



**Vyoma Desai**

**Practicing Company Secretary**

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**Scrutinizer's Consolidated Report**  
**(E-voting Process & Poll Process)**

**[Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
66<sup>th</sup> Annual General Meeting of  
**MACKINNON MACKENZIE AND CO LIMITED**  
4 Shoorji Vallabhdas Marg  
Ballard Estate  
Mumbai 400001

Dear Sir,

I, Vyoma Desai, Practicing Company Secretary, having Membership no. ACS 42543, had been appointed as the Scrutinizer by the Board of Directors of **MACKINNON MACKENZIE AND CO LIMITED** for the purpose of scrutinizing for the purpose of scrutinizing the Remote E-Voting process and poll process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the Notice convening the **66<sup>th</sup> Annual General Meeting** of the Company to be held on 28<sup>th</sup> September 2017.

The Company has availed the Remote E-Voting Facility offered by CDSL Central Depository Service Limited (CDSL) for conducting the 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 do not have access to the Remote E-Voting Facility.

The Shareholders of the Company holding shares as on the "cut off" date of 21<sup>st</sup> September, 2017, were entitled to vote on the proposed resolutions as set out at items No 1 to 3 in the Notice of the **66<sup>th</sup> 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 the Remote E-Voting and Secretarial Standards -2 on the resolutions contained in the Notice to the **66<sup>th</sup> 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 to make a Consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions as specified in the Notice of AGM, 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 and including the count of poll at the said AGM.

In this regard, I submit my report as under:



1. The Remote E-Voting period remained open from Monday, 25<sup>th</sup> September 2017 (10.00 am) to Wednesday, 27<sup>th</sup> 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 and Ms. Ashwini Bhatkhande) not in the employment of the Company.
3. The details containing list of shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the E-Voting website of CDSL ([www.evotindia.co.in](http://www.evotindia.co.in)).
4. After the time fixed for the closing of the poll by the Chairman, one(1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
5. The locked ballot box was subsequently opened in my presence along with presence of two witnesses (Ms. Nidhi Shukla and Ms. Ashwini Bhatkhande) who are not in employment of the Company and poll papers were diligently scrutinized. The Polling papers were reconciled with the records maintained by the Company/Registrars and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
6. There were no poll papers, which were incomplete and/or which were otherwise found defective.
7. We have scrutinized the votes which were cast through electronic means and also through poll for the purpose of this report.
8. The result of the Consolidated Voting is as per Annexures attached.
9. 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.

All the resolutions having secured requisite majority of Votes, the respective resolutions may be considered to have been passed. The Chairman of the Annual General Meeting may accordingly declare the result of voting.

Thanking You,

Yours truly,



*Vyoma Desai*  
Vyoma Desai  
Practicing Company Secretary  
Membership No: 42543  
CP No: 15771  
Place: Mumbai  
Dated: 29<sup>th</sup> September 2017

**Annexure to Scrutinizer's Report**  
**Consolidated Result of Voting Through Electronics Means and Poll,**

**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 voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0%
Physical	15	129445	100%
Total	15	129445	100%

(ii) Voted "against" of the resolution:

	Number of Members voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) "Invalid" votes:

	Number of Members voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	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 Statutory Auditors of the Company.**



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

	Number of Members voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0%
Physical	15	129445	100%
Total	15	129445	100%

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	Number of Members voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) "Invalid" votes:

	Number of Members voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	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 voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	0	0	0%
Physical	15	129445	100%
Total	15	129445	100%



(ii) Voted "against" of the resolution:

	Number of Members voted through E-voting System and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
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E-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

Place: Mumbai  
Dated: 29<sup>th</sup> September 2017



Vyoma Desai  
Practicing Company Secretary  
ACS: 42543 CP No:15771

**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 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
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(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:

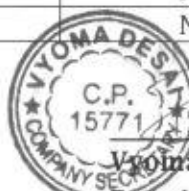
	Number of Members voting (in person & Proxy)	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
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(iii) "Invalid" votes:

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

Dated: 29<sup>th</sup> September 2017



Vyoma Desai

Practicing Company Secretary

ACS: 42543 CP No:15771

**Annexure to Scrutinizer's Report**  
**Result of Voting Through Physical Ballot Forms:**

**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 Present and Voting	Number of Votes casted (Shares)	% of total number of valid votes cast
Physical	15	129445	100%
Total	15	129445	100%

(ii) Voted "against" of the resolution:

	Number of Members Present and Voting	Number of Votes casted (Shares)	% of total number of valid votes cast
Physical	Nil	Nil	Nil
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(iii) "Invalid" votes:

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

	Number of Members Present and Voting	Number of Votes cast(Shares)	% of total number of valid votes cast
Physical	15	129445	100%
Total	15	129445	100%

(ii) Voted "against" of the resolution:

	Number of Members Present and Voting	Number of Votes cast(Shares)	% of total number of valid votes cast





Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

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

	Number of Members Present and Voting	Number of Votes cast(Shares)	% of total number of valid votes cast
Physical	Nil	Nil	Nil
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3. **Resolution 3**

**Types of Resolution: Special Resolution**

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

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

	Number of Members Present and Voting	Number of Votes cast(Shares)	% of total number of valid votes cast
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(ii) Voted **"against"** of the resolution:

	Number of Members Present and Voting	Number of Votes cast(Shares)	% of total number of valid votes cast
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