

Mackinnon Mackenzie And Company Limited

Registered Office: 4, ShoorjiVallabhdas Marg, Ballard Estate, Mumbai 400001

Tel.: 022 22610981, 22612111 Email - mmcladv@yahoo.co.in

Website - www.mmclimited.in CINNO.L63020MH1951PLC013745

May 23, 2025

To,

Mr. Nandkishor Joshi	Independent Director
Mrs. Dipali Joshi	Director
Mr. Jimmy Guzdar	Independent Director

Dear Sir/Madam,

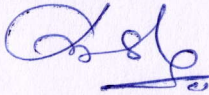
Sub: Notice of Board Meeting

Notice is hereby given that a Meeting of the Board of Directors of Mackinnon Mackenzie and Company Limited will be held on Friday, the 30th day of May 2025 at 3.00 p.m. at the registered office of the Company at 4, ShoorjiVallabhdas Marg, Ballard Estate, Mumbai- 400001 to consider and approve *inter alia* Audited Financial Result for the quarter and year ended on 31st March, 2025 and other proposals as detailed in enclosed agenda.

The Directors may also attend this Meeting through video conferencing or other audio and visual means, upon an intimation to the undersigned to facilitate appropriate arrangement. It may be noted that the Directors attending the Meeting through video conferencing or other audio and visual means would also be considered as part of quorum for the Meeting.

You are requested to make it convenient to attend the meeting physically or through video conferencing.

For Mackinnon Mackenzie and Company Limited,



Mr. Nandkishor Y. Joshi

DIN: 09324612

Director

Encl. Agenda

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AGENDA FOR MEETING OF THE BOARD OF DIRECTORS OF MACKINNON MACKENZIE AND COMPANY LIMITED TO BE HELD ON FRIDAY THE 30TH DAY OF MAY 2025 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 4, SHOORJI VALLABHDAS MARG, BALLARD ESTATE, MUMBAI- 400001

AGENDA ITEMS

1. LEAVE OF ABSENCE

Leave of absence may be granted to the Directors who have requested for the same.

2. CONFIRMATION OF MINUTES OF PREVIOUS MEETING

The Minutes of the previous Board Meeting held on January 31, 2025 which were circulated to, and approved by, the Directors and signed thereafter by the Chairman of that meeting, are enclosed.

The Board Members are requested to kindly take the same on record.

3 TO TAKE NOTE OF MINUTES OF MEETING OF COMMITTEE

The Minutes of the Meeting of the Committees are enclosed. The Board is requested to take note of the same.

i) Audit Committee held on January 31, 2025

ii) Independent Directors meeting held on January 31, 2025

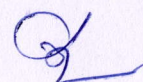
iii) Stakeholders Relationship Committee meeting held on March 21, 2025

4. DISCLOSURES AND CONFIRMATION RECEIVED FROM DIRECTORS & KEY MANAGERIAL PERSONNEL

Following disclosures / confirmations received from all the Directors of the Company as at March 31, 2025, shall be tabled before the Meeting:

- a) General Notices of Disclosure of Interest in Form MBP-1 as per Companies Act, 2013;
- b) Certificates confirming that the Directors are not disqualified to act as Director of the Company under Section 164(2) of the Companies Act, 2013 as at March 31, 2025;
- c) Affirmation of compliance with the Company's Code of Conduct during FY 2024-25;
- d) Confirmation from Independent Directors that they continue qualify to be an Independent Director as per Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015; and
- e) Annual Disclosure of Company's Securities held as at March 31, 2025 as per Company's Insider Trading Code.

Further declarations containing details of relatives as at March 31, 2025 submitted by the Key Managerial Personnel of the Company shall be tabled before the Meeting.



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The Board is requested to consider and take note of Disclosures, Confirmations and declarations submitted by the Directors and Key Managerial Personnel of the Company.

5. AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEARENDED ON 31STMARCH, 2025

Audited financial results of the Company for the quarter and year ended on March 31, 2025 along with the draft of report of the Statutory Auditors thereon will be circulated separately. The said financial results will be considered by the Audit Committee at the Meeting scheduled before the Board Meeting on May 30, 2025 and the recommendations of the Audit Committee will be briefed to the Board at the Meeting.

The Board may consider and approve the financial statements and if approved pass the following draft resolutions in this regard:

"RESOLVED THAT the Audited Financial Results of the Company for the 4th Quarter and financial year ended March 31, 2025 together with the notes thereon in the format specified in Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as placed before the meeting be and are hereby approved.

