

July 01, 2024

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

Dear Sirs,

Sub: Outcome of postal ballot which concluded on June 28, 2024: 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 May 24, 2024

In continuation to the Notice of Postal Ballot dated May 23, 2024 which was filed and submitted to BSE on May 24, 2024 vide BSE acknowledgement No 7325867 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 May 30, 2024 and closed on June 28, 2024, covered under the EVSN 240524001, have approved the following special resolutions :

Item No	Particulars of resolution
1	Increase in the limits of borrowing upto Rs 1200 crores (Rupees One Thousand Two Hundred Crores only) under Section 180(1) (c) of the Companies Act, 2013
2	Providing security under Section 180(1)(a) in connection with the borrowing of the company subject to maximum limit of Rs.1200 crores Rupees One Thousand Two Hundred Crores only)

In this connection, we are attaching the documents:

1. Report of the Scrutinizer from Mr. Umesh P Maskeri, Practicing Company Secretary
2. Declaration of voting results by the Chairman
3. Voting Results as per format under Regulation 44(3) of LODR

We request you to take the same on record.

Thanking you,
Yours faithfully

for Mac Charles (India) Limited,

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SARWESWAR CHANDANA
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Chandana Naidu
Company Secretary and Compliance Officer
ACS No 25570



Umesh Parameshwar Maskeri
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
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 Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

July 01, 2024

To
The Chairman
Mac Charles (India) Limited
Registered Office, 1st Floor, Embassy Point
150, Infantry Road
Bangalore-560001

Dear Sir,

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 May 23, 2024, 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 May 23, 2024 issued by the Company.

2. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic

In terms of the 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) and (4) No.09/2023 dated 25th September, 2023 respectively, companies were advised to take all decisions requiring members' approval, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder. 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 September 30, 2024, 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 was 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



Umesh Parameshwar Maskeri
Practicing Company Secretary

through the remote e-voting system. This Postal Ballot has been accordingly initiated in compliance with the MCA Circulars referred to above.

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 May 27, 2024 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on Friday, the May 24, 2024, the cut off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants. 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 on May 29, 2024 and in Kannada Newspaper viz. Hosa Digantha dated May 29, 2024 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 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: EVSN 240524001

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") under EVSN 240524001.

6. Remote evoting period:

The Remote E-Voting facility opened at 9 A.M. on Thursday, the May 30, 2024 and closed at 05:00 P.M. (IST) on Friday, the June 28, 2024. 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 May 24, 2024 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 240524001.



7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Friday, the June 28, 2024 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 (“Listing Regulations”) relating to the agenda item placed before the members for their approval including the eligibility or otherwise of the related parties to vote to approve the items of business in respect of the resolution of Material Related Party Transaction pursuant to Regulation 23(4) of the SEBI Listing Regulations, mentioned in the Notice of the Postal Ballot. My responsibility as the Scrutinizer of the voting process of the postal ballot (through e-voting), was restricted to scrutinize the conducting 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 the approval of the shareholders through Postal Ballot by remote e-voting.

9. The Summary of votes cast by Remote E-Voting on the resolutions is given below:

**Resolution No 1 : Special Business : Special Resolution
Increase in the limits for borrowings under section 180(1)(c) of the Companies Act,
2013:**

“RESOLVED THAT in addition to all the earlier resolutions passed and pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modifications or re-enactments thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money, as and when required, from banks and/or financial institution/s and/ or foreign lender/s and/or anybody corporate/s entity/entities and/or authority/authorities and/ or through suppliers credit, or any other instruments either in Indian rupees or in such other foreign currencies as may be permitted by law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed of Rs.1200 Crores (Rupees One Thousand Two Hundred Crores only) or limits so prescribed under section 180(1)(c)(as may be amended from time to time), whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to



**Umesh Parameshwar Maskeri
Practicing Company Secretary**

any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Sl No	Particulars	No of folios who voted	Number of votes	Number of Invalid votes	Number of valid votes	% of valid votes
1	Votes in favour of the resolution	38	9624770	Nil	9624770	99.99
2	Votes against the resolution	6	375	Nil	375	0.01
3	Total	44	962145	Nil	9625145	100
4	Result	The Resolution has been passed with requisite majority				

