

<b>General information about company</b>	
Scrip code	507836
NSE Symbol	
MSEI Symbol	
ISIN	INE435D01014
Name of the entity	MAC CHARLES (INDIA) LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable

<b>Annexure I</b>	
<b>Annexure I to be submitted by listed entity on quarterly basis</b>	
<b>I. Composition of Board of Directors</b>	
Disclosure of notes on composition of board of directors explanatory	
Is there any change in information of board of directors compare to previous quarter	No
Wether the listed entity has a Regular Chairperson	Yes

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00215646	APPIAH P B	Non-Executive - Independent Director	Chairperson	29-09-2015		
2	00055416	P.R.RAMAKRISHNAN	Non-Executive - Non Independent Director	Member	01-12-2016		
3	06641106	TANYA GIRDHAR	Non-Executive - Independent Director	Member	21-08-2015		
4	06645434	SURESH VASWANI	Non-Executive - Independent Director	Member	30-07-2018		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00215646	APPIAH P B	Non-Executive - Independent Director	Chairperson	29-09-2015		
2	06641106	TANYA GIRDHAR	Non-Executive - Independent Director	Member	21-08-2015		
3	00210179	C.B.PARDHANANI	Non-Executive - Non Independent Director	Member	29-09-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00210179	C.B.PARDHANANI	Non-Executive - Non Independent Director	Chairperson	29-09-2015		
2	00215646	APPIAH P B	Non-Executive - Independent Director	Member	29-09-2015		
3	06641106	TANYA GIRDHAR	Non-Executive - Independent Director	Member	21-08-2015		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00215646	APPIAH P B	Non-Executive - Independent Director	Chairperson	29-09-2015		
2	00210179	C.B.PARDHANANI	Non-Executive - Non Independent Director	Member	29-09-2015		
3	06641106	TANYA GIRDHAR	Non-Executive - Independent Director	Member	21-08-2015		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00210179	C.B.PARDHANANI	Non-Executive - Non Independent Director	Chairperson	29-09-2015		
2	00215646	APPIAH PALECANDA BOPANNA	Non-Executive - Independent Director	Member	29-09-2015		
3	06641106	TANYA GIRDHAR	Non-Executive - Independent Director	Member	21-08-2015		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1		30-01-2019	
2		21-03-2019	49

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	30-01-2019	Yes		05-11-2018	85	
2	Nomination and remuneration committee	30-01-2019	Yes		05-11-2018	85	
3	Stakeholders Relationship Committee	30-01-2019	Yes		05-11-2018	85	
4	Risk Management Committee	30-01-2019	Yes		05-11-2018	85	
5	Corporate Social Responsibility Committee	30-01-2019	Yes		05-11-2018	85	
6	Audit Committee	21-03-2019	Yes		05-11-2018	135	

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	No	approval by postal ballot has been sought which is closing on 18-05-2019
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

<b>Text Block</b>	
Textual Information(1)	<p>Company has approved the following related party transactions on March 21, 2019: :</p> <p>i) Cancellation of agreement to sell entered on 8-02-2017 together with amendments carried out on 1-06-2017, 25-01-2018, 26-02-2018 and October 26, 2018 towards purchase of property for Rs 205 crore with L J- Victoria Properties Private Limited and obtaining refund of advance amount of Rs 198.80 crore alongwith lump sum interest of Rs 30 crore thereon ii) Extension of tenure of Inter Corporate Deposit of Rs 35 crore given to Embassy Property Developments Private Limited upto 31-03-202 and iii) Investment /Acquisition by way of purchase of Equity Shares representing 100 % of Shareholding of Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited which are related parties for consideration not exceeding Rs 205 crore</p>
Textual Information(2)	<p>The Audit Committee and Board of Directors have approved at thier meeting held on March 21, 2019 the followng material related party transactions, for which approval of the shareholders through postal ballot, voting for which is going to open on 19-04-2019 and closing on 18-05-2019, has been sought :</p> <p>i) Cancellation of agreement to sell entered on 8-02-2017 together with amendments carried out on 1-06-2017, 25-01-2018, 26-02-2018 and October 26, 2018 towards purchase of property for Rs 205 crore with L J- Victoria Properties Private Limited and obtaining refund of advance amount of Rs 198.80 crore alongwith lump sum interest of Rs 30 crore thereon ii) Extension of tenure of Inter Corporate Deposit of Rs 35 crore given to Embassy Property Developments Private Limited upto 31-03-202 and iii) Investment /Acquisition by way of purchase of Equity Shares representing 100 % of Shareholding of Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited which are related parties for consideration not exceeding Rs 205 crore</p>

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	MEKALA SAHADEVA REDDY
2	Designation	Company Secretary and Compliance Officer

**Text Block**



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.maccharlesindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.maccharlesindia.com
3	Composition of various committees of board of directors	Yes		www.maccharlesindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.maccharlesindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.maccharlesindia.com
6	Criteria of making payments to non-executive directors	Yes		www.maccharlesindia.com
7	Policy on dealing with related party transactions	Yes		www.maccharlesindia.com
8	Policy for determining 'material' subsidiaries	Yes		www.maccharlesindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.maccharlesindia.com

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.maccharlesindia.com
11	email address for grievance redressal and other relevant details	Yes		www.maccharlesindia.com
12	Financial results	Yes		www.maccharlesindia.com
13	Shareholding pattern	Yes		www.maccharlesindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	M S Reddy
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	M S Reddy
2	Designation	Company Secretary and Compliance Officer



<b>Signatory Details</b>	
Name of signatory	MEKALA SAHADEVA REDDY
Designation of person	Company Secretary and Compliance Officer
Place	BANGALORE
Date	12-04-2019

