

Postal Ballot Opens at	10 AM	Wednesday	15-07-2020
Postal Ballot Closes at	5 PM	Thursday	13-08-2020

MAC CHARLES (INDIA) LIMITED
CIN : L55101KA1979PLC003620
Registered Office: No 72/4, 1st Floor, Cunningham Road
Bangalore-560052
Phone: (080) 4179 9999 ; Fax: (080) 22286912
Email: investor.relations@maccharlesindia.com
Website: www.maccharlesindia.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

To the members of Mac Charles (India) Limited

NOTICE is hereby given to the Members of Mac Charles (India) Limited (“the Company”), that pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), it is proposed to transact the Special Business as set out hereunder by passing Resolution through Postal Ballot only through electronic voting / remote e voting and not by means of physical postal ballot forms. The proposed Resolution and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts with respect to the Special Businesses is annexed hereto along with a Postal Ballot Form for seeking consent of the Members.

Section 110 of the Companies Act and the Companies (Management and Administration) Rules, 2014 (“Rules) provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

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 and (4) No 22/2020 dated June 15, 2020 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 Companies 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, 2020, or till further orders, whichever is earlier, 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 will not be sent to the shareholders for this Postal Ballot.

The Board of Directors, at its Meeting held on June 26, 2020 has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (Certificate of Practice No 12704) as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.

E-voting

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and pursuant to Section 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Act, read with the Companies (Management and Administration) Rules, 2014, has provided the Members with the facility of casting their votes on the Special Business as set out hereunder through electronic voting (remote e-voting) system of Central Depository Services (India) Limited (CDSL). Instructions relating to e-voting as contained at Sr. No. 12 under 'Notes'. The e-voting period shall commence at 10 A.M. on Wednesday, the July 15, 2020 and conclude at 5 P.M. on Thursday, the August 13, 2020. The e-voting facility shall be disabled by CDSL thereafter.

The Chairman or Company Secretary or any other person authorized by the Chairman writing, after receipt of the Report on the scrutiny of the Postal Ballot (remote e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before 5 P.M. on Friday, the August 14, 2020. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.maccharlesindia.com and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited.

SPECIAL BUSINESS

ITEM NO 1:

ORDINARY RESOLUTION

BORROWING IN THE FORM OF INTER CORPORATE DEPOSIT/LOAN A SUM NOT EXCEEDING RS. 100 CRORE (RUPEES ONE HUNDRED CRORE) FROM EMBASSY PROPERTY DEVELOPMENTS PRIVATE LIMITED ("EPDPL") A RELATED PARTY AND HOLDING COMPANY.

To consider and if thought fit, to pass the following resolution with or without modification, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Regulation 2(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 179, 180 and 188 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), Rule 15 of the Companies (Meeting of the Board and its powers) Rules, (including any statutory modification(s) or re-enactment(s) thereof) and all other provisions of applicable law/ rules and subject to the approvals/ consents of such appropriate authorities as may be required, under any statute for the time being in force and pursuant to the approval of the Audit Committee and Board of Directors of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) for entering into a material related party transaction of borrowing a total sum not exceeding Rs. 100 crore (Rupees One hundred crore) in the form of an Inter Corporate Deposit/Loan (“ICD”) from Embassy Property Developments Private Limited (“EPDPL”), a related party and holding company, in one or more tranches and at such times and intervals as may be decided by the Board, at a rate of interest which shall be at least 2 (two)% higher than the average cost of borrowing for the lending company i.e. EPDPL and shall not be lower than the prevailing yield of five years or ten years Government Security closest to the tenor of the borrowing and upon such additional terms and conditions relating to determination and extension of tenure and repayment schedule etc. as may be mutually agreed upon between the Board of Directors of the Company and EPDPL .

“RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized severally to do all such acts, deeds, things and matters, as may be necessary, proper and expedient including finalizing, varying and settling the terms and conditions of the said borrowing and to finalise, execute and perform such agreements, contracts, deeds, undertaking, indemnities and other documents so as to implement this resolution.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or any Committee of Board or any other Officer(s)/ Authorized representative(s) of the Company to give effect to this Resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

SPECIAL BUSINESS

ITEM NO 2:.

