

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

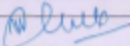

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	NIL
	Nature of contracts/arrangements/transaction	NIL
	Duration of the contracts/arrangements/transaction	NIL
	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
	Justification for entering into such contracts or arrangements or transactions	NIL
	Date of approval by the Board	NIL
	Amount paid as advances, if any	NIL
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	NIL
	Nature of contracts/arrangements/transaction	NIL
	Duration of the contracts / arrangements / transaction	NIL
	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
	Date of approval by the Board	NIL
	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors

	
Baliram B. Chavhan Managing Director DIN:	(Gauri Mhaske) Director DIN:

Place: Mumbai

Date: 22.02.2016

2. DIVIDEND :-

In view accumulated losses and loss suffered during the year under report, your directors do not recommend any dividend nor any transfer of amount to General reserve for the period ended on 31st March, 2018.

3. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE CORPORATION :-

No material changes and commitments have occurred between the end of the financial year of the Corporation to which the financial statements relate and the date of the report; which shall be affecting the financial position of the Corporation.

4. RISK MANAGEMENT POLICY AND ANNUAL EVALUATION OF ITS PERFORMANCE BY THE BOARD :-

The Corporation is under control of the policy decisions taken by the Government of Maharashtra from time to time. The Corporation does not have separate risk management policy. The members of the Board are appointed by the Governor, who is officers of the Government. There is no separate procedure for evaluation of its performance by the board.

5. SHARE CAPITAL :-

During the year under report, Company has allotted 1,80,000 Fully Paid Equity Shares to the Governor of Maharashtra against funds of Rs.1,00,00,000/- (Rupees one crore) from the Governor of Maharashtra vide Government Resolution No. Sankima - 2016/Pra.Kra.92/Tex-2 dated 06.08.2016 and Rs.80,00,000/- (Rupees Eighty Lakhs) from the Governor of Maharashtra vide Government Resolution No. Sankima - 2016 / Pra.Kra.92/Tex-2 dated 20.12.2018 for further Equity Capital of the Company. There was no change in the shareholding pattern of the Corporation.

The Corporation has not bought back any of its securities during the year under review. The Corporation has not issued any Sweat Equity Shares during the year under review. No Bonus Shares were issued during the year under review. The Corporation has not provided any Stock Option Scheme to the employees.

6. DIRECTORS AND BOARD MEETINGS :-

Your Directors, as per the articles association are appointed by the Governor of Maharashtra. As on 31.03.2018 the Board of Directors of your Company is as under

Name of the Director	Designation	Date of Appointment
Shri. Hindurao Shelke	Chairman	19.01.2016
Shri. Baliram B. Chavhan	Director & Managing Director*	28.06.2016
Shri Sanjay Meena IAS	Director	25.05.2016
Smt. Gauri Mhaske	Director	05.10.2017

* Shri. Baliram B. Chavhan was initially appointed as Director by the Governor of Maharashtra. He is re-designated as Managing Director w.e.f. 07.04.2017.

There was no change in the Board of your Company during the year 2017-18. However after close of the Financial Year following changes took place in the Board of your Company till the date of the report :

Name of the Director	Designation	Date of Appointment	Date of Cession
Shri Hindurao Shelke.	Chairman	19.01.2016	18.01.2019
Shri Sanjay Meena IAS	Director	25.05.2016	05.06.2018
Smt Madhavi Khode- Chevare	Director	05.06.2018	

The Board places on record its deep appreciation of services rendered by Shri Hindurao Shelke; Chairman and Shri Sanjay Meena IAS Director

Board Meetings :-

During the year your Corporation held Five (4) Board meetings. 180th on 06/05/2017, 181st on 17/06/2017, 182nd on 26/09/2017 and 183rd on 26/02/2018. Your Corporation being Private Company, the provisions of Appointment of Audit Committee, [Independent Directors are not applicable to your Corporation.

7. CORPORATE SOCIAL RESPONSIBILITY (CSR):-

Our Corporation is not covered under any of the criterion laid down by the section 135 of the Companies Act, 2013. The provisions of the Act in respect to Corporate Social Responsibility (CSR) are not applicable to your Corporation

8. AUDITORS :-

The Office of Comptroller and Auditor General of India, New Delhi, has appointed M/s. Shah Gupta & Co., Chartered Accountants, Mumbai as the Statutory Auditors of your Corporation for the year under report. The report of the Auditors is annexed to the Financial Statement.

9. EXTRACT OF THE ANNUAL RETURN :-

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure - A and is attached to this Report.

