



MPIL CORPORATION LIMITED

ANNUAL REPORT 2017-2018

MPIL CORPORATION LIMITED

BOARD OF DIRECTORS

Mr. Milan Dalal	Chairman
Mrs. Veena Dalal	Whole Time Director
Prabhakar Shevade	Director
K. Krishnamoorthy	Director
Keshav Jetsey	Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Hinal Kothari

CHIEF FINANCIAL OFFICER

Deepak Sheth (Appointed w.e.f. 30.11.2017)

Ruta Dabke (Resigned w.e.f. 30.11.2017)

AUDITORS

M/s. M. D. Pandya & Co., Chartered Accountants

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd
C-101, 247 Park, L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083

LISTED WITH

Bombay Stock Exchange Ltd.

DEPOSITORIES

National Securities Depository Limited

Central Depository Services (I) Limited

WEBSITE

www.mpilcorporation.com

CORPORATE IDENTIFICATION NUMBER (CIN)

L74299MH1959PLC63775

CONTENTS

Notice	1 - 8
Board's Report	9 - 19
Report on Corporate Governance	20 - 29
Auditors' Report	30 - 33
Financial Statements	34 - 37
Notes to Financial Statements	38 - 51

NOTICE

Notice is hereby given that the **59th Annual General Meeting (AGM)** of the Members of MPIL Corporation Limited will be held on **Tuesday, 14th August, 2018** at **12.00 p.m.** at **Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400020** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To Consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Company to consider and approve the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Directors and Auditors thereon."

2. Declaration of Dividend

To Consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Company to declare final dividend of ₹ 1.50 per equity shares for the year ended 31st March, 2018."

3. Re-appointment of Mr. Milan Dalal (DIN 00062453) as a Director liable to retire by rotation

To Consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Company to re-appoint Mr. Milan Dalal (DIN 00062453), who retires by rotation and is eligible, as the Director of the Company."

4. Modification to the resolution related to appointment of Statutory Auditors

To Consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the amendments to the Section 139 of the Companies Act, 2013, effective from 7th May 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s M.D. Pandya & Associates, Chartered Accountants) at every Annual General Meeting, from the resolution passed at the shareholders meeting held on 28th September 2017."

SPECIAL BUSINESS:

5. Remuneration to Mrs. Veena Dalal (DIN 00062873) as Whole Time Director

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

"RESOLVED THAT pursuant Sections 196,197,198,203 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to pay remuneration to Mrs. Veena Dalal (DIN 00062873) as Whole Time Director of the Company from 01st April, 2018 to 27th August, 2022, on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee of the Board and as set out in the agreement to be entered into between the Company and Mrs. Veena Dalal, a draft agreement be and is hereby specifically approved with liberty to the Board of Directors of the Company ("the Board") to alter, vary and modify the terms and conditions of the said appointment and the Agreement in such manner as may be agreed to between the Board of Directors and Mrs. Veena Dalal.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee be and are hereby authorized to alter, amend, vary, enhance or modify the scope and quantum of remuneration by way of salary, commission, perquisites and allowance of Mrs. Veena Dalal as they may deem proper from time to time considering the nature and scope of her responsibilities as shall be permissible and in conformity with applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Borrowing Limits of the Company

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

"RESOLVED THAT pursuant to Section 180(1) (c) of the Companies Act, 2013 (hereinafter referred as "said Act") and the relevant Rules of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum of ₹.13.00 Crores (Rupees Thirteen Crores Only) in Indian Rupees and/or to the equivalent amount in any foreign currency.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient and also to delegate all or any of the above powers to the committee of the Directors or any other officers of the Company for giving effect to the said resolution."

7. Reclassification of Promoters

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

"RESOLVED THAT pursuant to Regulation 31A(5) read with regulation 31A(7) and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Uniform Listing Agreements entered into by the Company with the stock exchange where the equity shares of the Company are listed and applicable provisions, if any of the Companies Act, 2013 and Share Purchase Agreement dated 20th June, 2017 ("SPA") executed between Mr. Milan Dalal ("Acquirer") and Jumbo Investments Limited existing promoters of the Company for acquiring 3,85,606 equity shares ("SPA Shares") representing 67.46% of fully paid-up equity share capital and voting capital of the Company and letter of offer dated 27th September, 2017 ("LOF") issued by manager to the offer on behalf of the Acquirer with respect to the open offer made by the Acquirer to the public shareholder of the Company under Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in accordance with applicable rules, regulations or laws and/or any approval, consent, permission of Securities and Exchange Board of India, stock exchange or any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time ("Concerned Authorities") in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent, approval of the Members of Company be and is hereby accorded to the Board to:

- (i) Re-classify Mr. Milan Dalal as the promoter of the Company; and
- (ii) Re-classify the existing promoters of the Company to public category (i.e. Jumbo Investments Limited, Dandvati Investments & Trading Company Private Ltd and Primo Enterprises Private Ltd) in terms of regulation 31A of SEBI LODR Regulations.

