

MPIL CORPORATION LIMITED

Board of Directors

Ms. Komal C. Wazir

Mr. Sanjeev Jain

Mr. Ravindra K. Raje

Mr. G. S. Nayak

Mrs. Drushti R. Desai (w.e.f. 27th January, 2010)

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Company Secretary

Ms. Priya Vishwanathan (w.e.f. 5th October, 2009)

Auditors

M/s. Lodha & Company
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 Fifty First Annual General Meeting of the Members of MPIL Corporation Limited will be held on Monday, 20th September, 2010 at The All India Plastic Manufacturers' Association, AIPMA House, A-52, Street No. 1, M.I.D.C., Marol, Andheri (East), Mumbai - 400 093 at 9.30 a.m to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Sanjeev Jain as a Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mrs. Drushti R. Desai, who was appointed as an Additional Director of the Company with effect from 27th January, 2010 pursuant to Section 260 of the Companies Act, 1956 and Article 114 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and being eligible offers herself for appointment and in respect of whom the Company has received a Notice in writing from a member, signifying his intention to propose the candidature of Mrs. Drushti R. Desai for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation pursuant to Section 255 of the Companies Act, 1956."

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

Priya Vishwanathan
Company Secretary

Place : Mumbai
Date : 26th May, 2010

Registered Office:

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

NOTES:

1. The Register of Members/Beneficial Owners and the Share Transfer Registers relating to the Equity Shares of the Company will remain closed from 13th September, 2010 to 20th September, 2010 (both days inclusive).
2. **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.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. An explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to Special Business to be conducted at the Meeting is annexed hereto.
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) Private Limited, Unit: MPIL Corporation Limited, 13 A-B, 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 copies of Annual Report at the Meeting.
8. 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.
9. Members intending to dematerialise their shareholdings may approach any Depository Participant for opening a Beneficiary Demat Account. For any additional information/clarification, members may contact National Securities Depositories Ltd. or Central Depository Services (India) Ltd.

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10. 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.
11. Brief resume of all Directors proposed to be appointed/reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/chairmanships for Board/Committees, shareholding and relationship between directors inter-se as stipulated in Clause 41 of the Listing Agreement with Stock Exchange of India, are provided in the Annexure.
12. 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) Private Ltd.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO 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

Mrs. Drushti R. Desai was appointed as an Independent Director by the Board of Directors on 27th January, 2010 pursuant to Section 260 of the Companies Act, 1956. She holds office as Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing along with deposit of Rs. 500/- pursuant to and in accordance with Section 257 of the Companies Act, 1956 from a Member signifying his intention to propose appointment of Mrs. Drushti R. Desai to the office of a Director of the Company. Mrs. Drushti R. Desai has consented to continue as Director of the Company, if appointed. Brief resume of the director seeking appointment is given in the annexure to the Notice.

Your directors recommend the resolution at Item 4 to the Notice for your approval.

Except Mrs. Drushti R. Desai, none of the Directors is, in any way, concerned or interested in the said resolution.

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

Priya Vishwanathan
Company Secretary

Place : Mumbai

Date : 26th May, 2010

Registered Office:

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

ANNEXURE TO ITEMS 2 & 4 OF THE NOTICE

Name of the Director	Mr. Sanjeev Jain	Mrs. Drushti R. Desai
Date of Birth	5.12.1961 (48 years)	6.3.1973 (37 years)
Nationality	Indian	Indian
Date of appointment	22.7.2003	27.01.2010
Qualification	ACA	ACA
Expertise in functional area	Mr. Sanjeev Jain is a Chartered Accountant and has over 24 years experience in the fields of finance and corporate laws.	Mrs. Drushti R. Desai is a practicing Chartered Accountant and a partner in Bansil S. Mehta & Co. and has experience in the field of taxation and audit.
Number of shares held in the Company	NIL	NIL
List of Directorships held in other companies	Narmada Gelatines Ltd. GWL Properties Ltd. Jerom Trading & Investments Pvt. Ltd. Orson Video Pvt. Ltd.	Kruti Finance and Holdings Pvt. Ltd.
Chairman/Member of the Committees	<u>Audit Committee</u> GWL Properties Ltd. <u>Shareholders'/Investors' Grievance Committee</u> MPIL Corporation Ltd. GWL Properties Ltd.	<u>Audit Committee</u> MPIL Corporation Ltd.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 51st Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2010.

