



Mackinnon Mackenzie And Co. Limited

**67th
Annual Report
2017 - 2018**

**67TH ANNUAL REPORT
2017 - 2018**

MACKINNON MACKENZIE AND CO. LIMITED

BOARD OF DIRECTORS

Abbas Lakdawalla – Independent Director
S.V. Borate – Independent Director
Anuja Paranjape – Independent Women Director
(Resigned w.e.f 26th May 2017)
Hetal Parmar - Independent Women Director
(Appointed w.e.f. 26th May 2017)

BANKERS

Bank of India
Vijaya Bank

AUDIT COMMITTEE

S.V. Borate
Abbas Lakdawalla
Hetal Parmar

**NOMINATION & REMUNERATION
COMMITTEE**

S.V. Borate
Abbas Lakdawalla
Hetal Parmar

STAKEHOLDERS COMMITTEE

S.V. Borate
Abbas Lakdawalla
Hetal Parmar

ADVOCATES AND SOLICITORS

Maneksha & Sethna, Mumbai

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REGISTERED OFFICE

4, Shoorji Vallabhdas Marg,
Ballard Estate, Mumbai - 400001.
CIN No: L63020MH1951PLC013745

**REGISTRAR AND
SHARE TRANSFER AGENTS**

Satellite Corporate Services Pvt. Ltd.
Address: Unit No. 49, Bldg No.13-A-B, 2nd Floor,
Samhita Commercial Co-Op. Soc. Ltd.
Off Andheri Kurla Road, MTNL Lane,
Sakinaka, Mumbai - 400 072.
Phone No. : 022-28520461/62

AUDITORS

M/s. S. M. Bhingarde & Co.
Chartered Accountants,
Firm Registration No: 101418W
Mumbai.

67TH ANNUAL GENERAL MEETING

On Wednesday, 19th September 2018 at 10.00 A.M.
at M. C. Ghia Hall, Bhogilal Hargovindas Building,
18/20, K. Dubash Marg, Mumbai 400001.

In view of the high cost of paper and printing, copies of the Annual Report will not be distributed at the Annual General Meeting. You are, therefore, requested to bring your copy of the Annual Report to the Meeting.

NOTICE

NOTICE is hereby given that the 67th Annual General Meeting of the Shareholders of Mackinnon Mackenzie and Co Limited will be held on Wednesday, the 19th September, 2018 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 2018 including the Audited Balance Sheet as at 31st March 2018, 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.

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

SAMPAT BORATE
INDEPENDENT DIRECTOR
DIN: 06929702

Place: Mumbai

Dated: 20th August 2018

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 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 12th September 2018 to 19th September 2018 (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. **(Annexed to the Annual Report is the Letter for submitting the Copy of PAN and Bank Details).**
- 10) As per the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory to dematerialize for transfer of securities. Please note that with effect from December 5, 2018, no transfers in physical mode will be accepted and transfers shall be in dematerialized form only. In view of the above you are requested to kindly convert your holding in Physical mode into demat mode. The Shares of the Company are in Physical mode; however the Company is taking necessary measures and co-ordinating with the Registrar and Share Transfer Agents to demat the shares of the Company.
- 11) Members desiring any relevant information on the Accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready.
- 12) 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.
- 13) 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.

- 14) 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 Saturday, 15th September, 2018 at 10.00 a.m. and ends on Tuesday, 18th September, 2018 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 Tuesday, 11th September, 2018, 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 Tuesday, 11th September, 2018 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 67th AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.

DIRECTOR'S REPORT

To
The Members,
Mackinnon Mackenzie and Co. Limited

Your Directors have pleasure in presenting the 67th Annual Report on the business and operations of the Company with the Audited Accounts for the year ended 31st March 2018.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Particulars	For the Year Ended 31.03.2018 (Rupees in Lakhs)	For the Year Ended 31.03.2017 (Rupees in Lakhs)
Sales & other Income	47.49	34.14
Total Expense	61.47	(93.32)
Profit / (Loss) before Depreciation, Interest & Tax	(13.98)	(59.18)
Less: Depreciation	1.39	1.67
Interest	0.04	0.55
Profit/(loss) before Taxation	(15.41)	(61.40)
Less: Provision for taxation		
- Current Tax	--	--
- Deferred Tax	--	--
- Current Adjustments for Earlier year	2.79	--
Profit/(loss) after Tax	(18.20)	(61.40)
Balance b/f from previous year	(83690.55)	(83629.15)
Amount available for Appropriation	--	--
Appropriations:	--	--
Transfer to General Reserve	--	--
Balance c/f to Balance sheet	(83708.75)	(83690.55)

2. DIVIDEND:

In view of the accumulated losses, the Directors regret their inability to recommend any dividend for the year under consideration. No appropriations are proposed to be made for the year under consideration.