SPECIAL RESOLUTION

APPOINTMENT OF MR. SARTAJ SEWA SINGH AS A WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF TWO YEARS AND PAYMENT OF REMUNERATION

To consider and if thought fit, to pass the following resolution with or without modification, as a **SPECIAL RESOLUTION** :

“RESOLVED THAT Mr. Sartaj Sewa Singh (DIN: 01820913), who was appointed as an Additional Director (Category: Whole Time Director) on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 (‘the Act’) with effect from June 26, 2020, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198, 200, 202 and 203 and other applicable provisions, if any, of the Companies Act 2013 (“Act”) read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required from any appropriate authority, and pursuant to the recommendation made by the Nomination and Remuneration Committee (“NRC”) and the approval granted by the Board of Directors (“Board”), at their respective meetings held on June 26, 2020, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Sartaj Sewa Singh (DIN 01820913) as a Whole Time Director of the Company for a term of 2 (Two) years with effect from June 26, 2020 and who shall not be liable to retire by rotation at a remuneration including other benefits and on the terms and conditions set forth hereunder, with the authority to the Board/NRC to alter/vary the terms and conditions of the said appointment including as to without any further reference to the shareholders of the Company, as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Mr. Sartaj Sewa Singh, subject however that the remuneration after alteration/variation shall not exceed the limit prescribed under Section 197 read with Schedule V of the Act :

1) Consolidated Salary:

Consolidated salary including House rent allowance and other allowance is Rs.10,00,000/- per month with such increment(s) as may be decided by the Board/Nomination and Remuneration Committee from time to time in accordance with the policy of the Company;

2) Other benefits:

- Medical insurance coverage for Rs 6,00,000 family floater which includes self, ,spouse, Maximum of 2 kids and a maximum of 2 parents (parents or parents-in-Law)
- Laptop, Datacard and Phone
- Company car lease policy of Rs.5.40,000/- per annum, reimbursement of fuel expenses of Rs.1,20,000/-per annum and driver salary of Rs.3,21,000/- per annum
- GMC insurance premium Rs.45,804/- per annum and Cancer Insurance Shield Rs.64,664/- per annum.
- Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

3) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the above terms of remuneration and other perquisites will be payable as minimum remuneration, subject to Section II of Schedule V to the Companies Act, 2013.

- 4) The appointment can be terminated from either side on communication of prior notice of 3 months and in case of any shortage of adequate notice of 3 months, remuneration for the period of shortfall shall be payable.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded where in the event of no profits or inadequate profits in any financial year during the currency of the tenure of Mr. Sartaj Sewa Singh, for payment of the aforesaid remuneration as minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II of Part II of Schedule V of the Act”.

SPECIAL BUSINESS

ITEM NO 3

SPECIAL RESOLUTION

RE-APPOINTMENT OF MS. TANYA JOHN (DIN 06641106) AS AN INDEPENDENT DIRECTOR FOR A TERM OF FIVE YEARS i.e. UPTO AUGUST 19, 2025

To consider and if thought fit, to pass the following resolution with or without modification, as a **SPECIAL RESOLUTION** :

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Tanya John (DIN: 06641106), who was appointed as an Independent Director at the Annual General Meeting held on September 29, 2015 for a period of 5 years with effect from August 21, 2015 and who will hold office upto August 20,2020 being eligible, and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company and who shall not be liable to retire by rotation to hold office for a second term of 5 (five) consecutive years upto August 19, 2025 on the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors
For Mac Charles (India) Limited



M. S. REDDY
Company Secretary

Registered Office:
#72/4, 1st Floor, Cunningham Road,
Bangalore-560 052

Place: Bangalore
Date: June 26, 2020

Notes:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Ordinary Resolutions and Special resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (only e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.
3. The Board of Directors, at its Meeting held on Friday, the June 26, 2020 has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary (COP No. 12704) as Scrutinizer for conducting the Postal Ballot (remote e-voting) voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent electronically i.e. by email to all the Members whose names appear on the Register of Members/statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Monday, July 6, 2020 ("Cut off date"). The Postal Ballot Notice is being sent by e-mail to the Members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants. The Postal Ballot Notice may also be accessed on Company's website i.e. www.maccharlesindia.com.
5. Further, the company will send Postal Ballot Notice only 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 only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars referred below. Physical copies of the postal ballot forms alongwith the prepaid business envelopes are not being sent as per relaxations granted by the Ministry of Corporate Affairs in its Circulars No 17/2020 dated April 13, 2020 and No 22/2020 dated June 15, 2020.