10. PARTICULARS OF LOANS GUARANTEE AND INVESTMENT BY THE CORPORATION :-

Your Corporation during the year has not given any Guarantee or has not made any investment or advances by way of Loan in any Corporation or other entity.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :-

Your Corporation during the year has not entered in to any contract or arrangement with related parties as per section 186 of the Companies Act, 2013. The Loan given by the Corporation to its subsidiary is solely for its closure activity.

12. DIRECTORS' RESPONSIBILITY STATEMENT:-

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(C) of the Companies Act, 2013:

- a) that in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) that the directors 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 as at March 31, 2018 and of the profit and loss of the company for the year ended on that date;
- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies

Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) that the annual accounts have been prepared on a going concern basis;
- e) that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. INSURANCE:-

All the unsoled properties of the Corporation and insurable interests including Buildings, office equipments & vehicles have been adequately insured.

14. PARTICULARS OF EMPLOYEES :-

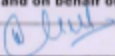

None of the Employees of the Corporation has been paid remuneration in excess of the limit prescribed under Section 197 (12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment & Remuneration to Managerial Personnel) Rules 2014

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :-

The Corporation wherever possible is taking steps for conservation of energy. The information as required by the Section 134 of the Act read with Rule 8 of The Companies (Accounts) Rules 2014 the information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is NIL (PY NIL).

16. ACKNOWLEDGEMENTS :-

Your Directors take this opportunity to thank the Government of Maharashtra for the help, financial support and guidance from time to time.

For and on behalf of the Board of Directors	
	
Beliram B. Chavhan Managing Director DIN:	(Gauri Mhaske) Director DIN:

Place: Mumbai

Date: 22.02.2018

**MAHARASHTRA STATE POWERLOOMS CORPORATION LIMITED,
NAVI MUMBAI-400 705.**

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors present herewith the 46th Annual Report and the audited Financial Statements of the **Maharashtra State Powerloom Corporation Ltd.** (MSPC), for the Accounting Year ended on 31st March, 2018 together with Report of Auditors thereon.

1. FINANCIAL RESULT:-

The Corporation's financial performance for the year under review, along with previous year's figures are given hereunder:

FINANCIAL PERFORMANCE AND STATE OF CORPORATION'S AFFAIRS

(Rs. In Lakhs)

No.	Particulars	2017-18	2016-17
1.	Sales and Services	809.94	350.73
2.	Other Income	23.11	49.16
3.	Profit/(Loss) before Interest, Depreciation and Other Expenses	(44.08)	(259.42)
4.	Interest and other Finance Cost	4.93	10.16
5.	Depreciation	1.07	1.44
6.	Other Expenditure	34.11	44.90
7.	Net Profit / (Loss) for the year before Tax	(84.19)	(315.92)
8.	Provision for Taxation	0.00	0.00
9.	Provision for Taxation Previous Years	0.00	0.00
10.	Net Profit/ (Loss) for the Year transferred to the Balance Sheet	(84.19)	(315.92)

OPERATIONS :-

The Turnover during 2017-18 amounted to Rs.809.94 lakhs as against corresponding figure of Rs. 350.73 lakhs during 2016-17. The Net loss for the year after provisions for tax was Rs.84.19 lakhs (Previous Year Rs. 315.92 lakhs). The total accumulated loss as on 31.03.2018 stood at Rs.1738.45 lakhs (Previous Year Rs. 1654.25 lakhs). In spite of discontinuation of the procedure of purchasing on the basis of Rate Contract by state undertakings, which was introduced two years back, the turnover of your company showed increase. Your Corporation, on account of Increase in the turnover income during the year, could able to save on the finance cost by reduction in the borrowings particularly overdraft facility. Further during the year Company received funds by way of equity from the Government to the tune of Rs. 100.00 lakhs.

Financial Performance of your Company during last five year is given below.

Sr. No	Year	Turnover Rs in Lakhs	Net Profit/ (Loss) Rs in Lakhs
1.	2013-14	3438.21	(30.65)
2.	2014-15	1695.27	(71.54)
3.	2015-16	969.63	(144.84)
4.	2016-17	350.73	(315.92)
5.	2017-18	809.94	(84.19)

Efforts taken by the management to increase the turnover of the Company by undertaking following activities have shown results during the year:

- Correspondence with Various Government Departments.
- Personal visits to Government Departments.
- Participated in Online Tenders Of State & Central Governments.
- Participated through GEM Portal.

