



MULLER AND PHIPPS INDIA LIMITED.

C-204, 2ND FLOOR, MADHAVA, BANDRA KURLA COMPLEX, MUMBAI-400 052.

CIN: L63090MH1917PLC007897

May 27, 2024

The Secretary,
Bombay Stock Exchange Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 501477

Sub: Submission of Annual Secretarial Compliance Report as per Reg 24 A of SEBI LODR, 2015 for financial year ended March 31, 2024.

Dear Sir/ Madam

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by Mr. Sanjay Soman from M/s Sanjay Soman & Associates, Practicing Company Secretaries.

Kindly take the same on record.

Thank you.
Yours faithfully

For **Muller and Phipps India Limited**

Milan Dalal
Director
DIN: 00062453

ANNUAL SECRETARIAL COMPLIANCE REPORT
(Reg 24 A of SEBI (LODR) 2015
of
Muller and Phipps India Ltd
(CIN L63090MH1917PLC007897)
for the
financial year ended on 31st March 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Muller and Phipps India Ltd** (hereinafter referred as 'the listed entity'), having its Registered Office at 204 Madhava Commercial Premises, C-4 Bandra Kurla Complex Bandra East Mumbai- 400051 Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts and statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

(a) all the documents and records made available to us and explanation provided by Amalgamated Electricity Company Limited,

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of :

(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Any other regulations as applicable)and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below if any:

We report that following Compliances, Filings, and statutory data maintained by the company Checked by us for the purpose of this Report with adequate sample size for our satisfaction:

l. (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Intimation by Directors	Co Act - Sect 184(2)	Nil	record Checked	Form DIR 8	Nil	Nil	On record	Nil	OK
2	Disclosure of Interest	Sect 184	Nil	--"---	MBP -1	Nil	Nil	--"---	Nil	OK
3.	Half Yearly MSME return	Co (Info on MSME Order) 2019	Nil	Compiled	Statutory & Advisory	N A	Nil	But yearly Record of confirmation is advised	Positive	Accepted
4.	DIN KYC	Sect 153	Nil	NA		Nil	Nil		Nil	Ok

5.	SEBI LODR Disclosures	Reg 29(3)27,31,55A,13(3), 74(5), 24A,33		Recors Checked	Complied Various	N A	Nil	On Record	Nil	OK
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing company Secretary	Management Response	Remarks
1	To keep statutory Declaration from Directors to be on records that no Director is disqualified	164(2)	Complied	N A	Advisory only	Nil	Nil	Include d in the electronic data base	Positive	Satisfactory

II. We report that

The Company does have two subsidiaries and all statutory requirements have been fulfilled by Auditors of Subsidiary companies in a manner required to present consolidated reporting to by the holding company.

-All statutory compliances by subsidiary companies vis a vis requirements of holding company have been fulfilled and the reports have been taken on record by Audit Committee and by the Board at every quarter ended till 31/03/2024 by the Holding Company .

Further, there has been a change in the Statutory Auditor due to Resignation of the Auditor K F Jetsey & Co after the maturity of tenure as per provisions of Companies Act 2013. The Company has taken all necessary steps to appoint new Statutory Auditor M/s Shankarlal Jain & Co Chartered Accountants, Mumbai and complied with filing of requisite form ADT -1 .

III

we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS* Sanjay Soman & Asso.
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Complied

2.	<p>Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	Complied
3.	<p>Maintenance and disclosures on Website: The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</p>	Yes	Complied
4.	<p>Disqualification of Director: None of the Director(s) of the Company is /are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.</p>	Yes	Complied
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.: Identification of material subsidiary companies Disclosure requirement of material as well as other subsidiaries</p>	Yes	Complied
6.	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Complied
7.	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Complied
8.	<p>Related Party Transactions: The listed entity has obtained prior approval of Audit Committee for all related party transactions; or The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	Complied
9.	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Complied

10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Complied
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NIL	NIL
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	MSME data not assessed	Advised to take yearly confirmations from vendors

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

SANJAY SOMAN & ASSOCIATES




PCS-SANJAY SOMAN

Place: Mumbai

Date: 27th May 2024

FCS No.: 4146 CP No. : 817

PR No. 1826/2022

(UDIN: F004146F000451923 dt 27.05,2024)