



MPIL CORPORATION LIMITED

ANNUAL REPORT

2021-2022

Corporate Information

Board of Directors

Mr. Milan Dalal Chairman

Mrs. Veena Dalal Whole Time Director

Mr. Keshav Jetsey Independent Director

Mr. K. Krishnamoorthy Independent Director

Mr. Radheshyam Swami Independent Director

Key Managerial Persons

Mr. Deepak Sheth Chief Financial Officer

Mrs. Hinal Kothari
(upto 01-04-2022) Company Secretary

Mr. Hiren Desai
(appointed w.e.f 17-05-2022) Company Secretary

Statutory Auditors

M/s. M.D. Pandya & Associates
Chartered Accountants

Registrars & Transfer Agents

Link In-time India Pvt. Ltd

C101, 247 Park, L.B.S Marg,
Vikhroli (W), Mumbai 400 083

Listed With

Bombay Stock Exchange Limited

Depositories

National Securities Depository Limited
Central Depository Services (India) Limited

Corporate Office

Hamilton House, 2nd Floor, Above Pundole's,
Ballard Estate, Mumbai 400001
Tel: 022 22622316
Email: cs@mpilcorporation.com

CIN: L74299MH1959PLC163775

Registered Office

Udyog Bhavan, 2nd Floor,
29 Walchand Hirachand Marg,
Ballard Estate,
Mumbai 400001

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NOTICE

Notice is hereby given that the **63RD Annual General Meeting (AGM)** of the Members of MPIL Corporation Limited will be held on **Monday, September 26, 2022**, at **10.00 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Directors and Auditors thereon be and are hereby approved and adopted."

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 dividend of ₹ 1.20 per equity shares for the year ended 31st March, 2022 be and is hereby declared."

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 Mr. Milan Dalal (DIN 00062453), who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as the Director of the Company."

4. To re-appoint the statutory auditors of the Company and fix their remuneration for a second term of five years.

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

"RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), M/s M D Pandya & Associates ., Chartered Accountants, Firm Registration No. 107325W, be and are hereby appointed as the statutory auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this (63rd) annual general meeting until the conclusion of the 68th annual general meeting of the Company.

RESOLVED FURTHER that approval be and is hereby accorded for payment of statutory audit fees plus reimbursement of out of pocket expenses and applicable taxes to M/s M D Pandya & Associates, Chartered Accountants, for the financial year 2022- 23 and the Board of Directors of the Company be and they are hereby authorised to increase and pay such statutory audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment.

SPECIAL BUSINESS:

5. To appoint Mr. Keshav Jetsey (DIN:07491995) as an Independent Director of the Company for a second term of five consecutive years.

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, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time ("Act") and pursuant to Regulation 17 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Regulations"), Mr. Keshav Jetsey (DIN: 07491995), who is eligible for re-appointment as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from August 28, 2022 to August 27 2027

6. To reappoint Mrs. Veena Dalal (DIN: 00062873) as Whole Time Director of the company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mrs. Veena Dalal (DIN 00062873) as a Whole Time Director designated of the Company for a period of 5 years, with effect from August 28, 2022 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mrs. Veena Dalal, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mrs. Veena Dalal, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

