

DECLARATION OF VOTING RESULTS OF THE POSTAL BALLOT WHICH OPENED ON AUGUST 14, 2021 AND CLOSED ON SEPTEMBER 13, 2021 IN RESPECT OF THE ITEMS OF BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF POSTAL BALLOT DATED AUGUST 10, 2021 PURSUANT TO THE PROVISIONS OF SECTION 108 AND SECTION 110 OF COMPANIES ACT, 2013 READ WITH RULE 22 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

1. Relaxations granted by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) in view of COVID-19 pandemic:

In terms of the Circulars issued by the Ministry of Corporate Affairs (“MCA”) viz : (1) No 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020, No.39/2020 dated 31st December,2020 and No.10/2021 dated 23rd June,2021 respectively, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company were permitted to send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot has been accordingly initiated in compliance with the MCA Circulars referred to above.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope was not sent to the shareholders for this Postal Ballot. Accordingly, Company has sent the notice of Postal Ballot to the shareholders by email to all such members who had registered their email address with the Company, depository participants or the Registrar and Transfer Agent.

2. Dispatch of Notice of Postal Ballot:

The Company has informed that it has arranged and sent the Notice of Postal Ballot dated August 10, 2021 by electronic mail by Central Depository Services (India) Limited (“CDSL”) Green initiatives to its Members on August 13, 2021, whose names appeared in the Register of Members Register of Members/Register of Beneficial Owners as on August 07, 2021, the cut off date and , the record date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

3. Appointment of Scrutinizer:

The Board of Directors of the Company at their meeting held on August 10, 2021 has appointed Mr. Umesh P Maskeri, Practicing Company Secretary, as a scrutinizer for the purpose of scrutinizing the remote e-voting process and electronic voting under the provisions of Section 108 and 110 of the Companies Act, 2013 (“Act”) read with Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (“Rules”).

4. Voting Results:

After the closure of the voting period i.e. at 5-00 PM on September 13, 2021, Mr. Umesh P Maskeri, Practicing company Secretary (COP 12704) has downloaded the voting results from the evoting portal of CDSL and scrutinized the votes cast through remote e-voting and has submitted the scrutinizer’s Report, pursuant to the provisions of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Section 108 and 110 of Companies Act, 2013, furnishing the details of the votes cast on each resolution, which is briefly summarised below:

Item No	Particulars of resolution	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution
1	Special Resolution : Amendment of Articles of Association	96,43,132	708
2	Special Resolution : Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary;	26,030	1,306

Based on the said Scrutinizer’s Report, I, the undersigned, the Chairman of the Company hereby declare that the aforesaid resolutions have been passed with requisite majority. A copy of the Scrutinizer’s Report submitted pursuant to Rule 22 of the Rules is attached.

For Mac Charles (India) Limited

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P B APPIAH
CHAIRMAN

This document has been digitally signed

Place: Bangalore

Date : September 14 , 2021



Umesh P. Maskeri
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Tele 022 -27716919; Mobile: 09930178352; Email: umeshmaskeri@gmail.com

SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

September 14, 2021

To
The Chairman
Mac Charles (India) Limited
Registered Office, No 72/4, 1st Floor
Cunningham Road
Bangalore-560052

Dear Sir,

SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014			
Name of the company	Mac Charles (India) Limited		
Nature of Meeting/Event	Postal Ballot		
Mode of voting	Only electronic voting		
Programme of postal ballot			
Opened	At 10-00 AM	Saturday	14-08-2021
Closed	At 05-00 PM	Monday	13-09-2021

1. Appointment of Scrutinizer :

I, Umesh P. Maskeri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Mac Charles (India) Limited ("The Company") at the Board Meeting held on August 10, 2021, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to scrutinize the votes cast electronically i.e. through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated August 10, 2021 issued by the Company.

2. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic

In view of the situation arising out of the outbreak of COVID 19 pandemic and consequent lock down, Circulars issued by the Ministry of Corporate Affairs ("MCA") viz : (1) No 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020, No.39/2020 dated 31st December,2020 and No.10/2021



Umesh P. Maskeri
Practising Company Secretary

dated 23rd June, 2021 respectively, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company were permitted to send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system.

3. Dispatch of Notice of Postal Ballot

Pursuant to the Circulars issued by the MCA, company has informed that it has sent out the notice of postal ballot by email to the shareholders on August 13, 2021 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on August 07, 2021, the cut off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants and further it has provided a facility for registering the email address for the shareholders who had not done so earlier. Company has not sent the hard copy of physical postal ballot forms to the shareholders, as per the relaxation granted by the MCA.

4. Publication of advertisement in Newspapers:

In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had duly released an advertisement intimating the voting through Remote E-voting and dispatch of Notice by email, in English Newspaper viz. Financial Express and in Kannada Newspaper viz. Hosa Digantha both dated August 14, 2021 and having circulation in Bangalore. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there is no provision for any voting through physical ballot forms and further the process to register the email addresses, in case of shareholders who had not registered their email address with the Company, depository or depository participant as stipulated in MCA Circular No 17/2020 dated April 13, 2020.

