

Mackinnon Mackenzie And Company Limited

Registered Office: 4, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai 400001

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

Website - www.mmclimited.in CIN NO.L63020MH1951PLC013745

July 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 Thursday, the 31st day of July 2025 at 3.00 p.m. at the registered office of the Company at 4, Shoorji Vallabhdas Marg, Ballard Estate, Mumbai- 400001 to consider and approve *inter alia* Audited Financial Result for the financial 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,

Nandkishor
Yashwant Joshi

Digitally signed by
Nandkishor Yashwant Joshi
Date: 2025.07.23 16:13:56
+05'30'

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 THURSDAY THE 31ST DAY OF JULY 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 May 30, 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 May 30, 2025

ii) Nomination and Remuneration Committee meeting held on May 30, 2025

4. 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 up to 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.

M/s. M P Sanghavi And Associates LLP, a Peer reviewed firm of Company Secretaries had been appointed as Secretarial Auditor of the Company for past 2 years and in addition to Secretarial Audit, the said Firm was 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. However, considering the proximity of the firm, it is **proposed to appoint M/s Nishtha Khandelwal and Associates, Company Secretary in Practice as Secretarial auditor of the Company. M/s Nishtha Khandelwal and Associates, 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**

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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 July 31, 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:

"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 Nishtha Khandelwal and Associates ,Company Secretaries, ACS: 71865 holding Peer Review Certificate No. 5999/2024 and COP Number: 27466 ('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.

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5. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2025

Board will be briefed that Board at the meeting held of 30th May, 2025 approved the Audited Financial results for the quarter and year ended on 31st March, 2025.

Audited Financial Statements for the year ended on 31st March, 2025 will be placed before the Board for their consideration.

Aforesaid financial statements will be reviewed by the Audit Committee at the Meeting to be held before the Board Meeting.

The Board may approve passing of the following resolution in this regard:

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2025 and the Statement of Profit & Loss for the financial year ended on that date, prepared as per Indian Accounting Standards (IND-AS), together with the Statement of Changes in Equity, Schedules, Notes thereon including significant accounting policies and cash flow statements ('Annual Accounts'), as per Schedule III of the Companies Act, 2013, duly reviewed and recommended by the Audit Committee and as placed before the Board, be and are hereby approved.

RESOLVED FURTHER THAT the Annual Accounts be signed on behalf of the Board by

(a) Mr. Jimmy Guzdar, Independent Director

(b) Mr. Nandkishor Yashwant Joshi, Independent Director and

(c) Mr. Rangaswamy Krishnaswamy, Chief Financial Officer

(d) Mr. Ashok Joshi, Manager and that the said accounts be submitted to the Auditors for their final report thereon."

6. APPROVAL OF DIRECTORS REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025.

Draft of the Directors Report in terms of Section 134 along with Annexures thereto is being circulated separately. In this regard, it may be noted that though the Corporate Governance requirements does not apply to the Company since Paid-up Capital and Net worth of the Company is below threshold prescribed in Regulation 15(2) of SEBI Listing Regulations, the Directors report includes relevant details as per Corporate Governance requirements and Management discussions and Analysis report along with CEO-CFO Certification.

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

"RESOLVED THAT the Directors Report for the financial year ended on March 31, 2025, as placed before the meeting along with inter alia Directors Responsibility Statement be and is hereby approved and that the said report be signed by Mr. Nandkishor Joshi, Chairman on behalf of the board.

7. TAKE ON RECORD SECRETARIAL AUDIT REPORT

Draft of Secretarial Audit Report in Form No. MR-3 issued by the Secretarial Auditor M/s. M P Sanghavi & Associates LLP for FY 2024-25 with qualification will be placed before the Board for discussion.

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8. NOTICE OF ANNUAL GENERAL MEETING

The Board may note that as per provisions of Section 96 of the Companies Act, 2013 the company is required to hold its Annual General Meeting every year within 15 months from the date of the last AGM or 6 months from the date of close of financial year whichever is earlier. Therefore, the company is required to convene and hold AGM on or before 30th September 2025.

Draft of Notice of 74th Annual General Meeting, including therein the following Ordinary and Special Business will be placed before the Board at the Meeting.

Ordinary Business:

1. To adopt the Audited Financial Statements for the Financial Year ended March 31, 2025
2. To appoint a Director in place of Mrs. Dipali Joshi (DIN: 09561518), who retires by rotation and being eligible offers herself for re-appointment.

Special Business:

3. Appointment of M/s Nishtha Khandelwal and Associates , a Peer Reviewed Company Secretary in Practice (PR No: 5999/2024) as the Secretarial Auditor of the Company for the period of 5 years i.e Financial Year 2025 -2030.