3. RESERVES:

The Company has not transferred any amount to Reserves for the period under review.

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF THE COMPANY'S AFFAIR:

The Company does not have any significant business activity except for rental income. The Company continues to reel under losses.

5. CHANGE IN NATURE OF BUSINESS, IF ANY:

There are no major changes in the business of the Company.

6. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

Your Directors report that recently the MM Employees Union had filed a petition for withdrawal of the amount which the Company had deposited in 1996 as per Bombay High Court's order for payment to

workmen as per Supreme Court Order of 25.02.2015. In this reference, Court decreed that the withdrawal would be permitted after three months from date of order dtd. 18th November 2016.

7. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no Subsidiary/Associate Company or any Joint venture for the period under review.

8. INVESTMENT IN JOINT VENTURE:

Your Company has not made any Investment in Joint Venture.

9. DEPOSITS

Your Company has not accepted Deposits from the public or its employees during the year under review.

10. STATUTORY AUDITORS:

The Members of the Company had, at the 66th Annual General Meeting (AGM) held on 28th September 2017 approved the appointment M/s. S. M. Bhingarde & Co, Chartered Accountants [ICAI Registration Number 101418W], as Statutory Auditors of the Company for a term of 5 years from the conclusion of the 66th AGM until the conclusion of 71st AGM held thereafter.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of Statutory Auditors by Members at each AGM has been done away with. Accordingly, no such item has been considered in Notice of the 67th AGM.

As required under Section 139 of Companies Act, 2013, the Company has obtained a written consent from the Statutory Auditors to their continued appointment and also a Certificate from them to the effect that their existing appointment is in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder.

11. INTERNAL AUDITORS:

The Company was required to appoint an Internal Auditor as per Section 138 of Companies Act, 2013; however it has yet not been able to find the Auditor to meet their requirements. The Company is still under the process of recruiting the same.

12. SECRETARIAL AUDIT REPORT:

The Secretarial Audit Report has been issued by CS Vyoma Desai, Practicing Company Secretary after examining the registers, records, books and accounts for the year ended 31st March 2018. The Secretarial Audit Report forms a part of this Report as Annexure I.

The said Report contains the following qualifications:

- (a) As required under Section 203(1) of the Companies Act, 2013, the Company has failed to appoint Key Managerial Personnel in the Company.
- (b) As required under Section 138 of the Companies Act, 2013 Company has failed to appoint Internal Auditor in the Company.
- (c) The Company has not maintained all Statutory Registers in new format as prescribed under Companies Act 2013.
- (d) The Company has failed to Demat its Equity Shares.
- (e) The Company has various cases pending under Foreign Exchange Management Act, 1999 which are pending for final orders.
- (f) The Supreme Court passed Order against the Company in the matter of labour Case for which company has submitted compliance report as directed by the Hon. Supreme Court. The Union has filed an application for contesting the compliance report and this is pending.
- (g) As required under the Listing Regulations Company has failed to issue and circulate Corporate Governance Report.

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- (h) Company has failed to publish its quarterly financial results in newspaper including various other requirements as required under Listing Regulations.
 - (i) Company's Script remains to be suspended from BSE.
 - (j) Company has been arrears for Listing fees with Delhi Stock Exchange and Kolkata Stock Exchange including defaults in filing of reports.
 - (k) Company has failed to publish Board Meeting Notice in newspaper as per Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

Your Directors report that due to Financial losses and lack of adequate Professional staff, the Company was unable to comply all the above Compliances. However, the Company is in process to appoint Key Managerial Personnel once suitable and if any willing candidate agree to join the Company. However the Board of Directors have spared no efforts and have Complied with major requirments in the given constraint circumstances.

13. WEBSITE POSTING:

As per the various Sections of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2, the Company is required to post various policies on the website of the Company.

Your Directors report that, the Company has posted following policies on the website:

- Code of Conduct
- Policy on Related Party
- Risk Management Policy
- Terms & Conditions of Independent Director
- Whistle Blower Policy

Website: <http://www.mmclimited.net/>

14. AUDITORS' REPORT

With reference to the comments contained in Auditors' Report, the position has been explained in the Notes to the Financial Statements are self-explanatory. Information Pursuant to Section 134 of the Company's Act, 2013 is given in Item 25 of notes to Financial Statements with Balance Sheet and Profit and Loss Statement.

15. SHARE CAPITAL

During the year under review, the Authorised and Paid up Capital of your Company has remained unchanged.

