



# **ANNUAL REPORT 2018-2019**

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 **MPIL CORPORATION LIMITED**

# MPIL CORPORATION LIMITED

## BOARD OF DIRECTORS

<b>Milan Dalal</b>	Chairman
<b>Veena Dalal</b>	Whole Time Director
<b>Prabhakar Shevade</b>	Independent Director
<b>K. Krishnamoorthy</b>	Independent Director
<b>Keshav Jetsey</b>	Independent Director

## COMPANY SECRETARY & COMPLIANCE OFFICER

Hinal Kothari

## CHIEF FINANCIAL OFFICER

Deepak Sheth

## AUDITORS

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

## REGISTERED OFFICE

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

## Corporate Office

Hamilton House, 2nd Floor, J.N. Heradia Marg,  
Ballard Estate, Mumbai 400001  
Tel: 022 67476080  
Email: cs@mpilcorporation.com

## REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd  
C-101, 247 Park, L. B. S. Marg, Vikhroli (West),  
Mumbai - 400 083  
Tel: 022 49186000  
Email : mumbai@linkintime.co.in

## LISTED WITH

BSE Limited (Bombay Stock Exchange Ltd.)

## WEBSITE

[www.mpilcorporation.com](http://www.mpilcorporation.com)

## CORPORATE IDENTIFICATION NUMBER (CIN)

L74299MH1959PLC163775

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**NOTICE**

Notice is hereby given that the **60<sup>th</sup> Annual General Meeting (AGM)** of the Members of MPIL Corporation Limited will be held on **Friday, August 09, 2019** at **1.30 p.m.** at **Kilachand Conference Room, 2<sup>nd</sup> 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 31<sup>st</sup> March, 2019, 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 31<sup>st</sup> March, 2019."

**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."

**SPECIAL BUSINESS:****4. Re-Appointment of Mr. Prabhakar Shevade (DIN 00843377) as an Independent Director of the Company for the second term as per the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prabhakar Shevade (DIN 00843377), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years commencing from the date of ensuing Annual General Meeting of the Company, and whose office shall not be liable to retire by rotation."

Place: Mumbai  
Date: 30<sup>th</sup> May, 2019

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 & 4 of Notice, are annexed.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 02<sup>nd</sup> August, 2019 to Friday 09<sup>th</sup> August, 2019 (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 Friday 02<sup>nd</sup> August, 2019, 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](http://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 60<sup>th</sup> Annual General Meeting (AGM) to be held on Friday, 09<sup>th</sup> August, 2019 at 1.30 p.m. by electronic means through e-voting. The Company has engaged the services of Central Depository Services 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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, member sholding 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 dematholders 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 otherperson 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 containedin 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 [www.evotingindia.com](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 [helpdesk.evoting@cdslindia.com](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](mailto: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 favor 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 Monday 05<sup>th</sup> August 2019 at 10.00 a.m. and ends on Thursday 08<sup>th</sup> August, 2019 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 Friday 02<sup>nd</sup> August, 2019, 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 [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
2. 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 Friday 02<sup>nd</sup> August, 2019.
  3. 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.
  4. 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.
  5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mpilcorporation.com](http://www.mpilcorporation.com) and on the website of CDSL within two (2) days of passing of the resolutions at the 60<sup>th</sup> AGM of the Company on 09<sup>th</sup> August, 2019 and communicated to BSE Limited.

**ANNEXURE TO NOTICE**

**Details of Director 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	Mr. Prabhakar Shevade
DIN	00062453	00843377
Date of Birth	09/02/1962	18/07/1956
Date of Appointment	28/08/2017	24/09/2014
Qualification	B.com	Chartered Accountant
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	More than two decades of experience at various level in the field of financial appraisal and financial management
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	427406	Nil
Details of Remuneration	Nil (Only sitting fees for attending Board/ Committee meetings)	Nil (Only sitting fees for attending Board/ Committee meetings)
Relationship with other Directors/ Manager/ Key Managerial Personnel	Husband of Mrs. Veena Dalal, Whole Time Director of the Company	Nil
Number of Meetings of the Board attended during the year	6	6

**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 item No 4 of the accompanying Notice:

**Item No.4:**

The Members of the Company, at the 55<sup>th</sup> Annual General Meeting held on September 24, 2014 had approved the appointment of Mr. Prabhakar Shevade (DIN 00843377) as an Independent Directors of the Company, for the first term of 5 years whose term is due to expire in ensuing Annual General Meeting.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Prabhakar Shevade shall hold office up to the date of the forthcoming Annual General meeting and are eligible to be re-appointed as an Independent Directors for a term upto Five years from the date of ensuing Annual General Meeting.