It is proposed to hold the meeting via Video Conferencing / Other Audio Visual Means and provide E-voting facility including remote e-voting facility offered by Satellite Corporate Services Pvt Ltd Company's Registrar & Share Transfer Agent and appoint M/s. M P Sanghavi & Associates LLP, Company Secretaries as Scrutinizer to report on the votes cast on the business proposed at the meeting.

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

"RESOLVED THAT the 74th Annual General Meeting (AGM) of the Members of the Company be convened and held via Video Conferencing / Other Audio Visual Means on Monday, 30th day of September, 2024, at 3.00 p.m. with deemed location as the Registered office of the Company, based on draft of Notice of AGM placed before the meeting and that the Company Secretary of the company be and is hereby authorized to sign and send Notice of AGM to all persons eligible to receive the said notice under provisions of Section 101 of Companies Act, 2013.

RESOLVED FURTHER THAT M/s. M P Sanghavi & Associates LLP, Company Secretaries be and is hereby appointed as Scrutiniser for submitting consolidated report on remote e-voting and e-voting at the AGM; M/s. Satellite Corporate Services Private Limited (RTA) be appointed as agency for providing Video Conferencing and E-voting facility to the Shareholders and that Mr. Nandkishor Yashwant Joshi, be and is hereby authorized to do and cause to be done all acts, deeds, matters and things in this regard and arrange for conducting and convening AGM and decide on all related matters in connection herewith including inter alia cut-off date for e-voting."

9. UNAUDITED FINANCIAL RESULTS FOR THE 1ST QUARTER ENDING ON JUNE 30, 2025

Un-audited financial results of the Company for the 1st quarter of FY 2025-26 ending on June 30, 2025 along with the draft of unqualified report of the Statutory Auditors thereon will be circulated separately. The said financial results will be considered by the Audit Committee at the Meeting

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scheduled before the Board Meeting on 31st July 2025 and the recommendations of the Audit Committee will be briefed to the Board at the Meeting.

The Board may consider and approve the Unaudited Limited reviewed financial statements and if approved may pass the following draft resolution in this regard:

“RESOLVED THAT the Unaudited financial results of the Company for the First quarter of FY 2025-26 and three months ended on June 30, 2025, prepared as per Regulation 33 of SEBI Listing Regulations, as recommended by the Audit Committee along with draft of Unqualified reports issued by the Statutory Auditor thereon as placed before the meeting be and is hereby approved and that the same be released to the Stock Exchanges under signatures of Mr. Nandkishor Joshi, Independent Director of the Company.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorised to make requisite Stock Exchange filing and comply with other regulatory requirements in this regard.”

10. NOTING OF COMPLIANCES FOR THE QUARTER ENDED JUNE 30,2025

The Board Members may note that the Company had made following filings with Stock Exchanges for the quarter ended June 30, 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 July 16, 2025.
2	Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations 1996 (SEBI DP regulations)	Filed on July 16, 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 Regulations	Filed on July 14, 2025. In this regard it may be noted that as per RTA statement there were Nil 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 July 15, 2025.
5	Confirmation of non-applicability of requirement to file Compliance report on Corporate Governance	Filed on July 14, 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	Filed on June 26, 2025

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	Insider Trading Code	
7	SDD Compliance Certificate for the quarter ended March 31, 2024 as per SEBI (Prohibition of Insider Trading) Regulations, 2015	Filed on July 14, 2025

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.

11. AUTHORISING MR. NANDKISHOR YASHWANT JOSHI AS DESIGNATED PERSON FOR FILING ON THE BSE LISTING CENTER

The Board may note that in order to comply with the regulatory requirements of BSE Limited and to ensure timely and proper submission of disclosures, filings, and other communications with the Stock Exchange, it is necessary to designate a responsible official who shall be authorized to make such filings and disclosures on behalf of the Company. It is proposed to authorize Mr. Nandkishor Yashwant Joshi as the designated person for the same.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, and regulations, if any, Mr. Nandkishor Yashwant Joshi, Director of the Company (DIN: 09324612), be and is hereby authorized to act as the *Designated Person* for the purpose of making disclosures, filings, intimations, and submissions to BSE Limited (BSE) on behalf of the Company.

RESOLVED FURTHER THAT Mr. Nandkishor Yashwant Joshi be and is hereby authorized to sign, submit, and execute all such documents, forms, and returns as may be necessary or required by BSE and to take such other actions as may be required in this regard.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to inform BSE Limited and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

12. ANY OTHER MATTER WITH THE PERMISSION OF CHAIR

For **Mackinnon Mackenzie and Company Limited**

Nandkishor
Yashwant Joshi

Digitally signed by
Nandkishor Yashwant Joshi
Date: 2025.07.23 16:14:26
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Mr. Nandkishor Y. Joshi

DIN: 09324612

Director

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