



MULLER & PHIPPS (INDIA) LIMITED

Registered Office : 16, Unique Industrial Estate, Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.
Telephone : 2432 6852 / 53 Fax : 2422 1097 E-mail : mnpco@mulphico.co.in Website : www.mulphico.co.in

AGENDA FOR THE PROCEEDINGS AT THE NINETY SEVENTH ANNUAL GENERAL MEETING

DATE : SEPTEMBER 22nd, 2014
TIME : 12.00 Noon
VENUE : Sir Vithaldas Chambers,
6th Floor, 16, Mumbai Samachar Marg,
Fort, Mumbai-400001

CHAIRMAN: It is now 12 noon. and I call the Meeting to order. The quorum (members present in person) as required under Article 82 of the Articles of Association of the Company is present.

1. The register of Directors' shareholding as required under Section 170 of the Companies Act, 2013, is placed on the table and is open for inspection of the Members at the Meeting.
2. Proxies and Register of Proxies are placed on the table and are open for inspection of the members at the Meeting.
3. 5 proxies for shares 3.02% have been received within the prescribed time limit.
4. Resolution appointing representatives under Section 113 of the Companies Act, 2013, have been received from 7 Bodies Corporate, comprising shares 71.69%

The requisite quorum being present, I would like to commence business.

With your permission, the Notice convening the meeting and the Directors' Report may be taken as read.

I now request Mr. Santosh Tawade to read the Auditor's Report.

SANTOSH TAWADE: TO READ OUT THE AUDITOR'S REPORT.

CHARIMAN : Before I move the Resolution to adopt the Accounts of the Company, I will, with your permission, like to brief you about the developments that took place during the period 2013-2014.

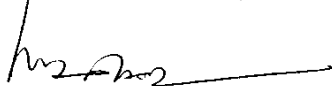
CHAIRMAN TO ADDRESS THE SHARE-HOLDERS AS PER THE CHAIRMAN'S SPEECH AND ANSWER THE QUESTIONS.

Those who would like to vote and not voted under e-voting/ postal ballot, please collect ballot papers & cast the vote.

Resolutions are given in the ballot paper. Chairman to read resolutions and get proposed & seconded to the resolution.

Description of Resolution	Type of Resolution	Proposed By	Seconded By
1. Adoption of Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date along with the Report of the Directors and Auditors thereon	Ordinary		
2. Re appointment of Mr. Utsav Dhupelia, Director of the Company.	Ordinary		
3. Appointment of Auditor and fixing their remuneration	Ordinary		

Yours faithfully,
MULLER & PHIPPS (INDIA) LIMITED



P. V. MOHAN
COMPLIANCE OFFICER
& President – Operations

SCRUTINIZER'S REPORT

To
The Chairman
Muller and Phipps (India)Limited
16,Unique Industrial Estate,
Prabhadevi,Mumbai -400025.

Sub: Scrutinizer's Report (Combined) on e-voting and poll on the agenda items transacted at the Ninety Seventh Annual General Meeting (AGM) of the Company held on Monday September 22, 2014 at 12.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.

Dear Sir

I, Sheetal Arya, Practising Advocate, have been appointed as a Scrutinizer by:

- a. the Board of Directors of Muller and Phipps (India) Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014.
- b. the Chairman of the AGM on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and administration) Rules, 2014, on the resolutions contained in the notice to the Ninety Seventh AGM of the Company held on Monday September 22, 2014 at 12.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001.

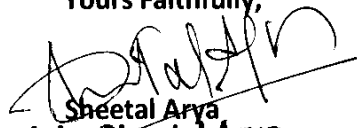
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the Ninety Seventh Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL, the authorised agency engaged by the Company to provide e-voting facilities for e- voting and also at the time of poll.

I have issued separate Scrutinizer's Report dated 20th September 2014 on the e-voting and 23rd September 2014 on the poll on the resolutions contained in the notice of the AGM.

As requested by the management I submit herewith my combined report on the results of e-voting together with that of poll as under:

Item No of Notice	Mode of voting	Votes in favour of Resolution		Votes against the resolution		Invalid Votes
		Nos.	% of Total number of valid votes cast (favour and against)	Nos.	% of Total number of valid votes cast (favour and against)	
Item No 1 of the Notice (As an Ordinary Resolution)	E- voting	9	95.58%	1	4.43%	NIL
	Poll	Nil	NIL	NIL	NIL	4
	Total	9	95.58%	1	4.43%	4
Item No 2 of the Notice (As an Ordinary Resolution)	E- voting	9	95.58%	1	4.43%	NIL
	Poll	NIL	NIL	NIL	NIL	4
	Total	9	95.58%	1	4.43%	4
Item No 3 of the Notice (As an Ordinary Resolution)	E- voting	9	95.58%	1	4.43%	NIL
	Poll	NIL	NIL	NIL	NIL	4
	Total	9	95.58%	1	4.43%	4

Thanking You
Yours Faithfully,



Sheetal Arya
Adv. Sheetal Arya
Practising Advocate

1/5, Shanker Yadav Chawl
Tajore Nagar-3, Vikhroli (East),
Mumbai - 400 083.