"RESOLVED FURTHER THAT post re-classification of the Acquirer and existing promoters and transfer of SPA Shares, the category and shareholding of the existing promoters and Acquirer will be as follows:

Sr. No.	Name	Category post re-classification	No. of equity shares	Percentage %
1	Mr. Milan Dalal	Promoter	427335	74.75
2	Jumbo Investments Limited	Public	0	-
3	Dandavati Investments & Trading Company Private Limited	Public	10	Negligible
4	Primo Enterprises Private Limited	Public	10	Negligible

RESOLVED FURTHER THAT post re-classification, the existing promoters will not:

- Hold more than 10% of the fully paid-up equity share capital and voting capital of the Company
- Have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to them shall be terminated.
- Act as key managerial persons for a period of more than 3 years from the date of shareholders approval.
- Directly or indirectly exercise control over the affairs of the Company.

RESOLVED FURTHER THAT post re-classification, the increase in the level of public shareholding shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957 and the provisions of SEBI LODR Regulations.

RESOLVED FURTHER THAT pursuant to the fulfillment of the above conditions as per Regulations 31A(5) read with Regulation 31A(7) of the SEBI LODR Regulations, the existing promoter, Dandavati Investments & Trading Company Private Limited and Primo Enterprises Private Limited shall cease to be the promoters of the Company and Mr. Milan Dalal shall be the promoter of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations effecting any modifications or changes to the foregoing, entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the resolution), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubt that may arise in this regard, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings etc as may be necessary to give effects to the aforesaid resolution."

Place: Mumbai
Date: 2nd July, 2018

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

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

Milan Dalal
Chairman
(DIN 00062453)

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the Meeting.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies Lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions mentioned in Clause 1 (1.2.5) of the Secretarial Standard - 2 on "General Meetings" issued by the council of the Institute of Company Secretaries of India and approved by the Central Government for persons seeking re-appointment/ appointment as Director under Item Nos. 3 & 5 of Notice, are annexed.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday 07th August, 2018 to Tuesday 14th August, 2018 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf the Annual General meeting.
6. Members, Proxies and authorised representatives are requested to bring their attendance slip, duly filled in, for attending the meeting. Copies of the Attendance Slips will not be distributed at the Meeting. In case of joint holders attending the Meeting, the members whose names appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
7. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decided for the purpose, being 07th August, 2018, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company/ RTA for assistance in this regard.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
10. SEBI Regulations has mandated companies to credit the dividends electronically to the Member's bank account. Members who hold shares in dematerialized form should inform their depository Participants (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
11. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, Board report, etc by electronic mode. The Company is accordingly forwarding soft copies of the notice of Annual General Meeting and Attendance Slip to all those members, who have registered their e-mail ids with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that the aforesaid documents are also available on the Company's website www.mpilcorporation.com for download.
12. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 to the Company/ RTA.
14. Kindly note that as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to update/ register your correct bank account details with the Company/ RTA/ Depository participant as the case may be.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.

16. Voting through Electronic means:

1. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the (Management and Administration) Amendments Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provision mentioned in clause 8 of the Secretarial Standard - 2 on "General Meetings" issued by the council of the Institute of Company Secretaries of India and approved by the Central Government, the Company is pleased to provide members the facility to exercise their right to vote at the 59th Annual General Meeting (AGM) to be held on Tuesday, 14th August, 2018, at 12.00 p.m. by electronic means through e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The detailed instructions for remote e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company (6 Digit Alpha Numeric).
- (iv) Next enter the Image Verification as displayed and click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> — Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. — In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter **the number of shares held by you as on the cut off date** in the **Dividend Bank details** field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant "MPIL Corporation Limited" on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians Non-Individual shareholders** (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to HYPERLINK "<http://www.evotingindia.com> and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to HYPERLINK "mailto:helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) The voting period begins on Thursday 09th August, 2018 at 10.00 a.m. and ends on Monday 13th August, 2018 at 5.30 p.m. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of (record date) of Tuesday 07th August, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at HYPERLINK "<http://www.evotingindia.com> under help section or write an email to HYPERLINK "mailto:helpdesk.evoting@cdslindia.com.
- The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 07th August, 2018.
 - Ms. Ragini Chokshi for M/s Ragini Chokshi & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
 - The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mpilcorporation.com and on the website of CDSL within two (2) days of passing of the resolutions at the 59th AGM of the Company on 14th August, 2018 and communicated to BSE Limited.

