

MAC CHARLES (INDIA) LIMITED

Corporate Identification No. (CIN): L55101KA1979PLC003620

Registered Office : 28, Sankey Road, Bengaluru - 560 052

NOTICE OF ANNUAL GENERAL MEETING

36th Annual General Meeting of MAC CHARLES (INDIA) LIMITED will be held at Hotel Le Meridien, No. 28, Sankey Road, Bengaluru – 560 052, on Thursday the 29th September, 2016 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.
2. To confirm interim dividend on equity shares already paid as final dividend.
3. To appoint a Director in place of Mr. Suresh Vaswani (DIN 06645434), who retires by rotation and being eligible offers himself for re-appointment.
4. Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of K.B. Nambiar and Associates, Chartered Accountants (Firm Registration No.002313S) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the financial year 2016-17, at such remuneration plus service tax, out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

By Order of the Board of Directors

Bengaluru
03 August 2016

M. S. REDDY
Company Secretary

NOTES

- a) The Register of Members and Share Transfer Book will remain closed from 22nd September 2016 to 29th September 2016

- b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
- c) Members holding shares in multiple folios in Physical category are requested to apply for consolidation to the Registrar and Transfer Agent (R&T Agent)/Company along with relevant Share Certificates.
- d) Members desirous of changing their shareholding from physical category to electronic category (dematerialization) may apply with their respective Depository Participants (DP's). The Company's shares are already admitted with CDSL and NSDL for dematerialization purpose and the ISIN allotted to your Company's equity shares is INE435D01014.
- e) The dividend, if any, in respect of Equity Shares held in electronic category will be paid on basis of beneficial ownership, details of which are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the said purpose.
- f) For effecting change of Address/Bank details/Electronic Clearing Services (ECS) Mandate, if any, Members are requested to notify the same to the following :
 - (i) If shares are held in Physical category, to the Company/ R&T Agent of the Company, i.e., BgSE Financials Limited, RTA Division, Stock Exchange Tower, No.51, 1st Cross, J.C. Road, Bengaluru – 560 027.
 - (ii) If shares are held in electronic electronic, to their respective Depository Participant (DP). The Company/ R&T Agent will not entertain request for noting change of Address/Bank details/ECS Mandate, if any.

g) Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote in respect of resolutions to be passed at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Mr. B. Chandu Narayan, practicing Company Secretary (C.P.No.9517) has been appointed as scrutinizer in this regard.

Procedure / Instructions for e-Voting are as under :

- (i) The Voting period begins on 25.09.2016 (from 9:00 a.m.) and ends on 28.09.2016 (up to 6:00 p.m.). During this period shareholders' of the Company, holding shares either in

MAC CHARLES (INDIA) LIMITED

physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The results will be announced and published on 30.09.2016.

(ii) The Shareholders should log on to the e-Voting website www.evotingindia.com during the voting period

(iii) Click on “Shareholders” tab

(iv) Now Enter your User ID

- a. For CDSL : 16 digits beneficiary ID,
- b. For NSDL : 8 Character DP ID followed by 8 digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorder in your demat account or in the company’s records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company’s records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter DOB or Dividend Bank Details in order to Login. If the details are not recorded with the depository or Company please enter the number of share held by you as on the cutoff date in the Dividend Bank details field.

(viii) After existing these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holdings shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of Mac Charles (India) Limited on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the Use ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create 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 should be mailed 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.
- (xix) 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 selection or write an email to helpdesk.evoting@cdslindia.com.
- i) The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website www.maccharlesindia.com and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- j) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote (if casted at the AGM) on their behalf at the meeting.
- k) In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote (if casted at the AGM).
- l) Members are requested to :
- (i) **Bring their copy of Annual Report and Attendance Slip at the venue of the meeting.**
 - (ii) Quote their folio/DP & Client Id No. in all correspondence with the R&T Agent/Company.
 - (iii) Note that briefcase, mobile phone, bag, eatables and other belongings will not be allowed to be taken inside the venue of the meeting for security purpose and shareholders will be required to take care of their belongings.
 - (iv) To support the “Green Initiative”, the Members who have not registered their email address are requested to register the same with the Company in case of shares held in physical form or with the Depositories in case of shares held in dematerialized form.
 - (v) Members having specific queries regarding accounts are requested to deposit their queries in writing at the Registered Office of the Company not less than fortyeight (48) hours before the commencement of the meeting, so as to make the management to furnish the clarification.
 - (vi) **To Note that children will not be allowed inside the venue of the AGM.**

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Registered Office : 28, Sankey Road, Bengaluru - 560 052

PROXY FORM (MGT-11)

Please complete this attendance slip in all respects and hand it over at the entrance of the meeting hall.

Name of the Member(s):

Registered Address:

Email Id:

Reg. Folio/Client ID No.:

DP ID No.:

No. of shares:

I/We.....being a Member(s) of Mac Charles (India) Limited, hereby appoint Mr./Mrs..... of in the district of or failing him/her, Mr./Mrs. of in the district of or failing him/her, Mr./Mrs. of in the district of as my/our proxy to attend and vote for me/us on my/our behalf at the **Thirty-Sixth Annual General Meeting** of the Company to be held at Hotel Le Meridien No. 28, Sankey Road, Bengaluru - 560 052 on **Thursday the 29th September, 2016 at 4.00 p.m.** and at any adjournment thereof.

Resolution Number	Resolution	(Please mention no. of shares)	For	Against
Ordinary business				
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Profit & Loss Account for the financial year ended on that date, together with the Reports of the Directors and Auditors thereon.			
2	To confirm interim dividend already paid as final dividend			
3	To appoint a Director in place of Mr. Suresh Vaswani (DIN 06645434), who retires by rotation and being eligible offers himself for re-appointment.			
4	To reappoint K. B. Nambiar and Associates, as the auditors of the Company.			

Signed this day of September 2016.

Affix
Re. 1/-
Revenue
Stamp

Signature of shareholder

Signature of Proxy

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 36th Annual General Meeting of the Company, to be held at Hotel Le Meridien No. 28, Sankey Road, Bengaluru - 560 052 on **Thursday the 29th September, 2016 at 4.00 p.m.**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Note: The proxy form duly signed across the revenue stamp of One Rupee must reach the Company's Registered Office not less than 48 hours before the time of the meeting.

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BALLOT FORM (MGT-12)

{Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014}

Name of the Member(s):

Registered Address:

Email ID:

Reg. Folio/Client ID No.:

DP ID No.:

No. of shares:

I/We hereby exercise my/our vote in respect of Ordinary/Special Resolution enumerated below by recording any assent/dissent to the said resolution given below:

Resolution Number	Resolution	(Please mention no. of shares)	For	Against
Ordinary business				
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Profit & Loss Account for the financial year ended on that date, together with the Reports of the Directors and Auditors thereon.			
2	To confirm interim dividend already paid as final dividend			
3	To appoint a Director in place of Mr. Suresh Vaswani (DIN 06645434), who retires by rotation and being eligible offers himself for re-appointment.			
4	To reappoint K. B. Nambiar and Associates, as the auditors of the Company.			

Signed this day of.....

Signature of the Shareholder

