



VCS & ASSOCIATES
COMPANY SECRETARIES

FORM No. MGT - 13

Report of Scrutinizer

(Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies
(Management and Administration Rules, 2014)

To

**The Chairman
MAC CHARLES (INDIA) LIMITED
28, Sankey Road,
Bangalore - 560 052**

For 34th Annual General Meeting of the Equity Shareholders of the Company, held
at Hotel Le Meridien, No. 28, Sankey Road, Bangalore - 560 052, on Monday the
22nd September, 2014 at 3 p.m.

Dear Sir,

I, Chandu Narayan B, Partner of VCS & Associates, a Company Secretaries firm
having its office at # 121, Gear School Road, Doddakannelli, Karmelaram Post, Nr
Sarjapur Road Wipro, Bangalore - 560035 was appointed as the Scrutinizer for the
purpose of poll taken on the below mentioned resolutions, at the 34th Annual
General Meeting of the equity shareholders of MAC CHARLES (INDIA) LIMITED
("The Company") held on 22nd September, 2014 at 3.00 P.M., submit my report as
under:



1. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The Locked Ballot box was subsequently opened on 22nd of September in the presence of two witnesses, namely Mr.S. Venugopal and Mr. Harish who are not in employment of the company, poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
3. The Poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the Poll is as under:

a) Resolution No. 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit & Loss Account for the financial year ended on that date, together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
53	9632678	99.99



(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
1	100	0.01

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
19	2550

(b) Resolution No. 2 (Ordinary Resolution)

To declare dividend of Rs. 6/- per Equity Share for the year ended March 31, 2014

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
54	9632778	100

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
19	2550



(C) Resolution No. 3 (Ordinary Resolution)

To reappoint K.B. Nambiar and Associates, as the auditors of the Company

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
54	9632778	100

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
0	0	0

(iii) Invalid Votes

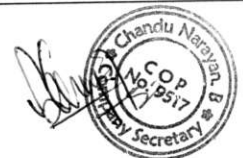
Number of members present and voting (in person or in proxy)	Number of votes casted by them
19	2550

(D) Resolution No. 4 (Ordinary Resolution)

To appoint a Director Mr. M.R.B. Punja, as an Independent Director

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
54	9632778	100



(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
19	2550

(E) Resolution No. 5 (Ordinary Resolution)

To appoint a Director Mr. P.B. Appiah, as an Independent Director

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
53	9632678	99.99

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
01	100	0.01

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
19	2550



(E) Resolution No. 6 (Ordinary Resolution)

To appoint a Director Mr. Suresh Vaswani, as an Independent Director

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
53	9632678	99.99

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
01	100	0.01

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
<u>19</u>	<u>2550</u>

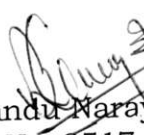

5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
7. The combined result of the votes (electronic and physical) is annexed as Annexure – 1 with this report.



8. All of the above mentioned resolutions have passed with requisite majority.

Thank You,

Yours Faithfully,

<p>Place: Bangalore Date : May 23, 2014</p>	<p>For VCS & Associates</p> <p> Chandu Narayan C P No. 9517 Membership No. A23222</p> <p></p>
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ANNEXURE – 1

(as per Clause 35A o the Listing Agreement with the Stock Exchanges)

- Date of AGM : 22nd September 2014
- The E-Voting period remained open from 9.00 AM on Tuesday, the 16th of September 2014 up to 6.pm on Thursday, the 18th of September, 2014.
- The Shareholders holding shares as on the “cut-off” date, i.e. 16/08/2014 were entitled to vote on the resolutions as mentioned in the Notice of the 34th Annual General Meeting of “MAC CHARLES (INDIA) LIMITED through E-Voting.
- No. of members present in person and through proxy is 118
(Based on shareholders registering attendance)
- Mode of voting : E-Voting & Poll

A. Resolution Number 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit & Loss Account for the financial year ended on that date, together with the Reports of the Directors and Auditors thereon.



Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour of Votes Polled	% of Votes Against on Votes Polled
	1	2	$3 = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	9776952	9616952	98.36	9616952	0	100	0
Public Institutional Holders	3200	0	0	0	0	0	
Public - Others	3320900	16276	0.49	16176	100	99.38	0.006
Total	13101052	9633228	73.53	9633128	100	99.99	0.001

B. Resolution Number 2: (Ordinary Resolution)

To declare dividend of Rs. 6/- per Equity Share for the year ended March 31, 2014

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour of Votes Polled	% of Votes Against on Votes Polled
	1	2	$3 = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	9776952	9616952	98.36	9616952	0	100	0
Public Institutional Holders	3200	0	0	0	0	0	0
Public - Others	3320900	16276	0.49	16276	0	100	0
Total	13101052	9633228	73.53	9633228	0	100	0



C. Resolution Number 3 (Ordinary Resolution)

To reappoint K.B. Nambiar and Associates, as the auditors of the Company

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour of Votes Polled	% of Votes Against on Votes Polled
	1	2	$3 = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	9776952	9616952	98.36	9616952	0	100	0
Public Institutional Holders	3200	0	0	0	0	0	0
Public - Others	3320900	16276	0.49	16275	1	99.99	0.00
Total	13101052	9633228	73.53	9633227	1	99.99	0.00

D. Resolution Number 4 (Ordinary Resolution)

To appoint a Director Mr. M.R.B. Punja, as an Independent Director

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour of Votes Polled	% of Votes Against on Votes Polled
	1	2	$3 = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	9776952	9616952	98.36	9616952	0	100	0
Public Institutional Holders	3200	0	0	0	0	0	0
Public - Others	3320900	16276	0.49	16274	2	99.99	0.00
Total	13101052	9633228	73.53	9633226	2	99.99	0.00



E. Resolution Number 5 (Ordinary Resolution)

To appoint a Director Mr. P.B. Appiah, as an Independent Director

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour of Votes Polled	% of Votes Against on Votes Polled
	1	2	$3 = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	9776952	9616952	98.36	9616952	0	100	0
Public Institutional Holders	3200	0	0	0	0	0	0
Public - Others	3320900	16276	0.49	16174	102	99.37	0.63
Total	13101052	9633228	73.53	9633126	102	99.99	0.00

F. Resolution Number 6 (Ordinary Resolution)

To appoint a Director Mr. Suresh Vaswani, as an Independent Director

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour of Votes Polled	% of Votes Against on Votes Polled
	1	2	$3 = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	9776952	9616952	98.36	9616952	0	100	0
Public Institutional Holders	3200	0	0	0	0	0	0
Public - Others	3320900	16276	0.49	16174	102	99.37	0.63
Total	13101052	9633228	73.53	9633126	102	99.99	0.00