All the above documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.30 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Place: Mumbai
Date: 2nd July, 2018

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

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

Milan Dalal
Chairman
(DIN 00062453)

ROUTE MAP



ANNEXURE TO NOTICE

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting (in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 - General Meetings)

Name	Mr. Milan Dalal	Mrs. Veena Dalal
DIN	00062453	00062873
Date of Birth	09/02/1962	21/12/1967
Date of Appointment	28/08/2017	28/08/2017
Qualification	B.Com	B.Com
Expertise in specific functional areas and past experience	Over three decades of experience in the various fields like stock broking, financial consultancy, travel agency, lifestyle retail, agro industry, manufacturing and export etc	Over two decades experience in various fields like interior designing, real estate broking, lifestyle trade and retail.
Directorship in other Listed companies	Foods and Inns Limited, Amalgamated Electricity Company Limited, Muller and Phipps (India) Limited,	NIL
Memberships/ Chairmanships of committees in other Listed entity	Foods and Inns Limited - Member in Stakeholders Relationship Committee, Nomination and Remuneration Committee, Risk Committee, CSR Committee,	NIL
Shareholding	427243	1
Details of Remuneration	Nil (Only sitting fees for attending Board/ Committee meetings)	NIL
Relationship with other Directors/ Manager/ Key Managerial Personnel	Husband of Mrs. Veena Dalal, Whole Time Director of the Company	Wife of Mr. Milan Dalal, Chairman of the Company
Number of Meetings of the Board attended during the year	2	2

EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.4:

The Shareholders had at 58th Annual General Meeting of the Company held on 28th September, 2017, appointed M/s M.D.Pandya & Associates, Chartered Accountants as Statutory Auditors of the Company, to hold the office from the conclusion of the 58th AGM of the Company till the conclusion of 63rd AGM, subject to ratification of such appointment by the shareholders at every AGM.

Pursuant to amendments of section 139 of the Companies Act, 2013 effective from 7th May, 2018, the requirement related to ratification of appointment of Statutory Auditors by the members of the Company at every AGM was omitted.

In view of the above , it is proposed to delete the requirement of seeking ratification of appointment of Statutory Auditors at every AGM from resolution passed at the shareholders meeting held on 28th September, 2017.

The Board recommends the resolution at Item No 4 of the Notice, for deleting the requirement of seeking ratification of appointment of Statutory Auditors at every AGM, for your approval, as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or thgeir relatives are in any way concerned or interested in the resolution.

Item No.5:

The Nomination and Remuneration Committee at its meeting held on 21st May, 2018 had recommended the remuneration to Mrs. Veena Dalal (DIN 00062873) as 'Whole Time Director' from 01st April, 2018 to 27th August, 2022 on the terms of remuneration set out below. The Board of Directors, have approved the recommendations subject to the approval by the members at Annual General Meeting by way of special resolution.

The material terms of remuneration payable to Mrs. Veena Dalal are as under:

1. Basic Salary:

₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month with such increases as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

2. Perquisites and allowances:

In addition to the salary, the following perquisites, allowances shall be allowed to the Whole Time Director.

- (i) Company's contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- (ii) Gratuity at the rate of half month's salary for each completed year of service.
- (iii) Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
- (iv) Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air fare, boarding/lodging for patient and attendant.
- (v) Reimbursement of actual travelling expenses for proceeding on leave twice in a block of four years in respect of herself and family.
- (vi) Reimbursement of membership fees for clubs in India or abroad, including any admission / life membership fees for the purpose of Company's business.
- (vii) Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- (viii) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (ix) Reimbursement of entertainment expenses incurred in the course of business of the Company.
- (x) Free use of Company's car alongwith driver.
- (xi) Telephone including mobile phones, tele-fax and other communication facilities at Company's cost, at his residence.
- (xii) Subject to any statutory ceilings, the Whole Time Director may be given any other allowances, perquisites benefits and facilities as the Board of Directors may decide from time to time.

3. Valuation of perquisites

Perquisites/allowances shall be valued as per Income-Tax Rules and in the absence of any such rules, shall be valued at actual cost.

