



Umesh P. Maskeri
Practicing Company Secretary

B.Sc., CAIIB, L.Lb, FCS, PGDSL

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CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21
of the Companies (Management and Administration) Rules, 2014]**

To
The Chairman of 39th Annual General Meeting
Mac Charles (India) Limited
28, Sankey Road
Bangalore-560052

August 26, 2019

Dear Sir,

1. I, Umesh P Maskeri, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Mac Charles (India) Limited ("the company") at their meeting held on July 11, 2019 for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolutions contained in the notice of the AGM of the Company held on Monday, the August 26, 2019 at 11-30 AM at Le Meridien, No 28, Sankey Road, Bangalore-560052 in respect of the following matters:

- (i) Poll through ballot papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules,
- (ii) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

2. **Notice of 39th Annual General Meeting ("AGM") :**

Company has informed that as required under Section 101 and 108 of the Act and the Companies (Management and Administration) Rules, 2014, the Notice of the AGM dated July 11, 2019 along with the Explanatory Statement under Section 102 of the Act was sent to the Members of the Company on July 29, 2019, whose names appeared on the Register of Members/Register of Beneficial Owners as on July 11, 2019 containing instructions on voting electronically through the electronic system of the Central Depository Services (India) Limited ("CDSL") and also procedure for poll.

3. **Poll:**

3.1 The Company has provided me the Register of Members as on the cut off date i.e. August 19, 2019, Attendance Register and the Register of Proxies. As per the information provided by the Company, no proxy form was received from any member.

3.2 After declaration of the poll by the Chairman, ballot boxes kept for polling were marked by identification mark placed on them.



Umesh P. Maskeri



3.3 The Company has obtained the assistance of BgSE Financials Limited, the Registrar and Transfer Agents, to verify the specimen signatures of the shareholders who cast their votes.

3.4 Signature of 12 shareholders (holding 1419 equity shares/votes) on the ballot papers did not match with the specimen signature as per records of the Company/Registrar and Transfer Agent and hence the same have been treated as invalid.

3.5 A summary of the voting results through poll has been included in the consolidated report furnished in the attachment.

4. **Remote evoting: EVSN 190807010**

4.1 The remote e-voting period commenced at 10 a.m. on Friday, August 23, 2019 and concluded at 5.00 p.m. on Sunday, August 25, 2019. Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the notice convening the AGM. and the CDSL remote e-voting portal was blocked thereafter.

4.2 After the votes cast by polling papers by the shareholders at the venue of the AGM were counted, I have unblocked the remote evoting at 13-48 Hours today in the presence of two persons, who are not the employees of the company.

5. A summary of the voting results through remote evoting has been included in the consolidated report furnished in the attachment.

6. Based on the voting scrutinised by me, it is observed that 53 members have cast their votes on poll and 6 members have cast their votes through remote evoting platform. The consolidated result of Evoting and Poll for each of the agenda items contained in the notice of AGM is furnished below:

Resolution 1: Ordinary Resolution

Adoption of (a) Audited Financial statement for the financial year ended March 31, 2019 and the reports of Board of Directors and the auditors thereon and

(b) Audited consolidated financial statement for the financial year ended March 31, 2019 and the report of the auditors thereon

Particulars of votes	Poll		Remote voting		Total		% of Total Votes cast	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
in favour of the Resolution	52	9621836	6	848	58	9622684	100	Passed with requisite majority
Against the Resolution	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Total	52	9621836	6	848	58	9622684	100	



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Practicing Company Secretary

Resolution No 2: Ordinary resolution:

Declaration of dividend on equity shares for the financial year ended Marchs 31, 2019

Particulars of votes	Poll		Remote voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
In favour of the Resolution	52	9621836	6	848	58	9622684	100	Passed with requisite majority
Against the Resolution	Nil	Nil	Nil	<u>Nil</u>	Nil	Nil	Nil	
Total	52	9621836	6	848	58	9622684	100	

Resolution No 3: Ordinary Resolution:

Re-Appointment of Mr. Aditya Virwani (DIN 06480521) who retires by rotation

Particulars of votes	Poll		Remote voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
In favour of the Resolution	50	9621536	6	848	56	9622384	100	Passed with requisite majority
Votes Against the Resolution	2	300	Nil	Nil	2	300	Nil	
Total	52	9621836	6	848	58	9622684	100	

Resolution No 4: Special Resolution:

Re-appointment of Mr. P B Appiah (DIN 0215646) as an independent Director for a period of 5 years

Particulars of Votes	Poll		Remote voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
In favour of the Resolution	52	9621836	6	848	58	9622684	100	Passed with requisite majority
Against the Resolution	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Total	52	9621836	6	848	58	9622684	100	

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Practicing Company Secretary

Resolution No 5: Special Resolution:

Approval and ratification of Inter Corporate Deposit of Rs 10 crore granted to Embassy Property Developments Private Limited which is a holding company and a related party

Particulars of votes	Poll		Remote voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
In favour of the Resolution	46	4334	6	848	52	5182	90.91	Passed with requisite majority
Votes Against the Resolution	5	650	0	0	5	650	9.09	
Total	52	4984	6	848	57	5832	100	

7. Based on the aforesaid report, it may be seen that resolutions No (1), (2), (3), (4) and (5) of the AGM Notice have been passed with requisite majority. The consolidated voting results of the aforesaid voting may accordingly be declared by the Chairman of the Company.
8. The Register maintained in electronic form recording the assent or dissent received alongwith all the relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the AGM and the same will be handed over to the Company Secretary for safe keeping.
9. The particulars containing a list of equity shareholders who voted "FOR", "AGAINST" through the mechanism of poll through ballot papers and those whose votes were declared invalid for each resolution was submitted to the Company Secretary. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,


.....

