



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 and 110 of the Companies Act, 2013
read with Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014]

February 08, 2022

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 108 and 110 of the Companies Act, 2013 read with Rule 20 and 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	Monday	10-01-2022
Closed	At 05-00 PM	Tuesday	08-02-2022

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 January 04, 2022, 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 January 04, 2022 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



Umesh P. Maskeri
Practising Company Secretary

dated September 28, 2020 (6) No.39/2020 dated 31st December,2020, (7) No.10/2021 dated 23rd June, 2021 and (8) NO. 20/2021 dated December 08, 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 June 30, 2022, 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 January 06, 2022 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on December 31, 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 January 07, 2022 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
Practising 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 Monday, the January 10, 2022 and closed at 05:00 P.M. (IST) on Tuesday, the February 08, 2022. 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 December 31, 2021 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 220104005.

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Tuesday, the February 08, 2022 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

Sale/Disposal of 100% shares held by the Company in Airport Golfview Hotels & Suites Pvt Ltd., a material Subsidiary of the Company:

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	18	96,19,728	99.997
2	Votes against the resolution	6	206	0.002
3	Total	24	96,19,934	100
4	Result	The Resolution has been passed with requisite majority		



Umesh P. Maskeri
Practicing Company Secretary

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 P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI UDIN F004831C002459571
This document has been digitally signed



Place : Mumbai
Date : February 08, 2022

Countersigned by
Mac Charles (India) Limited



Chandana Naidu
Company Secretary

Place: Bangalore
Date : February 08, 2022