6. It is however, clarified that all the persons who are members of the Company as on Monday, the July 6, 2020 (including those members who may not have received this Notice due to non-registration of their email addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice.
7. Members who have not registered their e-mail addresses with either the Company or the Depository Participants are requested to register the same by sending an email to investor.relations@machcharlesindia.com or avp_rta@bfsi.co.in or with the concerned depository participants.
8. Dispatch of the Notice of Postal Ballot shall be deemed to be completed on July 10, 2020 or earlier i.e. the day on which BgSE Financials Limited, the Registrar and Share Transfer Agent or the Company, sends out the communication the notice of Postal Ballot along with instructions and postal ballot process by e mail to the members of the Company.
9. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on the cut off date i.e. Monday, the July 6, 2020.
10. The Notice is being uploaded on the website of the Company i.e., at www.machcharlesindia.com and on the website of BSE Limited and CDSL at www.evotingindia.com.
11. The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), has also provided the Members with an alternative facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).
12. Information and other instructions relating to remote e-voting are as under:
 - (i) The voting period begins at 10 AM on Wednesday, the July 15, 2020 and ends on at 5 PM on August 13, 2020 . During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, the July 6, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Shareholders should logon to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to

www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the FOLIO NUMBER is less than 8 digits enter the applicable number of 0's after first two characters of name in CAPITAL letters.. Eg. If your name is Ramesh Kumar with FOLIO number 100 then enter RA00000100 in the PAN field.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 4 (c) .</p>

- (viii) After entering the details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <_Mac Charles (India) Limited > on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF form at in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.
13. The Chairman or Company Secretary or any other person authorized by the Chairman in writing, after receipt of the Report on the scrutinizer of the Postal Ballot (remote e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before 5 P.M. on Friday, the August 14, 2020 . The results so declared along with the Scrutinizer’s Report shall be placed on the website of the Company i.e. www.maccharlesindia.com and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited.
14. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.
15. The Ordinary and Special Resolutions as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last date for remote e-voting i.e. August 13, 2020.
16. All documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Registered Office of the Company i.e. No 72/4, 1st Floor, Cunningham Road, Bangalore-560001 from 11 AM to 3 PM on any working day from Wednesday, the July 15, 2020 to Thursday, the August 13, 2020 in accordance with the provisions of the Companies Act, 2013.

By order of the Board of Directors
For Mac Charles (India) Limited



M. S . REDDY
Company Secretary

Registered Office:
72/4, 1st Floor, Cunningham Road
Bangalore- 560052

Place: Bangalore
Date : June 26, 2020

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (“Act”) the following explanatory statement sets out all material facts relating to the business mentioned under Item No. (1), (2) and (3) of the accompanying Notice dated June 26, 2020.

ITEM NO 1

Company had set up a five star hotel by the name Hotel Le Meridien which is situated at the heart of Bangalore city and was hitherto engaged in operating the same. Additionally, company is also engaged in generating electricity by means of wind mill operations. However, in the scenario of the changing conditions in the hospitality industry and emerging business opportunities in the real estate sector, having regard to the long term interest and for the purpose of obtaining a better rate of return on capital employed, the Board of directors of the company has decided to reorient the strategies, diversify by discontinuing the hotel operations and take up the business of construction, real estate and property development. The company is in need of funds to an extent of Rs 100 crore for meeting the day to day expenses and for capital expenditure towards the project construction and property development as planned after demolishing of the existing hotel building. In this regard as promoter margin/ requirement, Holding company may have to lend to the Company to the extent of Rs. 100 Crores in one or more tranches and at such times as and when required by the Company in the form Inter Corporate Deposit/ Loan (“ ICD”)

In this context, the Board of Directors of the Company has proposed, to borrow a sum of Rs 100 crore (Rupees One hundred crore only) as a first step, to meet the immediate funds requirements from Embassy Property Developments Private Limited, which is a related party and a holding company. The shareholders of the Company at the Annual General Meeting held on September 25, 2017 had sanctioned the overall borrowing powers of Rs. 1,000 crore (Rupees One thousand crore only) pursuant to the provisions of Section 180 (1)(c) of Companies Act, 2013 and had delegated the powers to the Board of Directors to give effect to the resolution. The proposed amount of borrowing alongwith the existing borrowing is within the overall borrowing powers of Rs 1000 crore mentioned above.

