

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
C 204, Madhava ,Banda Kurla Complex,
Bandra East, Mumbai 400 051

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, Rajesh Kanojia, Practising Advocate (Membership No: 114809), 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 101 Annual General Meeting (AGM) of the Company to be held on Monday September 24, 2018 at 4.30 p.m. at Kilachand Conference, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400 020

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 Sept 17, 2018.
- b. The e-voting period began at 10.00 a.m on Friday September 21, 2018 and ended at 5.00 p.m on Sunday, September 23, 2018. The votes received electronically from the Shareholders till Sunday, September 23, 2018 upto 5.00 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 September 17, 2018.
- g. The votes were unblocked at Mumbai on September 25, 2018 at 10.30 a.m in the presence of Mr.Santosh Tawade and Mr.Ganesh Thakur who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.


Name: Santosh Tawade


Name: Ganesh Thakur

- 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, 2018 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
01	02	100

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
00	00	00

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. Raymond Simkins who retires by rotation.

i. Voted in favour of the resolution

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
01	02	100%

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0

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. K. F. Jetsey & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until 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
01	02	100

ii. Voted Against the resolution:

Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
0	0	0

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


Rajesh Kanojia
Advocate

RAJESH A. KANOJIA
Advocate High Court, Bombay
8-Mazda Mansion, Ganesh Lane,
Ground Floor, Colaba, Mumbai-400 005.
Mob.:- 9768421353

Membership No: 114809

Place: Mumbai

Date: September 25, 2018

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,
C 204, Madhava ,Banda Kurla Complex,
Bandra East, Mumbai 400 051

Sub: Scrutinizer's Report on poll conducted in the 101 Annual General Meeting of the Shareholders of Muller and Phipps (India) Limited held on September 24, 2018 at Kilachand Conference, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400 020 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, Rajesh Kanojia, Practising Advocate (Membership No. I14809), was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the One Hundred One Annual General Meeting of the Shareholders of Muller and Phipps India Limited held on September 24, 2018 at Kilachand Conference, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai 400 020, 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 Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the 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
03	26	NIL

ii. Voted in against 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

iii. Invalid Votes

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

B. Resolution 2- Ordinary Resolution

To appoint a director in place of Mr. Raymond Simkins 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
03	26	NIL

ii. Voted in against 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

iii. Invalid Votes

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

C. Resolution 3- Ordinary Resolution

To appoint M/s. K. F. Jetsey & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until 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
03	26	NIL

ii. Voted in against 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

iii. Invalid Votes

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

Thanking You

Yours Faithfully



Mr. Rajesh Kanojia
Practising Advocate
Membership No. I14809

RAJESH A. KANOJIA
Advocate High Court, Bombay
8-Mazda Mansion, Ganesh Lane,
Ground Floor, Colaba, Mumbai-400 005.
Mob.:- 9768421353

Place: Mumbai

Date: September 25, 2018

SCRUTINIZER'S REPORT

To
The Chairman,
Muller and Phipps (India) Limited
204, Madhava ,Bandra Kurla Complex,
Bandra East, Mumbai -400 051.

Sub: Scrutinizer's Report (Combined) on e-voting and poll on the agenda items transacted at the 101 Annual General Meeting (AGM) of the Company held on Monday, September 24, 2018 at 4.30 pm at Kilachand Auditorium, 2nd Floor, Indian Merchant Chambers ,Churchgate, Mumbai 400 020.

Dear Sir,

I, Rajesh Kanojia, 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 101 Annual General Meeting (AGM) of the Company held on Monday September 24, 2018 at 4.30 pm at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers ,Churchgate, Mumbai 400 020.

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 101 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 25th September 2018 on the e-voting and 25th September 2018 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 in against the resolution		Invalid Votes
		Nos.	% of Total number of valid votes cast (favour)	Nos.	% of Total number of valid votes cast(against)	
Item No 1 of the Notice (As an Ordinary Resolution)	E-voting	02	100%	NIL	NIL	NIL
	Poll	26	100%	NIL	NIL	NIL
	Total	28	100%	NIL	NIL	NIL
Item No 2 of the Notice (As an Ordinary Resolution)	E-voting	02	100%	NIL	NIL	NIL
	Poll	26	100%	NIL	NIL	NIL
	Total	28	100%	NIL	NIL	NIL
Item No 3 of the Notice (As an Ordinary Resolution)	E-voting	02	100%	NIL	NIL	NIL
	Poll	26	100%	NIL	NIL	NIL
	Total	28	100%	NIL	NIL	NIL

Thanking You

Yours Faithfully,



Mr. Rajesh Kanojia
Practicing Advocate

RAJESH A. KANOJIA
Advocate High Court, Bombay
8-Mazda Mansion, Ganesh Lane,
Ground Floor, Colaba, Mumbai-400 005.
Mob.:- 9703421353

Membership No.I14809

Place: Mumbai

Date: September 25, 2018