

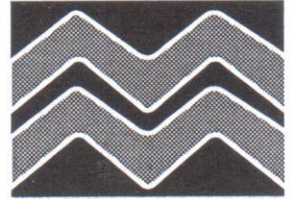
Mackinnon Mackenzie & Company Ltd.

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



NOTICE OF THE 66TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 66th Annual General Meeting of the Shareholders of Mackinnon Mackenzie And Co Limited will be held on Thursday, the 28th September, 2017 at 10:00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, 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 2017 including the Audited Balance Sheet as at 31st March 2017, 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 consider, and if thought fit, to pass the following Resolution as an *Ordinary Resolution*:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), M/s. S. M. Bhingarde & Co, Chartered Accountants, [ICAI registration number 101418W] , who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Auditor M/s. Sachin P. Mulgaokar & Co, Chartered Accountants, [ICAI registration number 108945W], the outgoing Auditors who has completed their term as Statutory Auditors pursuant to Section 139(2) of the Act at the end of conclusion of the 66th Annual General Meeting, be appointed as Statutory Auditors of the Company to hold office from the conclusion of the 66th Annual General Meeting till the conclusion of the 71st Annual General Meeting to be held in the financial year 2022-23 subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

3. To appoint Ms. Hetal Parmar, (DIN: 07723298) as Women Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution***:

"RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Hetal Parmar, (DIN: 07723298) who was appointed as an Additional Women Director of the Company by the Board of Directors with effect from 26th May 2017 and who holds Office till the date of this AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying the intention to propose Ms. Hetal Parmar as a candidate for the office of a Independent Women Director of the Company, be and is hereby appointed as an Women Independent Director of the Company for a period of 5 years and who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said Director, copy of which is laid before the meeting and initialed by the Director for the purpose of identification."

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to sign on the necessary forms/return to be filed with the Registrar of Companies, Mumbai for the same."

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



**SAMPAT BORATE
INDEPENDENT DIRECTOR
DIN: 06929702**

**PLACE: MUMBAI
DATED: 23RD AUGUST 2017**

NOTES:

- 1) *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 and in the Explanatory Statements 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 22nd September 2017 to 28th September 2017 (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.*
- 10) *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.*
- 11) *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.*
- 12) *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.*
- 13) *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, 25th September, 2017 at 10.00 a.m. and ends on Wednesday, 27th September, 2017 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) of Thursday, 21st September, 2017, 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 EVSN 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 **"RESOLUTIONS 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, 21st September, 2017 and as per the Register of Members of the Company.
3. Ms. Vyoma Desai, Practicing Company Secretary, 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 66th AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.*

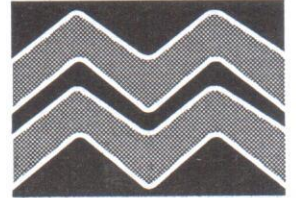
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CIN NO. : L63020MH1951PLC013745



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

Item No 3:

The Board, at its meeting held on 26th May 2017, appointed Ms. Hetal Parmar, (DIN: 07723298) as an Additional Director of the Company with effect from 26th May 2017, pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company.

Pursuant to the Provisions of Section 161 of the Companies Act, 2013, Ms. Hetal Parmar holds the office up to the date of the ensuing Annual General Meeting (AGM), The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Ms. Hetal Parmar for the office of Independent Women Director.

The Company has also received from Ms. Hetal Parmar, consent in writing to act as Independent Women Director in DIR-2 pursuant to rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014, Declaration of Independent Director under Section 149(7) of Companies Act 2013, intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of the Section 164 of the Companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Ms. Hetal Parmar as an Independent Women Director of the Company for a period of 5 years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

The draft letter for appointment of Ms. Hetal Parmar as an Independent Women Director is available for inspection at the Registered Office of the Company during normal business hours on working days upto the date of AGM.

Except for Ms. Hetal Parmar to whom the resolution relates, no other Directors, Key Managerial Personnel or their relatives are interested in the said Resolution.

The Board recommends the Special Resolution set forth in Item No. 3 for the approval of the Members.

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

SAMPAT BORATE
INDEPENDENT DIRECTOR
DIN: 06929702

PLACE: MUMBAI
DATED: 23RD AUGUST 2017