Since the transaction value of the proposed ICD of Rs 100 crores exceeds 10 % of the annual consolidated turnover of Mac Charles (India) Limited for the previous financial year ended March 31, 2020, this amounts to a material related party transaction within the meaning of Regulation 2(zc) read with explanation to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This transaction therefore requires the approval from the shareholders of the company by means of an ordinary resolution. Though the said transaction of the borrowing from a related party is at arm's length basis, but since it is not in the ordinary course of business, the consent of the Members is also sought by way of Ordinary Resolution through Postal Ballot for authorizing the Board to implement the said borrowing.

Although, strictly speaking, the aforesaid transaction of borrowing is not attracted by the provisions of Section 188 of the Companies Act, 2013, the following additional information pursuant to the provisions of Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 is furnished on a voluntary basis.

The additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, is given herein below:

- 1) **Name of the related party:** Embassy Property Developments Private Limited
- 2) **Name of the Director and Key Managerial Personnel who is related, if any:**

Sl No	Name of Director	Relationship with	
		Mac Charles (India) Limited	Embassy Property Developments Private Limited
1	Mr. Aditya Virwani DIN 06480521	Director	Whole-time Director

- 3) **Nature of relationship:**

Embassy Property Developments Private Limited, is the holding company of Mac Charles (India) Limited and hence a related party as defined under sub- clause (B) of para (viii) of sub-section 76 of Section 2 of Companies Act, 2013.

- 4) **Nature, material terms, monetary value and particulars of the Contract or arrangements:**

Sl No	Description	Particulars
1	Lender	Embassy Property Developments Private Limited, holding company of the Company
2	Form of borrowing	Inter Corporate Deposit/Loan
3	Amount	Amount not exceeding Rs 100 crore in one or more tranches
4	Rate of interest	2% higher than the average cost of borrowing of EPDPL and shall not be lower than the prevailing yield of

		five/ten year Government Security closest to the tenor of the borrowing
5	Tenure	Within 5 years from the date of last disbursement subject to extension by such period as may be mutually agreed upon by the parties without any further approval from the shareholders
6	Security	Nil. ICD shall be unsecured
7	Repayment terms	As may be mutually agreed upon between Board of Directors of the Company and EPDPL
8	Rationale for borrowing	The company has to borrow funds for project construction and development , in this regard as promoter margin/ requirement, Holding company may have to lend to the Company to the extent of Rs. 100 Crores

5) Any other information relevant or important for the members to take a decision on the proposed resolution;

All the required details have been furnished above.

All important information, which has been furnished above, forms part of the Statement setting out Material Facts pursuant to Section 102 (1) of the Companies Act, 2013, which have been mentioned herein.

In case any of related parties choose to exercise their vote, they can only vote against the resolution, irrespective of the fact as to whether the entity is a related party to the particular transaction or not and further the promoters holding more than 20 % of the shareholding of the company are considered by default as related parties..

The Board recommends the Ordinary Resolution set out at Item No. 1 for the approval of the Members.

Except Mr. Aditya Virwani, DIN 06480521, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at the said Item.

ITEM NO 2:

In the scenario of changing conditions in the hospitality industry, emerging business opportunities in the real estate sector and having regard to the long term interest and for the purpose of obtaining a better return on capital employed, Company had decided to reorient the strategies and diversify by taking up the business of construction, real estate and property development. The shareholders of the Company had, through a special resolution by means of postal ballot which concluded on May 18, 2019, accordingly approved the amendment to the Main objects clause of the Memorandum of Association. Company has recently discontinued its Hotel business.

The company is poised to take up the challenges of carrying out the operations in the diversified industries of real estate sector in addition to power generation using wind mill. In order to shoulder the higher responsibility and steer the company in the challenging times mentioned

above, the Board of Directors has thought fit to appoint Mr. Sartaj Sewa Singh, (DIN 01820913) as director not liable to retire by rotation and he shall be designated as the Whole Time Director of the company. In this context, the Nomination and Remuneration Committee of the Company at its meeting held on June 26, 2020 has recommended the appointment of Mr. Sartaj Sewa Singh as the Whole Time Director of the Company for a period of 2 (Two) years. Considering the need to engage his services, the Board of Directors at their meeting held on June 26, 2020 has approved his appointment as Whole Time Director of the Company for a term of 2 (two) years with effect from June 26, 2020 and payment; of remuneration and the terms and conditions mentioned below subject to approval of Members.