The performance of Mr. Prabhakar Shevade as an Independent Director of the Company has been satisfactory throughout the term. The Board in its meeting held on 30<sup>th</sup> May, 2019 has accorded approval for re-appointment of Independent Director.

A brief profile of Mr. Prabhakar Shevade, an Independent Director to be appointed, including his expertise at other disclosure are required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- II on General Meetings, is provided at Annexure of this Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Prabhakar Shevade is concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Special Resolution set out at Item No 4 of the Notice for approval by the shareholders.

Place: Mumbai  
Date: 30<sup>th</sup> May, 2019

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**

**BOARD'S REPORT**

Your Directors have pleasure in presenting the 60<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019.

**1. FINANCIAL RESULTS**

A snapshot of the financial performance for the year gone by and its comparison with previous year is given below:

Particulars	2018-19 (₹ in lakhs)	2017-18 (₹ in lakhs)
<b>Income</b>	<b>138.34</b>	197.54
Expenditure	<b>119.57</b>	69.69
<b>Profit/ (Loss) before Depreciation and Tax</b>	<b>23.40</b>	132.33
Depreciation	<b>4.63</b>	4.48
Provision for Taxation:	-	-
Current Tax	<b>3.60</b>	24.50
<b>Profit/ (Loss) after Tax</b>	<b>151.73</b>	103.35
Balance brought forward from last year	<b>196.38</b>	89.30
Adjustments for depreciation transferred from Revaluation Reserves	<b>3.73</b>	3.73
Balance carried to Balance sheet	<b>108.20</b>	196.38

**2. RESULTS OF OPERATIONS**

As per the Financials for year ended on 31<sup>st</sup> March, 2019 the turnover of the Company is ₹ 138.34 lakhs as compared to ₹ 197.54 lakhs for the year ended on 31<sup>st</sup> March, 2018. The Company made a profit before depreciation and tax of ₹ 23.40 lakhs during the year ended 31<sup>st</sup> March, 2019 against the profit before tax of ₹ 132.33 lakhs during the year ended on 31<sup>st</sup> March, 2018.

**3. DIVIDEND**

Your Board of Directors, in its meeting held on 30<sup>th</sup> May, 2019, has recommended a Final Dividend of ₹ 1.50 (i.e. 15%) per equity share. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

**4. TRANSFER TO RESERVES**

No amount is proposed to be transferred to reserves during the year under review

**5. FIXED DEPOSITS**

During the year under review, the Company has not accepted any fixed deposits from the public and as on 31 March, 2019 the Company had no unclaimed deposits or interest thereon due to any depositor.

**6. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND DATE OF REPORT**

There are no material changes and commitments affecting the financial position of the Company which have occurred after 31<sup>st</sup> March, 2019 till date of this report.

**7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

- ECONOMIC OUTLOOK**

The Indian economy decelerated at a faster pace than anticipated in the December quarter of 2018-19 to 6.66%-increasing chances of another round of rate cuts by the Reserve Bank of India (RBI) in April to support growth. The revised downward full-year growth forecast for the current fiscal year is 7% from the 7.2% estimated earlier. The economy is implicitly assumed to decelerate to 6.4%. Nevertheless, the International Monetary Fund (IMF) has projected India's growth at 7.5% in 2019-20 amid slower global expansion. Risks to global growth tilt to the downside, with IMF cutting 2019 growth projection by 20 basis points (bps) to 3.5%.

The results of the general election would show a positive results on the Indian Market as again a stable government is voted into the power.

India still remains the fastest growing economy in the world. India is steadily moving towards greater formalisation of the informal economy.



- **OPPORTUNITIES, THREATS, RISKS AND CONCERNS**

The Company derives its income primarily from investments in financial instruments. In a falling interest rate environment, there would be impact on level of earnings and consequently on the profitability of the Company.

Real estate is one of the most dynamic sectors. It is the second largest employer in India after agriculture. The year 2018-19 brought some good news for the sector. It saw the biggest changes in decades, especially on the policy front. Some of the biggest game-changing policies like GST and RERA cleared hurdles and settled down on the wagon wheel.

