

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

March 09, 2021

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 February 05, 2021**

In continuation to the Notice of Postal Ballot submitted to BSE on February 05, 2021 vide acknowledgement No 507836 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 February 08, 2021 and concluded on March 09, 2021, have approved the following resolutions:

<b>S. No.</b>	<b>Type of Resolution</b>	<b>Description</b>
1.	Ordinary Resolution	Issuance of Non-Convertible Debentures upto an amount of Rs. 650 Crores.

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](mailto: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 ]**

March 09, 2021

To  
The Chairman  
Mac Charles (India) Limited  
Registered Office, No 72/4, 1<sup>st</sup> 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,

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PARAMESHWAR  
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UMESH P MASKERI  
PRACTICING COMPANY SECRETARY  
COP No.12704, FCS No.4831  
ICSI UDIN : **F004831B004035154**  
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**Umesh P. Maskeri**  
**Practicing Company Secretary**

<b>SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT</b> <b>Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22</b> <b>of the Companies (Management and Administration) Rules, 2014</b>			
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	08-02-2021
Closed	At 05-00 PM	Tuesday	09-03-2021

**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 February 05, 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 February 05, 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, the Ministry of Corporate Affairs ("MCA") has issued General Circulars (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 and (6) No.39/2020 dated 31<sup>st</sup> December, 2020 respectively (collectively referred to as "MCA Circulars") respectively 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. 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 February 05, 2021

  




**Umesh P. Maskeri**  
**Practising Company Secretary**

through the Green Initiatives of Central Depository Services (India) Limited (“CDSL”) 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. The Company has informed that 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 February 05, 2021, whose names appeared in the Register of Members as on February 01, 2021, 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 February 07, 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.

**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 Monday the February 08, 2021 and closed at 05:00 P.M. (IST) on Tuesday, the March 09, 2021. During this period,

*Umesh P. Maskeri*





**Umesh P. Maskeri**  
**Practicing Company Secretary**

Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Monday, the February 01, 2021 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN **210205001**.

**8. Counting process:**

The e-voting module for the said EVSN was disabled by CDSL on Tuesday, the March 09, 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.

**9. 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 : Ordinary Resolution**

**To consider Issuance of Non-Convertible Debentures:**

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	22	1,03,36,954	99.9980
2	Votes against the resolution	2	202	0.0020
3	Total	24	1,03,37,156	100.00
4	Result	The Resolution has been passed with requisite majority		

*Umesh P. Maskeri*





**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,**

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MASKERI

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PARAMESHWAR  
MASKERI  
Date: 2021.03.09  
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**UMESH P MASKERI**  
**PRACTICING COMPANY SECRETARY**  
**Certificate of Practice No 12704**  
**ICSI UDIN F004831B004035154**  
**This document has been digitally signed**

Place : Mumbai  
Date : March 09, 2021

Countersigned by  
**Mac Charles (India) Limited**

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**Chandana Naidu**  
**Company Secretary**

Place: Bangalore  
Date : March 09, 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 08-02-2021 and closed on 09-03-2021						
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 01-02-2021		8793						
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		<b>To consider Issuance of Non-Convertible Debentures</b>						
Resolution required		<b>Ordinary Resolution</b>						
Whether promoter/promoter group are interested in the agenda/resolution		<b>No</b>						
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							
	Total		9616952	97.8746	9616952	0	100.0000	0.0000
Public Institutions	Evoting	Nil						
	Postal Ballot							
	Total							
Public Non-Institutions	Evoting	3275265	720204	21.9892	720002	202	99.9720	0.0280
	Postal Ballot							
	Total		720204	21.9892	720002	202	99.9720	0.0280
<b>Total</b>		<b>13101052</b>	<b>10337156</b>	<b>78.9032</b>	<b>10336954</b>	<b>202</b>	<b>99.9980</b>	<b>0.0020</b>

**FOR MAC CHARLES (INDIA) LIMITED**

Chandana Naidu  
Company Secretary

Place : Bangalore  
Date: March 09, 2021