Following additional information as required under Schedule V to the Companies Act, 2013 is furnished below:

I. General Information:

(i) Nature of Industry:

The Company was hitherto engaged in the hospitality business and was running the 5 star Hotel called Le Meridian which was located in the heart of Bangalore city, apart from generation of power using wind energy. Company has recently discontinued the business of hotel operations. Company has recently decided to diversity into the business of construction, real estate and property development.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on September 28, 1979 and started the hotel operations on 28-11-1986.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

(iv) Financial performance based on given indicators- as per audited financial statements for the year ended March 31, 2020:

SI No	Particulars	Amount in Rs lakhs Financial Year ended		
		31-03-2018	31-03-2019	31-03-2020
1	Gross Turnover and other income	8359	8880	4397
2	Profit from discontinued operations	NA	1409	1379
3	Net profit as per statement of Profit and Loss (after tax)	2106	4398	(1251)
4	Paid up share capital	1310	1310	1310

5	Net worth	29009	31828	28997
6	Dividend	1310	1310	To be decided at the next Board Meeting

(v) Foreign investments or collaborators, if any: Nil

II. Information about the appointee:

(i) Background details:

Mr. Sartaj Sewa Singh holds a Bachelor's Degree in Economics from St. Stephen's College, Delhi, and an MBA from the Indian Institute of Management, Ahmedabad.

Mr. Sartaj Sewa Singh is a professional manager with over 35 years of experience in leading multinationals. After an initial 17 years with the British MNC, ICI India Limited he has held CEO positions in large multinationals like Cargill, Monsanto and FMC – where he was the founder employee & Managing Director of FMC India Private Limited since April 2000 and worked till April, 2015. Mr. Singh joined Embassy Group, Bangalore as President – Hospitality Business in 2015 and has taken the business to greater heights totaling a portfolio of over 1500 keys.

(ii) Past remuneration during the financial year ended March 31, 2019:

Not applicable, as the Company was not having any Whole Time Director and moreover, Mr. Sartaj Sewa Singh was not employed with the Company.

Recognition or awards: Not applicable

(iii) Job profile and his suitability:

Mr. Sartaj Sewa Singh is a professional manager with over 35 years of experience in leading multinationals. After an initial 17 years with the British MNC, ICI India Limited he has held CEO positions in large multinationals like Cargill, Monsanto and FMC – where he was the founder employee & Managing Director of FMC India Private Limited since April 2000 and worked till April, 2015. Mr. Singh joined Embassy Group, Bangalore as President – Hospitality Business in 2015 and has taken the business to greater heights totaling a portfolio of over 1500 keys.

(iv) Remuneration proposed:

i. Consolidated Salary:

Consolidated salary including House rent allowance and other allowance per month is Rs.10,00,000/- with such increment(s) as may be decided by

the Board/Nomination and Remuneration Committee from time to time in accordance with the policy of the Company;

ii. Other benefits:

- Medical insurance coverage for Rs 6,00,000 family floater which includes self, spouse, Maximum of 2 kids and a maximum of 2 parents (parents or parents-in-Law)
- Laptop, Datacard and Phone
- Company car lease policy of Rs.5.40,000/- per annum, reimbursement of fuel expenses of Rs.1,20,000/-per annum and driver salary of Rs.3,21,000/- per annum
- GMC insurance premium Rs.45,804 per annum and Cancer Insurance Shield Rs.64,664 per annum.
- Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

iii. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the above terms of remuneration and other perquisites will be payable as minimum remuneration, subject to Section II of Schedule V to the Companies Act, 2013.

- a) The appointment can be terminated from either side on communication of prior notice of 3 months and in case of any shortage of adequate notice of 3 months, remuneration for the period of shortfall shall be payable.
- b) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin) ∴ The proposed remuneration is much lower than the remuneration paid to the Whole Time Directors of the listed companies operating in the real estate sector.
- c) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Not applicable
- d) Notice Period and termination:
The appointment can be terminated from either side on communication of prior notice of 3 months and in case of any shortage of adequate notice of 3 months, remuneration for the period of shortfall shall be payable.

III. Other information:

- (i) Reasons for loss or inadequate profits:

Company has been making sufficient profits throughout its operations and the company has paid uninterrupted dividends consistently during the last 17 years. Hence this clause is not applicable.