SUMMARISED FINANCIAL RESULTS

	Rs. in Lakhs	
	Year ended 31.3.2010	Year ended 31.3.2009
Income	94.97	80.14
Less: Expenditure	87.06	107.82
Profit/(Loss) before Tax	7.91	(27.68)
Provision for Taxation		
Current	1.19	0.53
Fringe Benefit Tax	0.12	2.35
	1.31	2.88
Tax Adjustments for earlier years	-	(24.40)
Profit/(Loss) after Tax	6.60	(6.16)
Profit brought forward from last year	122.74	128.90
Profit carried to Balance Sheet	129.34	122.74

REVIEW OF OPERATIONS

During the year under review, the Company earned a profit of Rs. 6.60 lacs as compared to a loss of Rs. 6.16 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

Mrs. Drushti R. Desai was appointed as an Additional Director on 27th January, 2010. She holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing along with deposit from the member proposing her candidature for appointment as Director under Section 257 of the Companies Act, 1956.

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

A brief profile of the Directors proposed to be appointed/re-appointed is given in the Notice of the ensuing Annual General Meeting.

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, 2010, 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, 2010 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.
- The Directors had prepared the Annual Accounts for the financial year ended on 31st March, 2010 on a going concern basis.

AUDITORS

M/s. Lodha & Company, Chartered Accountants, and 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.

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MANAGEMENT DISCUSSION & ANALYSIS

FINANCIAL REVIEW:

During the year under review, the Company earned an income of Rs. 94.97 lacs primarily on account of interest income. After providing for Depreciation and Income Tax, the profit for the year under review after tax was Rs. 6.60 lacs as compared to a loss of Rs. 6.16 lacs in the previous year.

OUTLOOK:

2010 is expected to be a year of consolidation for the Indian economy following the global credit crisis and poor monsoon in the previous year. The GDP growth is likely to be strong with a possible support from the agriculture sector. Apart from the strength in the domestic economy, India is likely to also benefit from the global recovery. 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 Government's actions will also play an important role in shaping the year ahead. The likely reforms in a number of areas including insurance, banking and taxes, augurs well for the medium to longer term health of the economy.

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

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 has 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 & Company, confirming compliance of the conditions of the aforesaid Corporate Governance, is annexed to and forms part of the Directors' Report.

CONSERVATION OF ENERGY, RESEARCH AND 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 limits 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 Central and State Governments, statutory authorities, banks, vendors, shareholders, and employees for their continued interest and valued support.

For and on behalf of the Board of Directors

R. K. Raje
Director

Sanjeev Jain
Director

Place : Mumbai
Date : 26th May, 2010

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 in following sound Corporate Governance practices. Corporate Governance is based on the principles of integrity, fairness, equity, highest level of transparency, 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. It is a continuous and an ongoing exercise and the Company is committed to pursue the highest standards of Corporate Governance in the overall interest of all its stakeholders. For effective discharge of its functions and proper deliberations, the Board has constituted various business committees from time to time. 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. The composition of the Board and category of Directors are as follows:

Category	Name of the Director
Non-Executive Promoter Directors	Ms. Komal C. Wazir
Non-Executive Non Independent Directors	Mr. Sanjeev Jain
	Mr. Ravindra K. Raje
Non-Executive Independent Directors	Mr. G. S. Nayak
	Mrs. Drushti R. Desai (Appointed as an Additional Director on 27 th January, 2010)

- (ii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he/she is a Director. Necessary disclosures regarding Directorship/Committee positions in other public Companies as on March 31, 2010 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 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 (25.9.2009)
Ms. Komal C. Wazir	1	–	1	Nil	No
Mr. Sanjeev Jain	2	3	–	4	Yes
Mr. Ravindra K. Raje	6	4	1	6	Yes
Mr. G. S. Nayak	–	–	1	6	Yes
Mrs. Drushti R. Desai #	–	1	–	1	N.A.