RESOLVED FURTHER THAT

- a) the said financial results be signed and released to the Stock Exchanges under the signature of Mr. Nandkishor Yashwant Joshi, Independent Director and published in newspapers in accordance with the Listing Regulations; and
- b) Modified Opinion issued by the Statutory Auditors, as per draft placed before the meeting along with a Statement of impact of Audit Qualification on the financial statements as per draft placed before the meeting be submitted to Stock Exchanges."

Placed for consideration and approval by the Board.

6. NOTING OF COMPLIANCES FOR THE QUARTER ENDED MARCH 31, 2025

The Board Members may note that the Company had made following filings with Stock Exchanges for the quarter ended March 31, 2025 in compliance with SEBI Regulations:

Sr	Particulars	Filing Date
1	Shareholding Pattern as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2014 (SEBI Listing Regulations)	Filed on April 15, 2025.
2	Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations 1996 (SEBI DP regulations)	Filed on April 28, 2025 along with Certificate from M P Sanghavi & Associates LLP, Company Secretaries. In this regard it may be noted that Company's Equity Shares are not admitted for Dematerialisation with Depositories and therefore there is no ISIN.
3	Statement of Investor Complaints under Regulation 13(3) of SEBI Listing	Filed on April 15, 2025. In this regard it may be noted that as per RTA statement there were Nil

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	Regulations	complaints received during the year and none are outstanding as at the end of the Company.
4	Certificate received from RTA as per Regulation 74(5) of SEBI (Depository and Participants) Regulations, 2018	Filed on April 16, 2025.
5	Confirmation of non-applicability of requirement to file Compliance report on Corporate Governance	Filed on April 10, 2025. Since the Companies Paid-up Capital and Networth as on March 31, 2023 were below threshold of Rupees Ten Crores and Rupees Twenty Five Crores respectively, the Corporate Governance requirements shall not apply as per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
6	Intimation of Closure of Trading Window as at close of business on March 31, 2025 as per Companies Insider Trading Code	Filed on March 27, 2025
7	SDD Compliance Certificate for the quarter ended March 31, 2024 as per SEBI (Prohibition of Insider Trading) Regulations, 2015	Filed on April 09, 2025
8	Confirmation of non-applicability of Annual Compliance Report for the year ended on March 31, 2024	Filed on April 10, 2025. Since, Company's Paid-up Share Capital and Net worth as at March 31, 2024 was below threshold, the requirement of submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI Listing Regulations for the year ended March 31, 2025, is not applicable to the Company.
9	Compliance Certificate Pursuant To Regulation 7(3) SEBI (LODR) Regulations 2015 Pertaining To Financial Year 2023-24	As per the SEBI Notification dated 13.12.2024 the filing under Regulation 7(3) is not required.
10	Compliance Certificate As Per Regulation 40(9) Of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), Regulations, 2015	As per the SEBI Notification dated 13.12.2024 the filing under Regulation 40(9) is not required.

A brief note detailing compliance of other applicable requirements of SEBI Listing Regulations, will be placed before the Board at the Meeting.

The Board is requested to take note of the same.

7. TO APPOINT CS BHAKTI HARSH DALMIA (ACS- 67958) AS THE WHOLE TIME COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY:

The Chairman informed the Board that the Casual Vacancy for Company Secretary was caused due to Resignation of CS Harshita Kaushal Shukla w.e.f. 13th March 2025. Hence that it was imperative to appoint a Company Secretary as per the provisions of Section 203 and Rule 8 and 8A of Companies

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(Appointment & Remuneration of Managerial Personnel) Rules, 2014. Accordingly, he placed before the Board, resume of CS Bhakti Harsh Dalmia which included her professional experience and further informed that the Nomination and Remuneration Committee recommended appointing CS Bhakti Harsh Dalmia as the Whole Time Company Secretary and Compliance Officer of the Company and had approved providing work-from-home facility to the Company Secretary. The Board discussed the matter in detail, took note of draft appointment letter along with remuneration placed before the meeting and after some deliberation, it was:

"RESOLVED THAT pursuant to the provisions of Section 203, 205 and other applicable provisions of the Companies Act 2013 ('Act') read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendations of the Nomination and Remuneration Committee, approval of the Board be and is hereby accorded for appointment of Ms. Bhakti Harsh Dalmia, an Associate Member of Institute of Company Secretaries of India (ACS- 67958) as Key Managerial Personnel (KMP) of the Company in the category of Company Secretary of the Company with effect from June 1, 2025 at such remuneration and on such other terms as per the appointment letter placed before the meeting.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to sign and issue appointment letter to the Company Secretary, file necessary E-forms with the Registrar of Companies, send appropriate intimation to the Stock Exchanges, update Statutory Registers and generally do all such acts, deeds and things as may be required to give effect to this resolution.

