlement (Non-funded)	
	31 st March, 2013 ₹	31 st March, 2012 ₹	31 st March, 2013 ₹	31 st March, 2012 ₹
Expenses for the year recognized in the Statement of Profit & Loss (included in Note 14)				
Current Service Cost	54,337	46,767	77,037	(15,005)
Interest Cost	56,387	47,153	35,400	35,528
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/Loss	39,047	(21,056)	1,021	(46,595)
Amount recognized	149,771	72,864	113,458	(26,072)
Liability recognized in the Balance Sheet				
Present Value of Obligation as at 1 st April	644,418	571,554	404,574	430,646
Interest Cost	56,387	47,153	35,400	35,528
Current Service Cost	54,337	46,767	77,037	(15,005)
Benefits Paid	-	-	-	-
Actuarial (Gain)/Loss on Obligation	39,047	(21,056)	1,021	(46,595)
Present Value of Obligation as on 31stMarch	794,189	644,418	518,032	404,574
Less: Fair Value of Plan Assets as on 31stMarch	-	-	-	-
Amount recognized	794,189	644,418	518,032	404,574
Actual Return on Plan Assets	-	-	-	-
Break up of Plan Assets	-	-	-	-
Principal Actuarial Assumptions				
Mortality	LIC (1994-96) Ultimate		LIC (1994-96) Ultimate	
Discount Rate	8.00%	8.75%	8.00%	8.75%
Rate of Increase in Compensation	7.00%	7.00%	7.00%	7.00%

Note 24 - Related Party Disclosures

(a) List of related parties

(i) Parties where control exists:

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

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

- Narmada Gelatines Limited

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

Sr. No.	Particulars	31 st March, 2013 ₹	31 st March, 2012 ₹
1	Transactions during the year		
	(a) Recovery of Expenses		
	Narmada Gelatines Ltd	264,291	159,009
	(b) Other non-operating income		
	Narmada Gelatines Ltd	960,000	960,000
2	Balances at the year end		
	Narmada Gelatines Ltd. (Maximum amount receivable during the year ₹ 57,832; Previous Year: ₹ 57,832)	49,631	57,832

MPIL CORPORATION LIMITED

- (c) No amount pertaining to related parties has been provided for as doubtful debts/ advances or written off/ written back during the year.
- (d) Other related parties:
Aasman Management Services Pvt Ltd; Alfamont (Mauritius) Ltd; Camry International FZE; Dandvati Investments & Trading Co. Pvt. Ltd.; Firestorm Electronics Corporation Pvt Ltd; GWL Properties Ltd.; Harshit Finlease & Investments Pvt Ltd; Jumbo Electronics Company Ltd (LLC); Jumbo Electronics Corporation 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 25 - Basic and Diluted EPS

Particulars	31 st March, 2013 ₹	31 st March, 2012 ₹
Profit after Tax	4,58,423	12,20,809
Weighted average number of equity shares (Nos.)	5,71,577	5,71,577
Nominal value of share	10	10
Basic and diluted Earnings Per Share	0.80	2.14

Note 26 - Segment Reporting

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 27

Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

**Signatures to Notes 1 to 27
On behalf of the Board of Directors**

Place: Mumbai
Date: 30th May, 2013

RUGWED KHATU
Company Secretary

R K RAJE
Director

SANJEEV JAIN
Director

MPIL CORPORATION LIMITED

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

PROXY FORM

54th Annual General Meeting, 4th September, 2013

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 54th ANNUAL GENERAL MEETING of the Company to be held on 4th September,
2013 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 2013 Member's 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

54th Annual General Meeting, 4th September, 2013

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 54th ANNUAL GENERAL MEETING of the Company held on 4th September, 2013 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

TO,

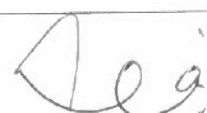
If undelivered, please return to:

Registered Office

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

FORM A

(Covering Letter of the annual audit report to be filed with the stock exchange)

1.	Name of the Company	MPIL Corporation Limited
2.	Annual financial statements for the year ended	31 st March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	Signatures	
	Director	 Mr. Sanjeev Jain
	Director	 Mr. R. K. Raje
	Auditor	 Mr. A.M. Hariharan Partner Lodha & Co. Chartered Accountants, Mumbai, 400 001
	Audit Committee Chairman	 Mr. G.S. Nayak