Umesh P Maskeri
Practicing Company Secretary and Scrutinizer

Certificate of Practice No 12704

Place: Bangalore

Date: August 26, 2019



Countersigned by
For Mac Charles (India) Limited


M S Reddy

Company Secretary and Compliance Officer



Mac Charles (India) Ltd.

Regd. Office :
P. B. No. 174,
28, Sankey Road,
Bangalore - 560 052

Tel : 2226 2233 / 2228 2828
Fax : Intl. (0091-80) 2226 7676 / 2226 2050
E-mail : leme@lemeridienbangalore.com

MAC CHARLES (INDIA) LIMITED

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

Date of AGM		26-Aug-19						
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 19-08-2019		9413						
Total number of shareholders present in the meeting either in person or proxy : 143								
Promoters and promoter group		1						
Public		142						
Number of shareholders attended the meeting through video conferencing : Nil								
Promoters and promoter group		Nil						
Public		Nil						
Agenda item No 1		Adoption of (a) Audited Financial statement for the financial year ended March 31, 2019 and the reports of Board of Directors and the auditors thereon and (b) Audited consolidated financial statement for the financial year ended March 31, 2019 and the						
Resolution required		Ordinary 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						
	Ballot		9616952	73.4059	9616952	0	99.9275	0.0000
	Total		9616952	73.4059	9616952	0	99.9275	0.0000
Public Institutions	Evoting	Nil	0	0.0000	0	0	0.0000	0.0000
	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	848	0.0065	848	0	0.0000	0.0000
	Ballot		4884	0.0373	4884	0	0.0725	0.0000
	Total		5732	0.0438	5732	0	0.0725	0.0000
Total		13101052	9622684	73.4497	9622684	0	100.0000	0.0000

FOR MAC CHARLES (INDIA) LIMITED

M S Reddy
Company Secretary

Place : Bangalore
Date: August 27, 2019



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Promoters and promoter group	1							
Public	142							
Number of shareholders attended the meeting through video conferencing : Nil								
Promoters and promoter group	Nil							
Public	Nil							
Agenda item No 2	Declaration of dividend on equity shares for the financial year ended Marchs 31, 2019							
Resolution required	Ordinary 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
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	Total		9616952	73.4059	9616952	0	99.9275	0.0000
Public Institutions	Evoting	Nil	0	0.0000	0	0	0.0000	0.0000
	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	848	0.0065	848	0	0.0000	0.0000
	Ballot		4884	0.0373	4884	0	0.0725	0.0000
	Total		5732	0.0438	5732	0	0.0725	0.0000
Total		13101052	9622684	73.4497	9622684	0	100.0000	0.0000

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Number of shareholders attended the meeting through video conferencing : Nil								
Promoters and promoter group	Nil							
Public	Nil							
Agenda item No 3	Reappointment of Mr Aditya Virwani as a Director , who shall be liable to retire by rotation							
Resolution required	Ordinary 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
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	Total		9616952	73.4059	9616952	0	99.9275	0.0000
Public Institutions	Evoting	Nil	0	0.0000	0	0	0.0000	0.0000
	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	848	0.0065	848	0	0.0000	0.0000
	Ballot		4884	0.0373	4584	300	0.0725	0.0000
	Total		5732	0.0438	5432	0	0.0725	0.0000
Total		13101052	9622684	73.4497	9622384	300	100.0000	0.0000

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Promoters and promoter group		Nil						
Public		Nil						
Agenda item No 4		Re-appointment of Mr P B Appiah as an Independent Director for a period of 5 years						
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
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	Total		9616952	73.4059	9616952	0	99.9275	0.0000
Public Institutions	Evoting	Nil	0	0.0000	0	0	0.0000	0.0000
	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	848	0.0065	848	0	0.0000	0.0000
	Ballot		4884	0.0373	4884	0	0.0725	0.0000
	Total		5732	0.0438	5732	0	0.0725	0.0000
Total		13101052	9622684	73.4497	9622684	0	100.0000	0.0000

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Public	142							
Number of shareholders attended the meeting through video conferencing : Nil								
Promoters and promoter group	Nil							
Public	Nil							
Agenda item No 5	Approval and ratification of Inter Corporate Deposit of Rs 10 crore granted to Embassy Property Developments Private Limited which is a holding company and a related party							
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	0	0.0000	0	0	0.0000	0.0000
	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
	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	848	0.0064	848	0	14.5404	0.0000
	Ballot		4984	0.0380	4334	650	74.3141	11.1454
	Total		5832	0.0444	5182	650	75.8489	11.1454
Total		13101052	5832	0.0444	5182	650	88.8546	11.1454

FOR MAC CHARLES (INDIA) LIMITED

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Company Secretary

Place : Bangalore
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