Place: Mumbai
Date: August 10, 2022

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. In view of continuing second waves of COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed the conducting of Annual General Meeting through Video conferencing (VC) or other Audio visual means (OAVM) without the physical presence of the Members at a common venue. Accordingly, the Ministry of Corporate Affairs, issued General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, and General Circular No. 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars") prescribing the procedure and manner of conducting the Annual General Meeting through VC/OAVM. In compliance with the provisions of Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Sixty Second Annual General Meeting of the Company is being held through VC/OAVM.
2. Since the AGM is being conducted pursuant to MCA Circulars through VC/OAVM, physical attendance of the Member is dispensed with. Accordingly, facility for appointment of proxies by Members will not be available for the AGM and hence the Proxy Form and Attendance slip including route map are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the companies Act, 2013.
4. Members are requested to participate on first come first serve basis, as the participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the AGM. Members can login and join 45 (Forty five) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. The facility of participation will be made available for 1000 members on first come first served basis. However, this will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Relevant statements, pursuant to Section 102(1) of the Companies Act, 2013, in respect of items of special business are annexed hereto.
6. The Register of Members and Share Transfer Books shall remain closed from Monday, September 19, 2022 to Monday, September 26, 2022 (both days inclusive).
7. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors for the year ended 31st March, 2022, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of the business on Friday, September 16, 2022 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL as at the close of business on Friday, September 16, 2022.
8. As per Section 72 of the Act, the facility for making nominations is available for Members in respect of shares held by them. Members holding the shares in single name and who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Nomination forms can be obtained from Link Intime India Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, in case they hold shares in physical form. If they hold the shares in dematerialized form, they may contact their respective depositories for such nominations. However, both the forms may be downloaded from the website of Ministry of Corporate affairs at www.mca.gov.in.
9. Members who hold the shares in physical form are requested to inform mandatorily their Income Tax permanent Account Number (PAN) and Bank Account particulars to the R&T Agent. For payment of dividend in future and unclaimed dividend, Bank Account particulars should contain the information as to (a) Bank Account No. (b) Bank Name & Branch (c) self-attested one photo copy of Cheque (bearing printed name of the shareholder) (d) Reason for dividend remaining unclaimed. However, Members not having cheque bearing their printed name should provide self- attested copy of bank passbook or statement attested by Bank Manager.

10. Members holding shares in physical form are requested to notify change in addresses, if any, quoting their folio numbers to the R&T Agent of the Company.
11. Members holding shares in multiple folios are requested to submit their application to R&T Agent for consolidation of folios into single folio.
12. Members holding shares in physical form are requested to note that in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS) they should submit their ECS details comprising a) Name and branch of the bank in which Members wish to receive the dividend b) Bank Account type c) Bank account No d) 9 digit MICR code number e) 11 digit IFSC code f) Scanned copy of cancelled cheque bearing name of the Members. Alternatively, Members may provide details of their bank accounts quoting their folio numbers to the R& T Agent to enable them to print such details on the dividend warrants. In case shares are held in Demat, Members are requested to contact their respective depository participant (DP) and register bank account details in demat account, as per the process advised by the DP.
13. As per Regulation 40 of the SEBI LODR, as amended, Securities of the Companies can be transferred only in dematerialized form with effect from April, 1st, 2019, except in case of request received for transmission or transportation of Securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Member may contact the Company or Company's Registrar and share transfer Agents, M/s Link In Time India Private Limited for assistance in this regard.
14. To Support the "Green Initiative", Members who have not yet registered their email address are requested to register the same with their DP's in case the shares are held by them in electronic form and with Company's Registrars and Share Transfer Agents, M/s Link In Time India Private Limited in case the shares are held by them in physical form.
15. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members therefore may give instructions regarding bank accounts in which they wish to receive dividend, to their Depository participants.
16. The notice of the AGM will be available on the Company's website www.mpilcorporation.com, website BSE Ltd. at www.bseindia.com and the website of the National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. The Notice of AGM and Annual Report are being sent in only through Electronic mode to Members whose e-mail addresses are registered with the Company or Depositories participant(s). No physical copy of Annual Report shall be sent or available for reference of the Members. Members who have not registered their e-mail addresses with the Company can get the same registered with the Company/ its Register and Share Transfer Agent.