The increasing incomes, urbanization and economic growth are driving commercial and residential realty demand in India. It has also become a preferred asset class for people. Segments like warehousing, hospitality and residential houses are growing at fast pace in India. Government of India's aim "Housing for all by 2022" is driving residential activity, while the Real Estate (Regulation and Development) Act, (RERA) is making the sector more transparent.

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. Between 2009-18, Indian real estate sector attracted institutional investments. Company would be looking forward for the good opportunity in this sector.

- **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The Company does not carry on any manufacturing or sales activity and therefore there are no reportable segments in the Company operations. The surplus funds of the Company are invested in money market instruments which generates investment income. The Company also derives income from lease of its assets and business support services. Details of these incomes are separately disclosed in the financial statements. The revenues are utilized to maintain the assets of the Company.

- **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

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 reviews the reports of the internal audits conducted and the adequacy of internal control systems.

- **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year under review, the Company recorded a profit of ₹ 23.40 lakhs before depreciation and tax as compared to profit of ₹ 132.33 lakhs in the previous year. After providing for depreciation and tax, the profit for the year under review was ₹ 151.17 lakhs as compared to profit of ₹ 103.35 lakhs for the previous year.

- **EMPLOYEES/ HUMAN RESOURCES**

During the year, relations with employees remained cordial. As on 31<sup>st</sup> March, 2019, the Company had 2 employees on its roll.

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

## **8. EXTRACT OF ANNUAL RETURN- Form No MGT-9**

In accordance with section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in MGT-9 is annexed to this Report as **ANNEXURE 1**.

## **9. AUDITORS**

### **9.1 Statutory Auditors**

The Company's Auditors M/s M.D. Pandya & Associates, Chartered Accountants, were appointed as statutory auditors of the company from the conclusion of the Fifty Eight Annual General Meeting of the Company held on 28-09-2017 till the conclusion of the Sixty Third Annual General Meeting to be held in the year 2022, subject to ratification of their appointment at every AGM. They have confirmed their eligibility under section 141 of the Act, and the rules framed thereunder for reappointment as Auditors of the Company as required under SEBI regulations, the Auditors have also confirmed that they hold a valid certificate issued by the peer review Board of the Institute of Chartered Accountants of India.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors.

### **9.2. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ragini Chokshi & Co, Practicing Company Secretary, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed as **ANNEXURE 2** to this report and does not contain any qualifications.

**10. CORPORATE GOVERNANCE**

The Company has complied with the mandatory Corporate Governance requirements stipulated under Regulations 34 and 53 read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The report on Corporate Governance and a certificate from the Auditors of the Company, M/s M.D. Pandya & Associates, confirming compliance of the conditions of the Corporate Governance requirements are annexed hereto and forms part of the Report.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149 (7) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Milan Dalal (DIN: 00062453) retires by rotation and is eligible for re-appointment.

**12. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that;

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year ended March 31, 2019 and of the profit of the Company for that year.
- we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- we have prepared the Annual Accounts on a going concern basis.
- we have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- we have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. BOARD EVALUATION**

In accordance with the provisions of the Companies Act, 2013 and Regulations of SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and other Committees. The manner in which the evaluation is carried out has been explained in the Corporate Governance Report.

**14. NUMBER OF MEETINGS OF THE BOARD**

The Board met Six times during the financial year, the details of which are given in the Corporate Governance report.

**15. INDEPENDENT DIRECTORS MEETING**

The Independent Directors met once during the year under review, without the attendance of the Non – Independent Directors and members of the Management. The Independent Directors reviewed the performance of the Non Independent directors and the Board as a whole and the performance of the Chairman of the Company, taking into account the views of the Directors and assessed the quality, quantity and timeline of the flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

**16. COMMITTEES OF THE BOARD**

The Companies Act, 2013 provides for the formation and duties of various committees of the Board. The Company has in place the required Committees with specific defined roles, duties and responsibilities. Details of the various committees, meetings held and attendance at the various committee meetings are given in the Corporate Governance Report.

**17. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Nomination & Remuneration Committee of the Company leads the process for Board appointments in accordance with the requirements of the Companies Act, 2013, the Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. and other applicable regulations and guidelines. The Board has, on the recommendation of the Nomination & Remuneration committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration policy is available on the company website [www.mpilcorporation.com](http://www.mpilcorporation.com). There has been no change in the policy since the last year.