**Resolution No 2 : Special Business : Special Resolution
Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company:**

“**RESOLVED THAT** in addition to all earlier resolutions passed and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies(Meeting of Board and its Powers) Rules, 2014 including any statutory modification or re-enactments thereof, and the Articles of Association of the Company, the consent the shareholders of the company be and is hereby accorded to the Board of Directors, to sell, lease, mortgage or dispose of whole or substantially whole of the undertaking of the company or to create mortgages/charges/hypothecations and other encumbrances created/to be created by the company in favor of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s) or export import banks, multilateral agencies and/or to such other persons (Lenders), if any, from whom the company has proposed or proposes to borrow any sum or sums of monies, which together with the monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), and upon the terms and conditions decided / to be decided by the Board, to secure the facilities provided / to be provided by such Lenders together with interest, additional interest, cumulative interest, liquidated damages, remuneration of the agent or trustees, premium, if any on redemption, prepayment costs, charges, expenses and all other moneys payable by the Company to the Lenders, trustees and agents, subject to maximum limit of Rs.1200 crores (Rupees One Thousand Two Hundred Crores Only) or limits so prescribed under Section 180(1)(a) (as may be amended from time to time), whichever is higher, including charges subsisting as on date.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



**Umesh Parameshwar Maskeri
Practicing Company Secretary**

Sl No	Particulars	No of folios who voted	Number of votes	Number of Invalid votes	Number of valid votes	% of valid votes
1	Votes in favour of the resolution	39	9624870	Nil	9624870	99.99
2	Votes against the resolution	6	375	Nil	375	0.01
3	Total	40	9625245	Nil	9625245	100
4	Result	The Resolution has been passed with requisite majority				

10. 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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**UMESH PARAMESHWAR MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI UDIN F004831F000630423
Peer Review Certificate No 653/2020**



Place : Mumbai
Date : July 01, 2024

Countersigned by
Mac Charles (India) Limited

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ARAO NAIDU

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SARWESWARARAO
NAIDU
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**Chandana Naidu
Company Secretary and Compliance Officer**

Place: Bangalore
Date : July 01, 2024

DECLARATION OF VOTING RESULTS OF THE POSTAL BALLOT WHICH OPENED ON THURSDAY, THE MAY 30, 2024 AND CLOSED ON FRIDAY, JUNE 28, 2024 IN RESPECT OF THE BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF POSTAL BALLOT DATED MAY 23, 2024 PURSUANT TO THE PROVISIONS OF SECTION 108 AND 110 OF COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

1. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic

The Ministry of Corporate Affairs (“MCA”) vide its circulars 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 and (4) No 09/2023 dated September 25, 2023 respectively, has advised companies to take all decisions requiring members’ approval, 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 September 30, 2024, 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. This Postal Ballot has been accordingly initiated in compliance with the MCA Circulars referred to above. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope was not sent to the shareholders for this Postal Ballot. The Board of Directors, at its Meeting held on May 23, 2024 has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (Certificate of Practice No 12704) as Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

The Company has completed the dispatch of the notice of postal ballot dated May 23, 2024 by email on May 27, 2024 through CDSL green initiatives to the members who had furnished their email id. Advertisement for dispatch of notice of postal ballot and the procedure for e-voting was published in newspapers viz. Financial Express in English on May 29, 2024, and Hosa Digantha in Kannada on May 29, 2024. Facility of remote e-voting was provided to the members through the e-voting portal of the Central Depository Services (India) Limited (“CDSL”), the e-voting agency. The postal ballot notice was not sent physically to the members who had not provided their email addresses and the facility of voting through the physical postal ballot forms was not provided as permitted by the Ministry of Corporate Affairs in their circulars referred to above. Voting through the remote e-voting for the postal ballot opened on Monday, the May 30, 2024 and closed on Friday, the June 28, 2024 covered under the EVSN 240524001.