- (ii) Steps taken or proposed to be taken for improvement:
Company has streamlined its processes so as to reduce the costs of operations. In view of reducing margins and severe competition in the hospitality industry, the Company has recently discontinued its hotel operations. For the purpose of taking advantage of the favourable conditions in the real estate sector, Company has decided to diversify into the business of construction, property development and real estate
- (iii) Expected increase in productivity and profits in measurable terms;
The company is going to enter the real estate business by property development and expects a reasonable return on the investments.

IV. Disclosures:

Details as required in Part IV, which are furnished in the Corporate Governance Report attached to the report of Board of Directors under the head Corporate governance, are also furnished hereunder:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc. of all the directors: Details have been furnished as under: Nil
- (ii) Details of fixed component and performance linked incentives along with the performance criteria: Nil
- (iii) Service Contracts, notice period, severance fees; Nil
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:
No stock options were issued to any Director at any point of time right from the inception.

DETAILS OF MR. SARTAJ SINGH , PROPOSED TO BE APPOINTED AS WHOLE TIME DIRECTOR PURSUANT TO PROVISIONS OF REGULATION 36(3) OF SEBI LODR

SI No	Particulars	Details
1	Name	Sartaj Sewa Singh
2	Date of birth	27-05-1957
3	DIN	01820913
4	Expertise in specific functional areas	Mr. Sartaj S. Singh is a professional manager with over 35 years of experience in leading multinationals. After an initial 17 years with the British MNC, ICI India Limited he has held CEO positions in large multinationals like Cargill, Monsanto and FMC –

		where he was the founder employee & Managing Director of FMC India Private Limited since April 2000 and worked till April, 2015. Mr. Singh joined Embassy Group, Bangalore as President – Hospitality Business in 2015 and has taken the business to greater heights totaling a portfolio of over 1500 keys.
5	Qualifications	Mr. Sartaj Sewa Singh holds a Bachelor’s Degree in Economics from St. Stephen’s College, Delhi and holds an MBA degree from the Indian Institute of Management, Ahmedabad.
6	Directorships held in other companies	Independent Director of Crystal Crop Protection Limited
7	Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	nil
8	Shareholding in the Company	Nil
9	Disclosure of relationships between directors inter se	None of the Directors of the Company are related to Mr. Sartaj Sewa Singh
10	Remuneration received from the Company in the financial year 2019-20	Nil
11	Terms and conditions of appointment alongwith details of remuneration proposed to be paid	<p>He will not be subject to retirement by rotation.</p> <p>a. Consolidated Salary: Consolidated salary including House rent allowance and other allowance per month is Rs.10,00,000/- with such increment(s) as may be decided by the Board/Nomination and Remuneration Committee from time to time in accordance with the policy of the Company;</p> <p>b. Other benefits:</p> <ul style="list-style-type: none"> ○ Medical insurance coverage for Rs 6,00,000 family floater which includes self, ,spouse, Maximum of 2 kids and a maximum of 2 parents (parents or parents-in-Law) ○ Laptop, Datacard and Phone ○ Company car lease policy of Rs.5.40,000/- per annum, reimbursement of fuel expenses of Rs.1,20,000/-per annum and driver salary of Rs.3,21,000/- per annum ○ ○ GMC insurance premium Rs.45,804 per annum and Cancer Insurance Shield Rs.64,664 per annum.

		<ul style="list-style-type: none"> ○ Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.
12	Date of first appointment to the Board	June 26, 2020
13	The number of Meetings of the Board attended during the FY 2019-20	Not applicable as he was appointed as a Director on June 26, 2020

The Company has received notice in writing alongwith the requisite deposit from a member under Section 160 of the Act proposing the candidature of Mr. Sartaj Sewa Singh.

The said appointment of Whole Time Director will be in the interest of the company and the Board of Directors of the company has recommended this resolution for the approval of the Shareholders as a Special resolution.

Except Mr. Sartaj Sewa Singh, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the resolution.