4. Computation of ceiling:

Following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to Provident and Superannuation Funds referred to in para 3(i) above.
- b) Gratuity payable as per para 3(ii), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure as per para 3(iii) above.

5. Other terms:

- a) No sitting fees shall be paid to Mrs. Veena Dalal for attending the meetings of the Board of Directors or any Committee thereof, during his tenure as 'Whole Time Director' of the Company.
- b) Compensation for loss of office before the expiry of the term of office would be payable to the 'Whole Time Director' as per the provisions of the Companies Act, 2013.

6. Minimum Remuneration:

In case of absence or inadequacy of profits in any financial year, the aforesaid remuneration and perquisites shall be paid to Mrs. Veena Dalal as minimum remuneration

Mrs. Veena Dalal is interested in the resolution set out respectively in Item No 5 of Notice, which pertains to his remuneration payable to her.

The relatives of Mrs. Veena Dalal may be deemed to be interested in the resolution set out respectively in Item No 5 of the notice, to the extent of the shareholding interest, if any, in the Company.

Save and except above, none of the Directors/ Key Managerial personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in Item No 5 of the Notice for approval by members.

Item No.6:

In terms of Section 180(1) (c) borrowings by a Company apart from temporary loans obtained from the Company's bankers in excess of its paid-up capital and free reserves, require the approval of the Members by way of Special resolution.

Keeping in view, the existing borrowing and the additional fund requirements for meeting the capital expenditure for the ongoing/ future projects, capacity expansion etc, the Board of Directors had, in its meeting held on 21st May, 2018, considered and approved subject to the approval of the shareholders, the borrowing over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not exceed of ₹13 Crores (Rupees Thirteen Crores Only).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No 6.

The Board recommends the Special Resolution set out in Item No 6 of the Notice for approval by members.

Item No.7:

Members may note that Mr. Milan Dalal having its residential address at 42 Chitrakoot Altamount Road, Mumbai 400026 has entered into a Share Purchase Agreement on 20th June, 2017 with MPIL Corporation Limited, for acquiring 385606 equity shares ("SPA Shares") representing 67.46% of fully paid-up equity share capital and voting capital of the Company at a price of ₹ 252/- (Rupees Two Hundred Fifty Two Only) aggregating to ₹ 9,71,72,712/- (Rupees Nine Crore Seventy One Lakh Seventy Two Thousand Seven Hundred Twelve only) payable in cash. Pursuant to the SPA, the Acquirer made an open offer to the public shareholder of the Company under regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Pursuant to the SPA and the open offer the Acquirer will become the promoter of the Company and the existing promoters will be re-classified to public category as under:

- (i) Re-classify Mr. Milan Dalal as the promoter of the Company; and
- (ii) Re-classify the existing promoters of the Company to public category (Jumbo Investments Limited, Dandvati Investments & Trading Company Private Ltd and Primo Enterprises Private Ltd).

Undertaking: In terms of the SEBI LODR Regulations, the existing promoters hereby undertake that post re-classification they will not:

- Hold more than 10% of the fully paid-up equity share capital and voting capital of the Company.
- Have any special rights through formal or informal agreements and share holding agreements, if any, granting special rights to them shall be terminated.
- Act as key managerial personnel for a period of more than 3 years from the date of shareholders approval.
- Directly or indirectly exercise control over the affairs of the Company.

Post re-classification, the increase in the level of public shareholding shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of SEBI LODR Regulations.

The Company shall disclose, the event of re-classification to the stock exchange as a material event in accordance with the provisions of SEBI LODR Regulations.

Pursuant to the regulation 31A(5) of SEBI LODR Regulations, the above re-classification requires approval of members.

The Board recommends the said resolution to be passed as a Special Resolution.

Mr. Milan Dalal, Mrs. Veena Dalal wife of Mr. Milan Dalal, Jumbo investments Limited, Dandvati Investments & Trading Company Private Ltd and Primo Enterprises Private Ltd are concerned and interested in the resolution to the extent of their shareholding in the Company, if any. None of the others Directors, key managerial persons of the Company or any relatives of such directors/ promoters or key managerial persons are in any way concerned or interested in the proposed resolution except to the extent of their respective shareholding if any in the Company

The Board recommends the Special Resolution set out in Item No 7 of the Notice for approval by members.

Place: Mumbai
Date: 2nd July, 2018

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

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

Milan Dalal
Chairman
(DIN 00062453)