EXTRACT OF ANNUAL RETURN
Form No. MGT-9

as on the financial year ended on 31st March, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :-

i. CIN	U51504MH1972SGC015583
ii. Registration Date	01/02/1972
iii. Name of the Company	MAHARASHTRA STATE POWERLOOMS CORPORATION LIMITED
iv. Category/Sub-Category of the Company	Company Limited By Shares / State Government Company
v. Address of the Registered office and contact details	House No. 004B, Ground Floor, Sector-5, Near Datta Vidya Mandir School, Sanpada (East), Navi Mumbai- 400 705. Tele : 022-27755078/022-27750435 e-mail- info@mspc.org.in
vi. Whether listed company	No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :-

The Revenue from Operations of the Company during the year was Rs 809.94 lakhs.

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Cloth.	4641	97.23%
2	Retail Cloth Sale	4751	02.77%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :-

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
	NIL	NIL	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :-

L. Category-wise Share Holding :-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	0	0	0	NIL	0	0	0	NIL
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	NIL	1277300	1277300	100%	NIL	1457300	1457300	100%	NIL
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	NIL	1277300	1277300	100%	NIL	1457300	1457300	100%	NIL
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	0	0	0	0	0	0	0	0	0
Total Public Shareholding [B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	NIL	1277300	1277300	100%	NIL	1457300	1457300	100%	NIL

ii. Share holding of Promoters :-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Governor of Maharashtra and his 2 Nominees	1277300	100%	0%	1457300	100%	0%	NIL
	Total	1277300	100%	0%	1457300	100%	0%	NIL

Change in Promoters Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1277300	100%	1277300	100%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	180000		180000	
	At the End of the year	1457300	100%	1457300	100%

iii. Shareholding pattern of top 10 share holders other than Directors, Promoter and holders of GDRs and ADRs :-

Entire Paid up Share Capital is hold by the Governor of Maharashtra and his Nominees

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

iv. INDEBTEDNESS :-

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits Rs.	Unsecured Loans Rs.	Deposits Rs.	Total Indebtedness Rs.
Indebtedness at the beginning of the financial year	From Syndicate Bank against FD	From Government of Maharashtra		
i) Principal Amount	1,41,61,293	43,08,504	NIL	1,84,69,797
ii) Interest due but not paid	NIL	17,28,000	NIL	17,28,000
iii) Interest accrued but not due	NIL	6,97,93,902	NIL	6,97,93,902
Total(i +ii +iii)	1,41,61,293	7,58,30,406	NIL	8,99,91,699
Change in Indebtedness during the financial year				
- Addition	NIL	Nil	NIL	Nil
- Reduction	1,41,61,293	Nil	NIL	1,41,61,293
Net Change	1,41,61,293	Nil	NIL	1,41,61,293
Indebtedness at the end of the financial year	From Syndicate Bank against FD	From Government of Maharashtra		
i) Principal Amount	NIL	43,08,504	NIL	43,08,504
ii) Interest due but not paid	NIL	17,28,000	NIL	17,28,000
iii) Interest accrued but not	NIL	6,97,93,902	NIL	6,97,93,902
Total(i +ii +iii)	NIL	7,58,30,406	NIL	7,58,30,406

v. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :-

Sr. No.	Particulars of Remuneration	Names of Managing Directors	Total Amount
		Shri B B Chevhan	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17,700.00	17,700.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0.00	0.00
2.	Stock Option	0.00	0.00
3.	Sweat Equity Commission	0.00	0.00
	- as % of profit	0.00	0.00
	- others, specify	0.00	0.00
4.	Others, please specify	0.00	0.00
5.	Total(A)	0.00	0.00
	Ceiling as per the Act	Not Applicable as MSFC is Government Company	

B. Remuneration to other directors :-

Sr. No.	Particulars of Remuneration	Names of Chairman		Total Amount
		Shri Hindurao Shelke		
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	90,000.00		90,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00		0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00		0.00
2.	Stock Option	0.00		0.00
3.	Sweat Equity Commission	0.00		0.00
	- as % of profit	0.00		0.00
	- others, specify...	0.00		0.00
4.	Others, please specify (Perks)	4,03,438.00		4,03,438.00
5.	Total(A)	4,93,438.00		4,93,438.00
	Ceiling as per the Act	Not Applicable as MSPC is Government Company		

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD :-

Sr. No.	Particulars of Remuneration	Names of KMP		Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify...	0.00	0.00	0.00
4.	Others, please specify	0.00	0.00	0.00
5.	Total(A)	0.00	0.00	0.00
	Ceiling as per the Act	Not Applicable as MSPC is Government Company		

vi. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the companies Act	Brief description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers In Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL