



Vyoma Desai

Practicing Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies Management and Administration) Rules, 2014 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

To,
The Chairman
66th Annual General Meeting
MACKINNON MACKENZIE AND CO LIMITED
4 Shoorji Vallabhdas Marg
Ballard Estate
Mumbai 400001

Dear Sir,

Sub: Result of Remote E-Voting held for 66th Annual General Meeting (AGM) of the Equity Shareholders of the MACKINNON MACKENZIE AND CO LIMITED

I, Vyoma Desai, Practising Company Secretary, having membership no. ACS 42543, had been appointed as the Scrutinizer by the Board of Directors of **MACKINNON MACKENZIE AND CO LIMITED** pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies Management and Administration) Rules, 2014, for the purpose of scrutinizing the Remote E-Voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the notice convening the **66th Annual General Meeting** of the Company to be held on 28th September 2017.

The Company has availed the Remote E-Voting Facility offered by Central Depository Service Limited (CDSL) for conducting Remote E-Voting by Shareholders of the Company. The Company has also arranged to provide voting by physical ballot papers at the AGM to the members who did not have access to Remote E-Voting facility.

The Shareholders of the Company holding shares as on the "cut off" date of 21st September 2017, were entitled to vote on the proposed resolutions as set out at items No 1 to 3 in the Notice of the **66th AGM of MACKINNON MACKENZIE AND CO LIMITED**.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Secretarial Standards -2 on the



resolutions contained in the notice to the 66th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the Remote E-Voting process is restricted to ensure that the Remote E-Voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated as per Notice, based on the reports generated from the Remote E-Voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide Remote E-Voting facilities, engaged by the Company.

In this regard, I submit my report as under:

1. The Remote E-Voting period remained open from Monday, 25th September 2017 (10.00 am) to Wednesday, 27th September 2017 (5.00 p.m.)
2. At the end of the Remote E-Voting period, I have unblocked the electronic votes in the presence of two witnesses **Ms. Nidhi Shukla** residing at 3B/D Wing, Viceroy Court, Thakur Village, Kandivali East, Mumbai 400101 and **Ms. Ashwini Bhatkhande** residing at Flat No. 001, Satyam, Vasant Complex CHS Ltd., Mahavir Nagar, Kandivali West, Mumbai 400067 who are not in employment of the Company.
3. The details containing list of shareholders who were eligible to vote for or against each of the resolutions that were put to vote were downloaded from the E-Voting website of CDSL (www.evotindia.com) and we have scrutinized the votes cast through electronic means for the purpose of this report.
4. The particulars of all the electronic votes which are cast by the members through Remote E-Voting process have been recorded in a register separately maintained for the purpose. The Nil Report of the voting is as per annexure attached herewith.
5. The Register, all the papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Compliance Officer for safe Custody.

Thanking you,
Yours truly,



Vyoma Desai
Vyoma Desai
Practicing Company Secretary
Membership No:42543
CP No:15771
Place: Mumbai
Dated: 29th September 2017

Annexure to Scrutinizer's Report
Result of Voting Through E-Voting System:

1. Resolution 1

Type of Resolution:- Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the Financial Year ended, March, 31 2017 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in "**favour**" of the resolution:

	Number of Members voting (in person & Proxy)	Number of Votes casted (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(ii) Voted "**against**" of the resolution:

	Number of Members voting (in person & Proxy)	Number of Votes casted (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) "**Invalid**" votes:

	Number of Members voting (in person & Proxy)	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

2. Resolution 2

Types of Resolution: Ordinary Resolution

Appointment of M/s. S. M. Bhingarde & Co., Chartered Accountants, [ICAI registration number 101418W] as the Statutory Auditors of the Company



(i) Voted in "favour" of the resolution:

	Number of Members voting (in person & Proxy)	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(ii) Voted "against" of the resolution:

	Number of Members voting (in person & Proxy)	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) "Invalid" votes:

	Number of Members voting (in person & Proxy)	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

3. Resolution 3

Types of Resolution: Special Resolution

To Appoint Ms. Hetal Parmar, (DIN: 07723298) as the Independent Women Director.

(i) Voted in "favour" of the resolution:

	Number of Members voting (in person & Proxy)	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil



(ii) Voted "against" of the resolution:

	Number of Members voting (in person & Proxy)	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) "Invalid" votes:

	Number of Members voting (in person & Proxy)	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

Place: Mumbai
Dated: 29th September 2017



Vyoma Desai
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Practicing Company Secretary

ACS: 42543

CP No:15771