ITEM NO. 3

Ms. Tanya John (DIN: 06641106) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. The members of the Company have appointed Ms. Tanya John as an Independent Director for a term of 5 years at the Annual General Meeting held on September 29, 2015 with effect from August 21, 2015. She holds office as Independent Director of the Company up to August 20,2020 in accordance with the explanation to Sections 149(10) and 149(11) of the Act.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Ms. Tanya John (DIN: 06641106) as Independent Director for a second term of 5 (five) consecutive years with effect from August 20,2020 upto August 19 ,2025on the Board of Directors of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contribution made by her during her tenure, the continued association of Ms. Tanya John (DIN: 06641106) would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Ms. Tanya John (DIN: 06641106) as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of Directors of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Ms. Tanya John (DIN: 06641106) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received a notice in writing from a member under Section 160 of Companies Act, 2013 proposing the candidature of Ms. Tanya John (DIN 06641106) for the office of Independent Director of the Company.

The Company has also received declaration from Ms. Tanya John (DIN: 06641106) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Ms. Tanya John (DIN: 06641106) fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Mrs. Tanya John (DIN: 06641106) is independent of the management.

Details of Director whose re-appointment as Independent Director pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, is furnished below:

SI No	Particulars	Details
1	Name	Tanya John
2	Date of birth	January 24, 1975
3	DIN	06641106
4	Expertise in specific functional areas	Tanya John has been a consultant with various corporations including companies in hospitality technology, marketing/sales and more. Previously Tanya worked as Director of Business Development for Washington DC’s INDUS Corporation’s Strategic Business Solutions. INDUS Corp’s SBS provides software development services and other solutions, leveraging global resources to provide globally competitive IT solutions. Prior to INDUS, Tanya served as Executive Director for the Washington, DC Chapter of TiE, one of the region’s leading business networking organizations. In 2005, Tanya founded Attain LLC, dedicated to event and conference management. She is also a founding Board Member of Tsunami Relief Inc., a charitable corporation created to provide emergency support for the victims of the 2005 tsunamis that devastated parts of Asia. Tsunami Relief Inc has raised over \$14 million, for

		<p>which Tanya was commended by the State of Virginia. Tanya has been actively involved with the community as Board member of George Mason University's International Center for Education, Culture and Arts. Tanya Chaired the Membership committee at Executive Biz, Washington's fastest growing CXO organization. She also served on committees at the Association of Corporate Growth, Women in Technology and ICEO. Tanya served as Director of Programs for the Maryland-India Business Roundtable (an initiative of the Governor of Maryland). Prior to joining INDUS, Tanya served as IT Business Development Director for Asia Pacific Group in Malaysia, where she assisted in the launch of the IT division for the company. In addition, she has various marketing related experiences with Reliance Industries Group (in 2000, the company was ranked as Asia's 10th best managed company), Digital Media and others. She is an internationalist with a diverse background in marketing and supply chain management.</p>
5	Qualifications	Tanya has an MBA from St. Joseph's College of Business Admin, India and an MSc in supply Chain Management from Heriot Watt University, Scotland, UK.
6	Directorships held in other companies	Nil
7	Membership/Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	Members of following committees: Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee
8	Shareholding in the Company	Nil
9	Disclosure of relationships between directors inter se	None of the Directors of the Company are related to Ms. Tanya John
10	Remuneration received from the Company in the financial year 2019-20	she is not getting any remuneration except sitting fees for attending the meetings of Board of Directors and Committees
11	Terms and conditions of appointment alongwith details of remuneration proposed to be paid	She will not be subject to retirement by rotation. She will be paid sitting fees for attending the meetings of the Board of Directors and Committees as per rules of the Company.
12	Date of fist appointment to the Board	21-08-2015
13	The number of Meetings of the Board attended during the FY 2019-20	She has attended 5 out of 6 meetings of the Board held during the financial year 2019-20

Re- appointment of Ms.Tanya John as an independent Director will be in the interest of the company and the Board of Directors of the company has recommended this resolution for the approval of the Shareholders as a Special resolution.

Copy of draft letter of appointment of Mrs. Tanya John (DIN: 06641106) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mrs. Tanya John (DIN: 06641106) is interested in the resolution set out respectively at Item No 3 of the Notice with regard to his respective re-appointment.

The relatives of Mrs. Tanya John (DIN: 06641106) may be deemed to be interested in the respective resolution No.3 of the Notice to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item No. 3 of the Notice for approval by the members.

By order of the Board of Directors
MAC CHARLES (INDIA) LIMITED



M. S . REDDY
Company Secretary

Registered Office:
No 72/4, 1st Floor, Cunningham Road
BANGALORE - 560052

Place: Bangalore
Date : June 26, 2020