* 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.

Appointed as an Additional Director on 27th January, 2010.

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

Directors' Profile

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

- (i) Mr. Sanjeev Jain, aged 48 years, is a Chartered Accountant and has over 24 years experience at various levels in the field of finance and corporate laws. Apart from being a director on the Board of MPIL Corporation Limited, he is presently on the Board of Narmada Gelatines Limited, GWL Properties Limited, Jerom Trading & Investments Private Limited and Orson Video Private Limited. He is a member of Audit Committee and Shareholders Grievance Committee of GWL Properties Limited. He does not hold any shares in the company as on 31st March, 2010.
- (ii) Mrs. Drushti R. Desai, aged 37 years, is a practicing Chartered Accountant and a partner in Banshi 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. She does not hold any shares in the company as on 31st March, 2010.

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B. Board Meetings held during the year

Six meetings of the Board of Directors were held during the year ended 31st March, 2010, and the gap between two meetings did not exceed four months. The details of the Board meetings held are as under:

Sr. No.	Date	Board Strength	No. of Directors Present
1	28 th May, 2009	4	3
2	30 th June, 2009	4	2
3	30 th July, 2009	4	3
4	25 th September, 2009	4	3
5	30 th October, 2009	4	3
6	27 th January, 2010	5	3

3. Audit Committee

The Audit Committee comprises of three Non-Executive Directors viz., Mr. G. S. Nayak, Mrs. Drushti R. Desai and Mr. Ravindra K. Raje. Mr. G. S. Nayak, an independent Non-Executive Director and a practicing Chartered Accountant, is the Chairman of the Committee. Mrs. Drushti R. Desai, an independent Non-Executive Director is a practicing Chartered Accountant and partner in Bansil 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.

Ms. Priya Vishwanathan, 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:

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

* Became a Audit Committee Member w.e.f. 27th January, 2010.

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

Sr. No.	Date	Committee Strength	No. of members present
1	30 th June, 2009	2	2
2	30 th July, 2009	2	2
3	30 th October, 2009	2	2
4	27 th January, 2010	2	2

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 Rs.2,500/- for attending each meeting of the Board. The Audit Committee members are paid sitting fees at the rate of Rs.1,500/- for attending each meeting of the Audit Committee. No sitting fees are paid for attending Shareholders'/Investors' Grievance Committee. The details of remuneration of the Directors during the year ended 31st March, 2010 are as follows:

Name of the Director	Salary & Perquisites	Sitting Fees (including for Audit Committee Meetings)	Total (Rs.)	Service contract / Notice period
Ms. Komal C. Wazir	NIL	Nil	Nil	Non-retiring
Mr. Sanjeev Jain	NIL	10,000	10,000	Retirement by rotation
Mr. Ravindra K. Raje	NIL	21,000	21,000	Retirement by rotation
Mr. G. S. Nayak	NIL	21,000	21,000	Retirement by rotation
Mrs. Drushti R. Desai	NIL	2,500	2,500	Retirement by rotation
Total	NIL	54,500	54,500	

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

5. Shareholders'/Investors' Grievance Committee

The Shareholders'/Investors' Grievance Committee of the Company consists of the following Directors.

Ms. Komal C. Wazir - Chairperson

Mr. Sanjeev Jain - Member

Mr. Ravindra K. Raje - Member

Ms. Priya Vishwanathan, 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' Grievance Committee.

During the year a total of 63 complaints were received. All the complaints were resolved to the satisfaction of the shareholders. As on 31st March, 2010, 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 preceeding 3 years and the Special Resolutions passed thereat are as follows:

Year	Venue	Date & Time	Special Resolutions
2006-07	The All India Plastics Manufacturers' Association, AIPMA House, A-52, Road No.1, M.I.D.C, Marol, Andheri (E), Mumbai-400 093.	27 th September, 2007 at 11.00 a.m.	None