

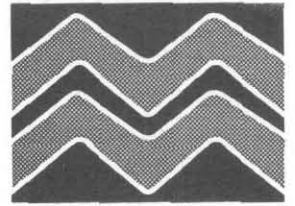
Mackinnon Mackenzie & Company Ltd.

Registered Office : 4, Shoorji Vallabhdas Marg, P.O. BOX 122, Mumbai - 400 001,

Tel. : 022-2261 0981, Fax : 022-2261 4207

E-mail : mmcladv@yahoo.co.in Website : www.mmclimited.net

CIN NO. : L63020MH1951PLC013745



5th September 2019

The Stock Exchange, Mumbai,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Script code: 501874

In reference to our earlier letter dated 23rd August, 2019, please be informed that the 68th Annual General Meeting of the Company will be held on 27th September, 2019.

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 68th Annual General Meeting of the Company.

Trust this meets your requirements.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **MACKINNON MACKENZIE & CO. LIMITED**

CS NIDHI SHUKLA
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl.: As above

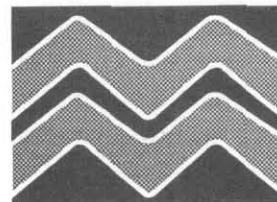
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NOTICE OF THE 68TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 68th Annual General Meeting of the Shareholders of Mackinnon Mackenzie and Co Limited will be held on **Friday, the 27th September, 2019 at 10:00 a.m.** at Kanji Khetsi Bhatia Wadi, 65, Mint Road, Fort, Mumbai- 400001, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2019 including the Audited Balance Sheet as at 31st March 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abbas Lakdawalla (DIN: - 00037416), a Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of Companies Act 2013, the consent of members be and hereby accorded to Mr. Abbas Lakdawalla, Non-Executive Non-Independent Director of the Company who is also a qualified Company Secretary, to hold office and place of profit and to undertake various Statutory Compliances under Companies Act, 2013 at a Professional fees as determined mutually between Mr. Abbas Lakdawalla and the Company from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to approve and revise all Professional fees payable to Mr. Abbas Lakdawalla from time to time as they may deem fit with mutual consent of Mr. Abbas Lakdawalla and the Company".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

4. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provision of Section 197 and 203 of the Companies Act, 2013 read with Schedule V of the said Act (including any statutory modification or re-enactment thereof for time being in force) consent of members be and is hereby accorded for payment of monthly remuneration of Rs. 40,000/- plus perquisites and allowances, if any, to Mr. R Krishnaswamy, Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company effective 1st June 2019."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Board of Directors be and are hereby treat this as minimum remuneration authorized to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. R Krishnaswamy within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

5. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provision of Section 197 and 203 of the Companies Act, 2013 read with Schedule V of the said Act (including any statutory modification or re-enactment thereof for time being in force) consent of members be and is hereby accorded for payment of monthly remuneration of Rs. 20,000/- plus perquisites and allowances, if any, to Mr. Ashok Joshi, Manager and Key Managerial Personnel (KMP) of the Company for period effective 1st June 2019."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period and further, the Board of Directors be and are hereby authorized to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Ashok Joshi within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

**By Order of the Board of Directors
For MACKINNON MACKENZIE AND CO. LIMITED**



**HETAL PARMAR
INDEPENDENT WOMAN DIRECTOR
DIN: 07723298**

**PLACE: MUMBAI
DATED: 4TH SEPTEMBER 2019**

NOTES:

- 1) *Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.*
- 2) *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy shall be received by the Company 48 hours before the commencement of the Meeting.*
- 2) *Members/Proxies should fill in the attendance slip for attending the Meeting.*
- 3) *A person can act as proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.*
- 4) *Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.*
- 5) *Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their Folio No.*
- 6) *In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.*
- 7) *Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.*
- 8) *Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from 20th September 2019 to 27th September 2019 (both inclusive).*
- 9) *The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are requested to submit their PAN to the Company or Registrar and Transfer Agents. (Annexed to the Annual Report is the Letter for submitting the Copy of PAN and Bank Details).*
- 10) *As per the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory to dematerialize for transfer of securities. The Company is in the process to Demat the Shares of the Company.*
- 11) *Members desiring any relevant information on the Accounts at the Annual General Meetings are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready.*

- 12) Members are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service:
- i. Any change in their address and
 - ii. Share Certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account.
- 13) Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
- 14) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agents for receiving communication from the Company in electronic form.