2. Mr. Umesh P Maskeri, Practicing company Secretary (Certificate of Practice No 12704) was appointed as the scrutinizer for the purpose of conducting the remote e-voting in a fair and transparent manner, at the Board Meeting held on May 23, 2024. After the last date and close of the postal ballot timelines on June 28, 2024, the scrutinizer has downloaded the voting results from the portal of CDSL i.e. www.evotingindia.com and scrutinized the votes cast through remote e-voting and has submitted the scrutinizer’s Report, pursuant to the provisions of Rule 22(9) read with Rule 20 of the Companies

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

Regd. Office:
1st Floor, Embassy Point
Infantry Road,
Bangalore – 560 001

Phone:080-4903 0000
Extn: 3490
Email: investor.relations@maccharlesindia.com
website: www.maccharlesindia.com

(Management and Administration) Rules, 2014 (“Rules”) and Section 110 read with Section 108 of Companies Act, 2013, furnishing the details of the votes cast on each resolution, which is briefly summarised below:

Item No	Particulars of resolution	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution
1	Special Resolution: Increase in the limits of borrowing upto Rs 1200 crores under Section 180(1) (c) of the Companies Act, 2013	96,24,770	375
2	Special Resolution: Providing security under Section 180(1)(a) in connection with the borrowing of the company subject to maximum limit of Rs.1200 crores	96,24,870	375

3. Based on the said Scrutinizer’s Report, I, the undersigned, the Chairman of the Company hereby declare that the aforesaid resolutions No (1) and (2) have been passed with requisite majority / unanimously. A copy of the Scrutinizer’s Report submitted pursuant to Rule 22(9) of the Rules is attached.

For Mac Charles (India) Limited

CHANDANA SARWESWAR ARAO NAIDU
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Chandana Naidu
Company Secretary

Place: Bangalore
Date: July 01, 2024

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	Remote Evoting for Postal ballot opened on 30/05/2024 and closed on 28/06/2024 under the EVSN 240524001							
Total number of shareholders as on Record Date i.e. As on cut off date of May 24, 2024 for determining eligibility for voting being	7831							
Total number of shareholders who voted in the postal ballot :	44							
Promoters and promoter group	1							
Public	43							
Number of shareholders attended the meeting through video conferencing :	Not applicable since resolution was passed through postal ballot							
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	Increase in the limits of borrowing upto Rs 1200 crores (Rupees One Thousand Two Hundred crores only) under Section 180(1)(c) of the Companies Act, 2013							
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 polled (7)=5/2*100
Promoter and Promoter Group	Evoting		9616952	97.8746	9616952	0	100.0000	0.0000
	Postal Ballot	9825787	0	0.0000	0	0	0.0000	0.0000
	Total		9616952	97.8746	9616952	0	100.0000	0.0000
Public Institutions	Evoting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Nil	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting		8193	0.2501	7818	375	95.4229	4.5771
	Postal Ballot	3275265	0	0.0000	0	0	0.0000	0.0000
	Total		8193	0.2501	7818	375	95.4229	4.5771
Total		13101052	9625145	73.4685	9624770	375	99.9961	0.0039

FOR MAC CHARLES (INDIA) LIMITED

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Chandana Naidu
Company Secretary

Place : Bangalore
Date : July 01, 2024

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		Remote Evoting for Postal ballot opened on 30/05/2024 and closed on 28/06/2024 under the EYSN 240524001						
Total number of shareholders as on Record Date i.e. As on cut off date of May 24, 2024 for determining eligibility for voting being		7831						
Total number of shareholders who voted in the postal ballot : 45								
Promoters and promoter group		1						
Public		44						
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 2		Providing security under Section 180(1)(a) in connection with the borrowing of the company subject to maximum limit of rs.1200 crores (Rupees One Thousand Two Hundred Crores Only)						
Special Resolution								
Resolution required		No						
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 (7)=5/2*100
Promoter and Promoter Group	Evoting		9616952	97.8746	9616952	0	100.0000	0.0000
	Postal Ballot	9825787	0	0.0000	0	0	0.0000	0.0000
	Total		9616952	97.8746	9616952	0	100.0000	0.0000
Public Institutions	Evoting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Nil	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting		8293	0.2532	7918	375	95.4781	0.0000
	Postal Ballot	3275265	0	0.0000	0	0	0.0000	0.0000
	Total		8293	0.2532	7918	375	95.4781	0.0000
Total		13101052	9625245	73.4693	9624870	375	99.9961	0.0039

FOR MAC CHARLES (INDIA) LIMITED

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Chandana Naidu
Company Secretary

Place : Bangalore
Date : July 01, 2024