

MACKINNON MACKENZIE AND CO LIMITED

Registered Office: 4, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai - 400 001.

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

E-mail: mmcladv@yahoo.co.in Website: <http://www.mmclimited.net/>

CIN: L63020MH1951PLC013745

DATE: 30th September 2022

To,
The Listing Department
The Bombay Stock Exchange (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort.
Mumbai 400 001.

Dear Sir,

Sub: - Proceedings of the 71st Annual General Meeting of the Company:

Ref.: Regulation 30(4), Part-A of Schedule of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 71st Annual General Meeting ("AGM") of Mackinnon Mackenzie and Co Limited ("the Company") was held on Friday, 30th September, 2022, at 12:00 P.M through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility, in compliance with the circulars issued by the Ministry of Corporate Affairs, applicable provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Mr. Nandkishor Yashwant Joshi (N.Y. Joshi) chaired the Meeting. Three Directors, Company Secretary, Chief Financial Officer and Manager of the Company were present at the Meeting through Video Conferencing. After declaring the quorum to be present, the Chairman called the Meeting to order. With the consent of the Shareholders, the Notice convening the Meeting and the Auditor's Report was read.

The Chairman informed that the remote e-voting facility was provided to all the Members of the Company during the period commencing from 10:00 A.M. IST on Tuesday, September 27, 2022 till 5:00 P.M on Thursday, September 29, 2022 and a facility of voting during the AGM was also provided to the Members who had not voted earlier. He also informed that the Board had appointed CS. Sneha Parab, Company Secretary as the Scrutinizer for this meeting. Mr. Ganesh Salian, Representative of Registrar and Share Transfer Agent, M/s. Gupta Ravi & Associates, Chartered Accountants (ICAI Registration Number 006970N)., Statutory Auditor of the Company, Mr. Sachin Mulgaonkar, Internal Auditor of the Company and CS. Vyoma Desai, Secretarial Auditor of the Company were present at the Meeting.

CS Rahima Shaikh read out the Qualification expressed by the Statutory Auditor and Secretarial Auditor of the Company. The Chairman then read out the business to be transacted at the Meeting.

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As per Notice dated 29th August 2022 convening the 71st AGM of the Company, the following business were transacted at the Meeting:

1. Adopted the Audited Financial Statements for the Financial Year ended 31st March 2022 including the Audited Balance Sheet as at 31st March 2022, Statement of Profit and Loss and Cash Flow Statement for the year ended along with the Reports of the Board of Directors and Auditors thereon.
2. Mr. Abbas Lakdawalla (DIN: 00037416), Non-Executive Non-Independent Director of the Company, being eligible for retire by rotation, was re-appointed as a Non-Executive Non-Independent Director of the Company.
3. To appoint Statutory Auditor of the Company and fix their remuneration and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT” pursuant to the provisions of Section 139 and 141 of the Companies Act, 2013 and the Rules made thereunder , as amended from time to time, M/s. Gupta Ravi & Associates (a peer Reviewed firm) Chartered Accountants (ICAI Registration Number 006970N) be and hereby appointed as a Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this Seventy-first Annual General Meeting (“AGM”) until the conclusion of Seventy-Sixth Annual General Meeting of the company, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

“RESOLVED FURTHER THAT Mr. Nandkishor Joshi, Independent Director (DIN: 09324612) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution and to file E-form ADT-1 with Registrar of Companies, Mumbai.”

4. Appointment of Mr. Jimmy Guzdar (DIN: 01186794) as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Jimmy Guzdar (DIN: 01186794), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th August, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company,”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, read with Schedule IV of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India

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(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, who meets the criteria for independence as per the relevant provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (LODR) Regulation, 2015, as amended and who had submitted a declaration to that effect and also is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, for a period of five years from i.e. 30th September 2022 to 30th September 2027, not liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Nandkishor Joshi, (DIN:09324612) Independent Director be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution and to file all the necessary E-forms with Registrar of Companies, Mumbai.”

5. Appointment of Mr. Jimmy Guzdar (DIN: 01186794) as an Independent Director of the Company who is more than 75 years of age:

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Jimmy Guzdar (holding DIN: 01186794) be appointed as an Independent Director of the Company for a term of 5 years effective from 30th September 2022 to 30th September 2027 as he is more than 75 years of age.”

“RESOLVED FURTHER THAT Mr. Nandkishor Joshi, (DIN :09324612) Independent Director be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution and to file all the necessary E-forms with Registrar of Companies, Mumbai.”

6. Approval of Related Party Transactions for the Financial Year 2023-24:

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Chapter XII of Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for time being in force) as recommended by Audit Committee and Board, approval of Shareholders / Members be and is hereby accorded to the Board of Directors of the Company to enter into contract/arrangement/transactions with M/s. Abbas Lakdawalla & Associates LLP (A Peer Reviewed Firm) a related party within the meaning of section 2 (76) of the Act and 188 (d) of Companies Act 2013 to avail **Professional Services** on such terms and conditions as the Board of Directors may deem fit, for the Financial Year 2023-24 up to an amount of not exceeding Rs. 10,00,000 /- p.a. (excluding GST, out of pockets expenses, reimbursement

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expenses spent on behalf of the Company conveyance charges and travelling expenses.) provided that the said contract/arrangement/transaction(s) is at Arm's length."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for time being in force, any one of the Directors of the Company be and hereby is authorised to do the necessary entries in the Register of Contracts and arrangements and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the said Resolution and to file all the necessary E-forms with Registrar of Companies, Mumbai."

The Chairman then invited the Members to express their views and make enquires in the operations and financial performance of the Company and the related matters, if any. There were no Queries raised by Members.

It was then informed to the Members that the combined results of the voting on the resolutions, along with the Scrutinizer's Report, would be intimated to the BSE Limited, and that they would also be placed on the Company's website within 2 working days of the conclusion of the Meeting.

The Chairman thanked the Members for attending and participating in the AGM and declared that the meeting concluded 12:45 p.m after being open for 30 minutes for e-voting to be completed.

For **MACKINNON MACKENZIE AND CO LIMITED**



NANDKISHOR JOSHI
INDEPENDENT DIRECTOR
DIN: 09324612