PROCESS FOR MEMBERS OPTING FOR REMOTE E-VOTING

Voting through electronic means

In case of members receiving e-mail:

- i. The Company is providing e-voting facility through CDSL to transact all the Resolutions mentioned in the Notice of this Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder.
- ii. The voting period begins on Monday, 23rd September, 2019 at 10.00 a.m. and ends on Thursday, 26th September, 2019 at 5.00 p.m.(both inclusive). During this period, shareholder's of the Company, holding shares as on the cut-off date (Record Date) i.e. Thursday, 19th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- iv. The shareholders should log on to the e-voting website www.evotingindia.com.
- v. Click on Shareholders.
- vi. Members should enter Folio Number registered with the Company.
- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are a first time user follow the steps given below:
Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
 - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- ix. After entering these details appropriately, click on **"SUBMIT"** tab.
- x. Members will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For members, the details can be used only for E-voting on the resolutions contained in this Notice.
- xii. Click on the **EVS**N for the relevant **MACKINNON MACKENZIE AND CO LIMITED** on which you choose to vote.
- xiii. On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the **"RESOLUTION FILE LINK"** if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- xvi. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out the print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- xviii. Shareholders can also cast their vote using CDSL's mobile app M-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. **Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e other than individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF Format in the system for the scrutinizer to verify the same.

- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

1. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on Thursday, 19th September, 2019 and as per the Register of Members of the Company.
3. Mrs. Zeenat Lakdawala has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and make out a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable, with the assistance of scrutinizer, by use of polling paper for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.
6. A Member can opt for only one mode of voting i.e either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
7. The results declared along with the Scrutinizer's Report shall be placed on the BSE's website, Company's website www.mmclimited.net and on the website of CDSL www.evotingindia.com within two days of the passing of Resolutions at the 68th AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES
ACT, 2013**

Item No 3:

Mr. Abbas Lakdawalla (DIN: 00037416), Non-Executive and Non-Independent Director is also a qualified Company Secretary with vast experience and knowledge in Company Laws. Your Board of Directors recommends to avail his expertise in the matter of Company Law and accordingly pay professional fees to him in the capacity of office and place of profit.

The payment of such remuneration is now being recommended for your approval for passing this Ordinary Resolution.

Except for Mr. Abbas Lakdawalla, none of the other Directors or their relatives are concerned or interested in the said Ordinary Resolution.

Item No 4:

Mr. R Krishnaswamy (PAN: AACPK1485F) was appointed as a Chief Financial Officer and Key Managerial Personnel (KMP) of the Company w.e.f. 1st June 2019 by the Board of Directors in their Meeting held on 30th May 2019.

In accordance to Section 197 and 203 of the Companies Act, 2013, the Board recommends on approving the remuneration payable to Mr. R Krishnaswamy as a Chief Financial Officer of the Company.

In the opinion of the Board, Mr. R Krishnaswamy fulfills the conditions for appointment as an Chief Financial Officer as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

The Board recommends the resolution for approval of the Members and to be passed as Special Resolution.

None of the Directors or their relatives are concerned or interested in the said Special Resolution.

Item No 5:

Mr. Ashok Joshi (PAN: AABPJ2435K) was appointed as the Manager and Key Managerial Personnel (KMP) of the Company w.e.f. 1st June 2019 by the Board of Directors in their Meeting held on 30th May 2019.

In accordance to Section 197 and 203 of the Companies Act, 2013, the Board recommends on approving the remuneration payable to Mr. Ashok Joshi as the Manager of the Company.

In the opinion of the Board, Mr. Ashok Joshi fulfills the conditions for appointment as the Manager as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

The Board recommends the resolution for approval of the Members and to be passed as Special Resolution.

None of the Directors or their relatives are concerned or interested in the said Special Resolution.

By Order of the Board of Directors
For MACKINNON MACKENZIE AND CO. LIMITED



HETAL PARMAR
INDEPENDENT WOMAN DIRECTOR
DIN: 07723298

PLACE: MUMBAI
DATED: 4TH SEPTEMBER 2019