Place: Mumbai

Date: 23rd September 2014.

DAH/4335/2012

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013
[Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Muller and Phipps India Limited
16, Unique Industrial estate,
Prabhadevi,
Mumbai 400 025

Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir

I, Sheetal Arya, Practising Advocate (Membership No: MAH/4385/2012) was appointed as Scrutinizer by the Board of Directors of Muller and Phipps (India) Limited (the Company) for the purpose of e-voting process on the agenda items to be transacted at the _____ Annual General Meeting (AGM) of the Company to be held on Monday September 22, 2014 at 12.00 a.m at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001

I submit my report as under:

- a. The Company has provided e- voting facility to the Shareholders registered with the Company and entitled to vote as on August 15, 2014.
- b. The e-voting period began at 9.00 a.m on Wednesday September 17, 2014 and ended at 6.00 p.m on Friday September 19, 2014. The votes received electronically from the Shareholders till Friday September 19, 2014 upto 6.00 p.m being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
- c. The members have casted their votes through e-voting facility provided by the National Securities Depository Limited (NSDL) as the authorised Agency to provide e-voting facilities.
- d. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
- e. Particulars of all votes received electronically from the Members have been entered in the register separately maintained for the purpose.
- f. The votes received electronically were duly scrutinized and the shareholders was matched/ confirmed with the Register of members of the Company as on the cut-off date i.e August 15, 2014.

- g. The votes were unblocked at Mumbai on September 20, 2014 at 10.00 a.m in the presence of Mr. Manoj Shukla, Advocate and Mr. Bhupen Dalal, Lawyer who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.



Name: Manoj Shukla



Name: Bhupen Dalal

- h. Thereafter the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e <http://evoting.nsdl.com> and based on such reports generated, the result of the e-voting is provided hereunder.

A Summary of the votes received electronically is given below:

1. Resolution 1- Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date along with the Report of the Directors and Auditors thereon:

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
9	2719	95.58

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	126	4.43

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	NIL

2. Resolution 2- Ordinary Resolution

To appoint a director in place of Mr. Utsav Dhupelia who retires by rotation and being eligible, offers himself for re-appointment

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
9	2719	95.58

ii. Voted **Against** the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	126	4.43

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

3. Resolution 3- Ordinary Resolution

To appoint M/s Ford, Rhodes, Parks & Co, as Auditors to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration

i. Voted **in favour** of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
9	2719	95.58

ii. Voted **Against** the resolution:

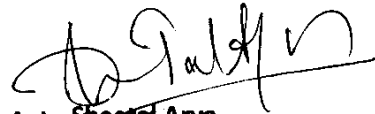
Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
1	126	4.43

iii. Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Thanking You

Yours Faithfully



Adv. Smita Arya

1/5, Shankar Yadav Chawl,

Tagore Nagar-3, Vikhrol (East),

Mumbai-400085

No: MAH/4335/2012

Place: Mumbai

Date: September 20, 2014

FORM No MGT -13

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

Muller and Phipps India Limited,
16, Unique Industrial Estate,
Prabhadevi,
Mumbai -400 025.

Sub: Scrutinizer's Report on poll conducted in the 97th Annual General Meeting of the Shareholders of Muller and Phipps (India) Limited held on September 22, 2014 at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001 in terms of provisions of section 109 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement and Rule 21 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir

I, Sheetal Arya, Practising Advocate (Membership No: MAH/14335/2012), was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Forty Second Annual General Meeting of the Shareholders of Foods and Inns Limited held on September 22, 2014 at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman 1 (one) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Link In-time India Private Limited and the Authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll is as under

A. Resolution 1- Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date along with the Report of the Directors and Auditors thereon:

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

B. Resolution 2- Ordinary Resolution

To appoint a director in place of Mr.Utsav Dhupelia who retires by rotation and being eligible , offers himself for re-appointment

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

ii. Voted Against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

C. Resolution 3- Ordinary Resolution

To appoint M/s Ford, Rhodes, Parks & Co, as Auditors to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration

i. Voted in favour of the resolution

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

ii. Voted Against the resolution:

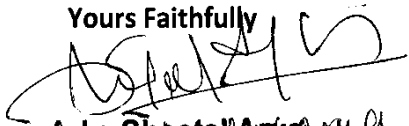
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

Thanking You

Yours Faithfully



Ady. Sheetal Arya
15, Shankar Yadav Chowk,
Tatyasaheb Wankar (East),
Mumbai - 400 083.

4335/2012

Place: Mumbai

Date: 24/09/2014