

MAC CHARLES (INDIA) LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of M/s. Mac Charles (India) Limited will be held at Le Meridien, No.28, Sankey Road, Bengaluru – 560052 on Monday the 30th July 2018 at 11.30 a.m. to transact following businesses:

A. Ordinary Business:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2018, the Reports of Board of Directors and Auditors thereon.
2. To receive, consider and adopt Audited consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018, the Reports of Board of Directors and Auditors thereon.
3. To declare dividend on equity shares for the year ended 31st March 2018.
4. To appoint a Director in place of Mr. P R Ramakrishnan (DIN 00055416), who retires by rotation and being eligible, offers himself for re - appointment.
5. Appointment of Mr. Suresh Vaswani as an Independent Director of the Company. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

“RESOLVED THAT Mr. Suresh Vaswani (DIN 06645434), who was appointed as a rotational Director of the Company at the Annual General Meeting of the Company held on 25.09.2017 be and is hereby appointed as an Independent Director of the Company for five years from 30.07.2018.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Act, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Suresh Vaswani who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 30.07.2018 up to 29.07.2023.”

By Order of the Board

M.S. REDDY
Company Secretary

Bengaluru
23, May 2018

NOTES

- a) The Register of Members and Share Transfer Book will remain closed from 20.07.2018 to 30.07.2018.
- 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, 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, 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

Procedure / Instructions for e-Voting are as under:

- (i) The Voting period begins on 26.07.2018 (from 9.00 a.m.) and ends on 29.07.2018 (up to 6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20.07.2018, 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 31.07.2018.

- (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*	PAN* Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorded 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#	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. <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
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- (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 holding share in demat form will now reach 'Password Creation' menu wherein they are required

MAC CHARLES (INDIA) LIMITED

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 & entering 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](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 must 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com).

- h) The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website [www. maccharlesindia.com](http://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.
- i) 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.
- j) 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).
- k) 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 forty-eight (48) hours before the commencement of the meeting, to make the management to furnish the clarification.

EXPLANATORY STATEMENT**As required by Section 102 of the Companies Act, 2013 (the Act)**

The following Explanatory Statement sets out the material facts relating to the business under item No. 5 of the accompanying Notice dated 23rd May 2018.

ITEM No. 5

- a. Mr. Suresh Vaswani was appointed as a Director of the company on 25.09.2017.
- b. Mr. Suresh Vaswani is a Non-Executive Director and considered as Independent as per SEBI regulations.
- d. As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Suresh Vaswani has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.
- e. The matter regarding appointment of Mr. Suresh Vaswani as

Independent Director was placed before the Board, which commends his appointment as an Independent Director up to 29.07.2023.

- f. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is independent of the management.
- g. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the Appointment of Mr. Suresh Vaswani as Independent Director is now being placed before the Members in general meeting for their approval.
- h. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.
- i. Mr. Suresh Vaswani may be deemed to be concerned and interested in item No.5 as it relates to his appointment as Independent Director of the Company. Other than Mr. Suresh Vaswani, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at item No.5 of the Notice.

**I. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED
UNDER REGULATION 36 OF THE LISTING REGULATIONS**

Re-appointment of Mr. P R Ramakrishnan:

In terms of Section 152 (6) of the Companies Act, 2013, Mr. P R Ramakrishnan shall retire by rotation at the forthcoming AGM and being eligible offers himself for reappointment.

Brief profile of the Director: Mr. P.R. Ramakrishnan is an experienced Chartered Accountant and is the Executive Director (Finance), Embassy Group of Companies.

Upon his re-appointment as a Director, Mr. P.R. Ramakrishnan shall continue to hold office as Non-Executive Director. Accordingly, the Board recommends his re-appointment.

Except for Mr. P R Ramakrishnan being an appointee, none of the Directors except Mr. Adithya Virwani, Key Managerial Personnel's and their relatives are in any way concerned or interested, financially or otherwise in the proposed resolution. This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board

M.S. REDDY
Company Secretary

Bengaluru
23, May 2018