

MAC CHARLES (INDIA) LTD.

CIN No : L55101KA1979PLC003620

Regd. Office :
No.72/4, 1st Floor,
Cunningham Road,
Bangalore - 560 052

Phone : 080-4903 1078
E-mail : finance@maccharlesindia.com
Website : www.maccharlesindia.com

The General Manager-listing compliances
BSE Limited
P J Towers, Dalal Street, Fort
Mumbai-400001

December 30, 2020

Dear Sirs,

Sub: Outcome of postal ballot : Intimation pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

Ref: Scrip Code 507836

Notice of postal ballot submitted to BSE on November 25, 2020

In continuation to the Notice of Postal Ballot submitted to BSE on November 25, 2020 vide acknowledgement No 2318547 and pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), we wish to inform you that the members of the Company, through the postal ballot which opened on December 01, 2020 and concluded on December 30, 2020, have approved the following resolutions:

| Sl No. | Description | Description |
|--------|---------------------|---|
| 1 | Ordinary Resolution | Approval for appointment of Embassy Property Developments Private Limited (“ EPDPL”), a related party, as Turnkey contractor for construction of commercial tower situated at Sankey Road, Bangalore having an estimated turnkey contract value of Rs. 500 crores (Rupees Five Hundred Crores) with possible escalation cost not exceeding by 30% (Thirty per cent) i.e. Rs 650 crore (Rupees Six hundred fifty crore). |

The relevant Report of the Scrutinizer from Mr. Umesh P Maskeri, Practicing Company Secretary and Voting Results as per format under Regulation 44(3) of LODR have been submitted to BSE separately.

We request you to take the same on record.

Thanking you,

Yours faithfully

for Mac Charles (India) Limited,

Chandana Naidu

Company Secretary and Compliance Officer

ACS No 25570



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]**

December 30, 2020

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

Dear Sir,

At the outset, I express my gratitude to the Board of Directors of the Company for appointing us as the Scrutinizer for the remote e-Voting process and electronic voting for the resolutions placed by the postal ballot exercise.

In this connection, I am pleased to submit the Scrutinizer's Report, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for further action at your end.

Thanking you,

Yours faithfully,

UMESH
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Digitally signed by
UMESH
PARAMESHWAR
MASKERI
Date: 2020.12.30
19:01:01 +05'30'

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No.12704, FCS No.4831

ICSI UDIN : **F004831B001735879**

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Umesh P. Maskeri
Practicing Company Secretary

| 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 | Tuesday | 01-12-2020 |
| Closed | At 05-00 PM | Wednesday | 30-12-2020 |

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 November 11, 2020, 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 November 11, 2020 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, the Ministry of Corporate Affairs ("MCA") has issued General Circulars No 14/2020 dated April 8, 2020 and General Circular No 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as "MCA Circulars") granting certain relaxations in applicability of the provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 for facilitating the passing of ordinary and special resolutions by the Companies, taking into consideration the challenges faced by Companies in providing the postal ballot facility. The MCA, in its circular dated April 17, 2020 mentioned that notice of postal ballot can be served only electronically and there is no need for sending out the physical postal ballot forms to the shareholders. The MCA Circular also stipulated that the notice of postal ballot shall be sent by email to all the shareholders who have provided their email addresses and further that the company shall provide a mechanism for registering the email addresses of the shareholders who had not registered their email address with the Company/depository participants.

3. Despatch 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 November 24, 2020 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.

Umesh P. Maskeri





Umesh P. Maskeri
Practicing Company Secretary

4. The Company has informed BgSE Financials Limited, the Registrar and Transfer Agents, have arranged and sent the notice of postal ballot by electronic mail by CDSL Green initiatives to its Members on November 24, 2020, whose names appeared in the Register of Members as on November 13, 2020, the cut off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants.

5. 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 November 26, 2020 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

6. 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 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").

7. Remote evoting period:

The Remote E-Voting facility opened at 10 A.M. on Tuesday the December 01, 2020 and closed at 5:00 P.M. (IST) on Wednesday, the December 30, 2020. During this period, Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Friday, the November 13, 2020 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 201120010.

8. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Wednesday, the December 30, 2020 at 5 P.M. and was unblocked thereafter by me in the presence of 2 witnesses who are not in employment of Mac Charles (India) Limited.

Umesh P. Maskeri





Umesh P. Maskeri
Practicing Company Secretary

9. Responsibility of Management :

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items. 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 e-voting.

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

Resolution No 1 :

Special Business : Ordinary Resolution

Approval for appointment of Embassy Property Developments Private Limited (" EPDPL"), a related party, as Turnkey contractor for construction of commercial tower situated at Sankey Road, Bangalore having an estimated turnkey contract value of Rs. 500 crores (Rupees Five Hundred Crores) with possible escalation cost not exceeding by 30% (Thirty per cent) i.e. Rs 650 crore (Rupees Six hundred fifty crore).

| SI No | Particulars | No of folios who voted | Number of votes cast | % of total votes |
|-------|-----------------------------------|--|----------------------|------------------|
| 1 | Votes in favour of the resolution | 22 | 861531 | 99.93 |
| 2 | Votes against the resolution | 16 | 588 | 0.07 |
| 3 | Total | 38 | 862119 | 100 |
| 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
HVAR
MASKERI
Digitally signed
by UMESH
PARAMESHWAR
MASKERI
Date: 2020.12.30
19:01:43 +05'30'



UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
UDIN F004831B001735879
This document has been digitally signed



Umesh P. Maskeri
Practicing Company Secretary

Place : Mumbai
Date : December 30, 2020

Countersigned by
Mac Charles (India) Limited

Chandana Naidu
Company Secretary

Place: Bangalore
Date : December 30, 2020

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 01-12-2020 and closed on 30-12-2020 | | | | | | | |
| Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 13-11-2020 | 8942 | | | | | | | |
| Total number of shareholders present in the meeting either in person or proxy : | | | | | | | | |
| Promoters and promoter group | Not applicable since resolution is passed through postal ballot | | | | | | | |
| Public | Not applicable since resolution is passed through postal ballot | | | | | | | |
| 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 | Approval for appointment of Embassy Property Developments Private Limited (" EPDPL"), a related party, as Turnkey contractor for construction of commercial tower situated at Sankey Road, Bangalore having an estimated turnkey contract value of Rs. 500 crores (Rupees Five Hundred Crores) with possible escalation cost not exceeding by 30% (Thirty per cent) i.e. Rs 650 crore (Rupees Six hundred fifty crore | | | | | | | |
| Resolution required | Ordinary 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 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | Evoting | Nil | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non-Institutions | Evoting | 3275265 | 862119 | 26.3221 | 861531 | 588 | 99.9318 | 0.0682 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 862119 | 26.3221 | 861531 | 588 | 99.9318 | 0.0682 |
| Total | | 13101052 | 862119 | 6.5805 | 861531 | 588 | 99.9318 | 0.0682 |

FOR MAC CHARLES (INDIA) LIMITED

Chandana Naidu
Company Secretary

Place : Bangalore
Date: December 30, 2020