RESOLVED FURTHER THAT all concerned be and are hereby authorised to act on a copy of this resolution duly certified by any of the Directors of the Company for the time being."

8. TO TAKE NOTE OF PERFORMANCE EVALUATION DONE BY INDEPENDENT DIRECTORS

As per Schedule IV of the Companies Act, 2013, a Meeting of Independent Directors to consider the following will be held before the Board Meeting on May 30, 2025 and brief of such discussions will be reported to the Board at the Meeting.

(a) review the performance of non-independent Directors and the Board as a whole;

(b) review of performance of the Board & Board Committees;

(c) assess the quality, quantity and timeline of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board may further evaluate the performance of Independent Directors, based on various criteria approved by the Nomination & Remuneration Committee.

8. TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS FOR FY 2025-26 AS RECOMMENDED BY THE AUDIT COMMITTEE

As per Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and such other applicable provisions, a Statement of related party transactions proposed to be executed by the Company, in ordinary course of business on arms-length terms during

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FY 2025-26 shall be considered and approved by the Audit Committee at the Meeting scheduled before the Board Meeting on May 30, 2025 and the decision of the Audit Committee will be briefed to the Board at the Meeting.

The Board may consider recommendation of the Audit Committee, and pass the following draft resolution in this regard:

"RESOLVED THAT pursuant to the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including modification or re-enactment thereof), and in compliance with applicable provisions of SEBI Listing Regulations, and based on recommendations of the Audit Committee, approval of the Board be and is hereby accorded to the Company to enter into related party transactions as per statement placed before the meeting during financial year 2025-26."

Submitted for approval of the Board.

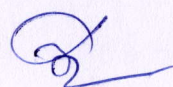
9. TO APPROVE APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2025-30

As per Section 204(1) of the Companies Act 2013, every Listed entity is required to get Secretarial Audit report from a Practicing Company Secretary. As per recent amendments to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, only a Peer reviewed CS or firm can be appointed as Secretarial Auditor for upto 1 (in case of Individual CS) or 2 (in case of Firm / LLP) terms of 5 years each and such appointment, upon recommendation of the Board shall be subject to Shareholders approval. The regulations further provides that the Secretarial Auditor shall not provide certain Services including *inter alia* Compliance Management, Investment advisor, internal Auditor etc and for availing eligible services other than Secretarial Audit from the Secretarial Auditor same is required to be approved by the Board.

Currently, M/s. M P Sanghavi And Associates LLP, a Peer reviewed firm of Company Secretaries have been appointed as Secretarial Auditor of the Company for past 2 years and in addition to Secretarial Audit, the said Firm is also providing other permitted Services including *inter alia* Certification of E-forms, issuance of MGT 8 Certificate on Annual Return and Scrutniser report on E-voting at Shareholders Meeting / Postal Ballot under the Companies Act, 2013; various Certificates under SEBI Listing regulations including *inter alia* non-applicability of Corporate Governance requirements and SEBI Depository Participant Regulations.

M/s. M P Sanghavi And Associates LLP, Company Secretaries have consented to act as, and confirmed its eligibility to be appointed as, Secretarial Auditor for a term of 5 years, if approved by the Shareholders upon recommendations of the Board. In addition to Secretarial Audit, the Company proposes to avail Certification and other eligible services including but not limited to (i) Certification of Annual Return; (ii) Issuance of Reconciliation of Share Capital Audit Report, (iii) Certification of various E-forms under the Companies Act, 2013 on the terms as detailed in the draft engagement that will be placed before the Meeting.