5. Remote e-Voting facility:

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management



Umesh P. Maskeri
Practicing Company Secretary

and Administration) Rules, 2014, the Company had provided Remote E-Voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services Limited (“CDSL”).

6. Remote evoting period:

The Remote E-Voting facility opened at 10 A.M. on Saturday the August 14, 2021 and closed at 05:00 P.M. (IST) on Monday, the September 13, 2021. During this period, members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Saturday, the August 07, 2021 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 210812016.

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Monday, the September 13, 2021 at 05-00 P.M. and was unblocked thereafter by me in the presence of two witnesses who are not in employment of Mac Charles (India) Limited.

8. Responsibility of Management :

The Management of the Company is responsible for ensuring compliance with the requirements of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Act and the Rules there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) relating to the agenda item placed before the members for their approval. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting placed for approval of the shareholders through Postal Ballot by remote e-voting.

10. The Summary of votes cast by Remote E-Voting is given below:

Resolution No 1 :
Special Business : Special Resolution

Amendment of Articles of Association:

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	40	9643132	99.99
2	Votes against the resolution	12	708	0.01
3	Total	52	9643840	100.00
4	Result	The Resolution has been passed with requisite majority		



Umesh P. Maskeri
Practicing Company Secretary

Resolution No 2 :
Special Business : Special Resolution

Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary:

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	38	26030	95.22
2	Votes against the resolution	14	1306	4.78
3	Total	52	27336	100.00
4	Result	The Resolution has been passed with requisite majority		

11. Details of persons who voted for and against the resolution in electronic mode as downloaded from the CDSL evoting portal have been handed over to the Company Secretary.

Thanking you
Yours faithfully,

UMESH
PARAMESHWAR
MASKERI
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by UMESH
PARAMESHWAR
MASKERI
Date: 2021.09.14
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UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI UDIN F004831C000935794
This document has been digitally signed

Place : Mumbai
Date : September 14, 2021

Countersigned by
Mac Charles (India) Limited

CHANDANA
SARWESWAR
ARAO NAIDU
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Chandana Naidu
Company Secretary

Place: Bangalore
Date : September 14, 2021

MAC CHARLES (INDIA) LIMITED

VOTING RESULTS OF POSTAL BALLOT COMPRISING OF REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of AGM/EGM		Postal ballot opened on 14-08-2021 and closed on 13-09-2021						
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 07-08-2021		8363						
Total number of shareholders who voted in the postal ballot : 52								
Promoters and promoter group		1						
Public		51						
Number of shareholders attended the meeting through video conferencing :								
Promoters and promoter group		Not applicable since resolution was passed through postal ballot						
Public		Not applicable since resolution was passed through postal ballot						
Agenda item No 1		Amendment of Articles of Association						
Resolution required		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=2/1*100	No of votes in favour (4)	No of votes against (5)	% of votes polled in favour (6)=4/2*100	% of votes against votes polled (7)=5/2*100
Promoter and Promoter Group	Evoting	9825787	9616952	97.8746	9616952	0	100.0000	0.0000
	Postal Ballot		0		0	0		
	Total		9616952	97.8746	9616952	0	100.0000	0.0000
Public Institutions	Evoting	Nil						
	Postal Ballot		0		0	0		
	Total							
Public Non-Institutions	Evoting	3275265	26888	0.8209	26180	708	97.3668	2.6331
	Postal Ballot		0		0	0	0.0000	
	Total		26888	0.8209	26180	708	97.3668	2.6331
Total		13101052	9643840	73.6112	9643132	708	99.9926	0.0073

FOR MAC CHARLES (INDIA) LIMITED

Chandana

Chandana Naidu
Company Secretary



Place : Bangalore
Date: September 14, 2021

MAC CHARLES (INDIA) LIMITED

VOTING RESULTS OF POSTAL BALLOT COMPRISING OF REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of AGM/EGM		Postal ballot opened on 14-08-2021 and closed on 13-09-2021						
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 07-08-2021		8363						
Total number of shareholders who voted in the postal ballot : 52								
Promoters and promoter group		Nil						
Public		52						
Number of shareholders attended the meeting through video conferencing :								
Promoters and promoter group		Not applicable since resolution was passed through postal ballot						
Public		Not applicable since resolution was passed through postal ballot						
Agenda item No 2		Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary						
Resolution required		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution		Yes						
Category	Mode of Voting	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=2/1*100	No of votes in favour (4)	No of votes against (5)	% of votes polled in favour (6)=4/2*100	% of votes against votes polled (7)=5/2*100
Promoter and Promoter Group	Evoting	9825787	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Institutions	Evoting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institutions	Evoting	3275265	27336	0.8346	26030	1306	95.2224	4.7775
	Postal Ballot		0		0	0		
	Total		27336	0.8346	26030	1306	95.2224	4.7775
Total		13101052	27336	0.2086	26030	1306	95.2224	4.7775

FOR MAC CHARLES (INDIA) LIMITED

Chandana

Chandana Naidu
Company Secretary



Place : Bangalore
Date: September 14, 2021