The Register of Directors, and Key Managerial personnel and their shareholdings under Section 170 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to cs@mpilcorporation.com

17. In Compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and Regulation 44 of Listing Regulations, the Members are provided with the facility to cast their votes electronically through the e-voting services provided by NSDL on all resolutions set forth in this notice. The instructions of e-voting are given herein below
 - i) The remote e-voting period commences on Friday, September 23, 2022 at 10.00 A.M. and ends on Sunday, September 25, 2022 at 5.00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of Friday, September 16, 2022, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution cast by the Member, the Member shall not be allowed to change it subsequently.
 - ii) The Board of Directors of the Company has appointed Mrs Ragini Chokshi, for M/s Ragini Chokshi & Co., Company Secretary in whole time practice, as a Scrutinizer for conducting the entire process of polling (both voting electronically through remote e-voting or e-voting during the Meeting) in a fair and transparent manner.
 - iii) A Member may participate in AGM through VC/OAVM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
 - iv) The Voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 16, 2022.
 - v) Any person who acquires the shares of the Company and becomes a Member of the Company after dispatch of notice and holding shares as of the cut-off date of Friday, September 16, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his or her existing user ID and password for casting vote.
 - vi) The details of the process and manner for remote e-voting are explained herein below:





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

1. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- a) For Members who hold shares in demat account with NSDL.
8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
 - b) For Members who hold shares in demat account with CDSL.
16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****
 - c) For Members holding shares in Physical Form.
EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
2. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
5. Now, you will have to click on "Login" button.
6. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ragini.c@rediffmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@mpilcorporation.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@mpilcorporation.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

1. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@mpilcorporation.com from Wednesday, September, 21, 2022 to Friday, September 23, 2022 (9.30 a.m to 5.30 pm IST). The same will be replied by the company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. The Chairman shall, at the AGM, after the end of the discussion on the resolutions on which the e-voting is to be held, allow the facility of e-voting to those members who participated at the AGM through VC/OAVM but have not cast their votes by availing remote e-voting facility.
7. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are annexed.
8. The Scrutinizer shall, immediately after conclusion of e-voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses, not being in the employment of Company and shall make, not later than forty eight hours of the conclusion of AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the Results of the voting forthwith.
9. The Results declared along with report of Scrutinizer shall be placed on the Company's website www.mpilcorporation.com and on the website of NSDL immediately after the declaration of the Results by the Chairman. The Results shall also be immediately forwarded to BSE Limited, Mumbai.

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	Mrs. Veena Dalal	Mr. Keshav Jetsey
DIN	00062453	00062873	07491995
Date of Birth	09/02/1962	21/12/1967	18/06/1958
Date of Appointment	28/08/2017	28/08/2017	28/08/2017
Qualification	B.com	B.Com	B.Com,FCA
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.	Practicing Chartered Accountant with over three decades of professional experience. Providing income tax consultancy and audit services
Directorship in other Listed companies	Foods and Inns Limited, Amalgamated Electricity Company Limited, Muller and Phipps (India) Limited,	NIL	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	NIL
Shareholding	427406	NIL	NIL
Details of Remuneration	Nil (Only sitting fees for attending Board/ Committee meetings)	₹ 2,50,000 per month	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	Wife of Mr. Milan Dalal, Chairman of the Company	None
Number of Meetings of the Board attended during the year	4	4	4

Place: Mumbai
Date: August 10, 2022

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)

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under item no. 4 to 6

Item no. 4

M/s. M D Pandya & Associates Chartered Accountants, Firm Registration No. 107325W was appointed as Statutory Auditors of the Company at the 58th Annual General Meeting ('AGM') held on September 28, 2017 for a term of 5 years and they hold office upto the conclusion of the ensuing Annual General Meeting of the Company. The Audit Committee and the Board, unanimously, recommends the ordinary resolution as set out in item no. 4 of this notice taking into account their credentials and also based on the evaluation of the quality of audit work done by the joint statutory auditors.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 4 of this notice.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4 of this notice

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the members

Item no. 5

The members of the Company at the Annual General Meeting held on September 28, 2017 appointed Mr. Keshav Jetsey as an independent director for a term of five years effective from August 28, 2017. In terms of the provisions of Section 149 of the Act, Mr. Keshav Jetsey is eligible for re-appointment for his second term.