Aforesaid proposal will be placed before the Audit Committee at the Meeting scheduled before the Board Meeting on May 30, 2025 and recommendations of the Audit Committee will be briefed to the Board at the Meeting. The Board may consider the proposal and pass the following draft resolution in this regard:



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"RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; Regulation of 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject to the approval of members at the ensuing Annual General Meeting, consent and approval of the Board of Directors be and is hereby accorded for appointment of M/s. M P Sanghavi And Associates LLP, Company Secretaries, Firm Registration No.: L2020MH00700, holding Peer Review Certificate No. 2972/2023 ('Secretarial Auditor') as Secretarial Auditor of the Company for a period of 5 consecutive financial years from the financial year 2025-26 ('Term').

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded to the Company to avail, during the aforesaid tenure, various professional services (other than prohibited services under SEBI LODR) from the Secretarial Auditor as may be permitted under SEBI LODR in addition to the Secretarial Audit, including but not limited to:

- i. Certificate confirming non-applicability of Corporate Governance requirements under SEBI LODR;
- ii. Certificate confirming compliance of Structured Digital Database requirements under SEBI (Prohibition of Insider Trading) Regulation;
- iii. Issuance of Certificate confirming Non-Disqualification of Directors under SEBI LODR;
- iv. Issuance of Reconciliation of Share Capital Audit under SEBI LODR;
- v. Issuance of Certificate in Form MGT-8 in connection with Annual Return under the Companies Act, 2013;
- vi. Issuance of Scrutinizer' Report on votes cast for the business proposed at Shareholders Meeting and/or via Postal Ballot;
- vii. Certification of various E-Forms and returns to be filed with the Ministry of Corporate Affairs and/or any other governmental, regulatory body or any other person, from time to time; and
- viii. Such other professional service(s), certificate(s), report(s) etc, as may be required to be submitted by the Company from a practicing company secretary and permitted under SEBI LODR and/or Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to sign and file requisite e-forms with the Registrar of Companies, send appropriate intimation to the Stock Exchanges, approve remuneration, from time to time, in consultation with the Secretarial Auditor, issue appointment / engagement letter(s) / Management Representation letters and generally do all acts, matters, deeds and things as may be required or deemed necessary or desirable or incidental in this regard."

Placed for consideration and approval of the Board.

10. APPOINTMENT OF M/S SACHIN P. MULGAOKAR & CO., AS THE INTERNAL AUDITOR OF THE COMPANY FOR FY 2025-26

Section 138 of the Companies Act, 2013 read with Rule 13 of Company (Account) Rules 2014, requires every Listed Company to appoint an Internal Auditor who may be either Chartered Accountant or Cost Accountant or such other Professional whether in employment with the Company or not, as may be approved by the Board.

It is proposed to continue engagement of M/s Sachin P. Mulgoakar & Co., Chartered Accountants having Firm Registration No. 108945W as an Internal Auditor of the Company for the FY 2025-26.

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The Board may consider the proposal and pass the following draft resolution in this regard:

"RESOLVED THAT pursuant to Section 138 and other applicable provisions of the Companies Act, 2013 and as recommended by the Audit Committee, the consent of the Board be and is hereby accorded for continuation of engagement of M/s. Sachin P. Mulgaonkar & Co. Chartered Accountants as the Internal Auditor of the Company for the Financial Year 2025-26 at a remuneration as may be mutually agreed between the Internal Auditor and Board of Directors."

"RESOLVED FURTHER THAT periodically the Internal Audit Report received from the Internal Auditor shall be placed before the Audit Committee of the Board for its considerations and adoption."

"RESOLVED FURTHER THAT any of the Director of the Company or the Company Secretary be and are hereby severally authorized to do all acts, deeds or things which are necessary to give effect to the above said resolution."

11. AUTHORITY FOR DIGITALLY SIGNING E-FORMS/APPLICATIONS ETC

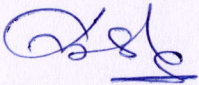
To facilitate filing of various E-forms under the Digital Signatures of any of the Directors or Company Secretary it is proposed to grant general authority for affixing Digital Signatures.

The Board may pass the following draft resolution in this regard:

"RESOLVED THAT the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to affix their Digital Signature(s) on any forms (including E-forms)/ intimation / application / petition required to be filed by the Company under the companies Act, 2013 and such other laws/ regulatory requirements as may be applicable."

12. ANY OTHER MATTER WITH THE PERMISSION OF CHAIR

For Mackinnon Mackenzie and Company Limited



Mr. Nandkishor Y. Joshi

DIN: 09324612

Director