16. EXTRACTS OF THE ANNUAL RETURN

The Extract of the Annual Return in prescribed Form MGT-9 is annexed hereto as Annexure II and forms part of this Report.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company does not have activities related to conservation of energy and technology absorption. During the year foreign exchange out go was Nil. The foreign exchange earned during the year was Rs. 80,200/-.

18. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

During the year under review:

- Ms. Hetal Parmar (DIN: 07723298) was appointed on 26th May 2017 as an Additional Director and on being eligible, was regularized as an Independent Women Director on the Special Resolution passed in the 66th Annual General Meeting of the Company on 28th September 2017.

- Mrs. Anuja Paranjape, Women Director of the Company resigned w.e.f. 26th May 2017. The Board, in the previous Annual General Meeting (AGM) i.e. 66th AGM placed on record their appreciation for the services rendered by Mrs. Anuja Paranjape during her tenure with the Company.

The Company has failed to appoint Key Managerial Personnel (KMP), however it has yet not been able to find the candidature to meet their requirements. The Company is still under the process of recruiting the same.

The Company was required to appoint a Whole-Time Company Secretary, however it has yet not been able to find the candidature to meet their requirements. The Company is still under the process of recruiting the same.

19. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year 5 Board Meetings were convened and held as follows:

- 26th May 2017;
- 28th July 2017 (which was Adjourned and reconvened on 11th August 2017);
- 23rd August 2017;
- 27th October 2017 (which was Adjourned and reconvened on 13th November 2017 and thereafter was again Adjourned and reconvened on 14th December 2017) and
- 30th January 2018.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

20. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. However, currently the Company does not have any Executive Directors.

The Board periodically evaluates the need for changes in its composition and size as per the requirements of various Sections of the Companies Act, 2013.

21. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary Declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

22. ANNUAL BOARD EVALUATION:

According to Regulation of 25(3) of the SEBI (LODR) Regulations, 2015 and Circular issued by SEBI on Guidance Note on Board Evaluation dated 5th January 2017, a Meeting of the Independent Directors was held on 8th March, 2018 to evaluate the performance of the Board, including the Chairman.

Your Directors report that, the current Board of Directors of your Company consists of Independent Directors only and accordingly evaluated the performance of Independent Directors during the year and the senior executive of the Company.

23. SECRETARIAL STANDARDS:

The Company has adopted all three the Secretarial Standards i.e. SS-1, SS-2 and SS-3 issued by Institute of Company Secretaries of India (ICSI) and accordingly has complied with all the Secretarial Standards, subject to disqualifications as mentioned by Secretarial Auditors.

24. RE-APPOINTMENT OF DIRECTORS:

The Company's Board of Directors consists of all Non-Executive Independent Directors who are not liable to retire by rotation.

25. COMMITTEES OF BOARD:

NAME OF COMMITTEE	COMPOSITION	HIGHLIGHTS OF DUTIES, RESPONSIBILITIES AND ACTIVITIES
Audit Committee	Mr. Sampat Borate (Independent Director) Mr. Abbas Lakdawalla (Independent Director) *Ms. Hetal Parmar (Independent Women Director) **Mrs. Anuja Paranjpe (Independent Women Director)	Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. To approve and recommend to the Board the Financial Results of the Company and also to recommend the appointment, remuneration and terms of appointment of Statutory Auditors of the Company.
Nomination and Remuneration Committee	Mr. Sampat Borate (Independent Director) Mr. Abbas Lakdawalla (Independent Director) *Ms. Hetal Parmar (Independent Women Director) **Mrs. Anuja Paranjpe (Independent Women Director)	Since there are no Executive Directors, hence the Committee has a limited role to play. However the Committee meets and explores the option of appointing the Key Managerial Personnel as required u/s 203 of Companies Act, 2013.
Stakeholders Committee	Mr. Sampat Borate (Independent Director) Mr. Abbas Lakdawalla (Independent Director) *Ms. Hetal Parmar (Independent Women Director) **Mrs. Anuja Paranjpe (Independent Women Director)	To approve the transfer and transmission of shares of the Company and approve the issue of the duplicate share certificate. To review the Investor Complaints and to consider and resolve the grievances of shareholders of the company. To oversee the working of the Registrar and Share Transfer Agents as appointed by the Company.

* Ms. Hetal Parmar was appointed with effect from 26th May 2017 as an Additional Director and accordingly was regularized as an Independent Women Director in the 66th Annual General Meeting of the Company.

** Mrs. Anuja Paranjpe, Independent Women Director has resigned w.e.f. 26th May 2017.

26. REGISTRAR AND SHARE TRANSFER AGENT

The Company has appointed Satellite Corporate Services Private Limited as its Registrar and Share Transfer Agents. Shareholders are advised to approach it on the following address for any shares related queries and issues: