

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

Regd. Office:
No.72/4, 1st Floor,
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Cunningham Road,
Bangalore – 560 052

Phone:080-4903 0000/Extn: 3490
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The General Manager-listing compliances
BSE Limited
P J Towers, Dalal Street, Fort
Mumbai-400001

November 08, 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 October 04, 2021

In continuation to the Notice of Postal Ballot submitted to BSE on **October 04, 2021** vide acknowledgement No 3245256 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 October 07, 2021 and concluded on November 05, 2021, have approved the following resolutions:

Sl No.	Description	Description
1	Special Resolution	To consider and sale of 84,512 Sq ft in Embassy Tech Square, Alpha Block, Bangalore

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

SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

November 05, 2021

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 110 of the Companies Act, 2013 read with Rule 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	Thursday	07-10-2021
Closed	At 05-00 PM	Friday	05-11-2021

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 October 01, 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 October 01, 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, 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 dated September 28, 2020, No.39/2020 dated 31st December, 2020 and No.10/2021



Umesh P. Maskeri
Practicing Company Secretary

dated 23rd June, 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 December 31, 2021, 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 August 13, 2021 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on September 29, 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 October 06, 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.

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
Practicing 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 Thursday, the October 07, 2021 and closed at 05:00 P.M. (IST) on Friday, the November 05, 2021. During this period, members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Wednesday, the September 29, 2021 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 211001004.

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Friday, the November 05, 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.

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

To consider and sale of 84,512 Sq ft in Embassy Tech Square, Alpha Block, Bangalore :

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	11	96,18,040	99.9969
2	Votes against the resolution	2	300	0.0031
3	Total	13	96,18,340	100.00
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



UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI UDIN F004831C001367643

Place : Mumbai
Date : November 05, 2021

Countersigned by
Mac Charles (India) Limited

Chandana



Chandana Naidu
Company Secretary

Place: Bangalore
Date : November 05, 2021

DECLARATION OF VOTING RESULTS OF THE REMOTE ELECTRONIC VOTING OF THE POSTAL BALLOT WHICH OPENED ON THURSDAY, THE OCTOBER 07, 2021 AND CLOSED ON FRIDAY, THE NOVEMBER 05, 2021 IN RESPECT OF THE ITEM OF BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF POSTAL BALLOT DATED OCTOBER 01, 2021 PURSUANT TO THE PROVISIONS OF SECTION 108 AND SECTION 110 OF COMPANIES ACT, 2013 READ WITH RULE 22 AND RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

1. Relaxations granted by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) in view 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) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020 (6), No.39/2020 dated 31st December, 2020 and (7) No.10/2021 dated 23rd June, 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 December 31, 2021, 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. Accordingly, Company has sent the notice of Postal Ballot to the shareholders by email to all such members who had registered their email address with the Company, depository participants or the Registrar and Transfer Agent.

2. Dispatch of Notice of Postal Ballot:

The Company has arranged and sent the Notice of Postal Ballot dated October 01, 2021 by electronic mail through the Central Depository Services (India) Limited (“CDSL”) Green initiatives to its Members on October 04, 2021, whose names appeared in the Register of Members Register of Members/Register of Beneficial Owners as on September 29, 2021, the cut off date i.e. the record date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

3. Appointment of Scrutinizer:

The Board of Directors of the Company at their meeting held on October 01, 2021 has appointed Mr. Umesh P Maskeri, Practicing Company Secretary, as a scrutinizer for the purpose of scrutinizing the remote e-voting process and electronic voting under the provisions of Section 108 and 110 of the Companies Act, 2013 (“Act”) read with Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (“Rules”).

4. Voting Results:

After the closure of the voting period i.e. at 5-00 PM on November 05, 2021, Mr. Umesh P Maskeri, Practicing company Secretary (COP 12704) has downloaded the voting results from the evoting portal of CDSL, scrutinized the votes cast through remote e-voting and has submitted the scrutinizer’s Report, pursuant to the provisions of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Section 108 and 110 of Companies Act, 2013, furnishing the details of the votes cast on the 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 : Sale of 84,512 Sq Ft in Embassy Tech Square, Alpha Block, Bangalore	96,18,040	300

Based on the said Scrutinizer’s Report, I, the undersigned, the Chairman of the Company hereby declare that the aforesaid resolution has been passed with requisite majority. A copy of the Scrutinizer’s Report submitted pursuant to Rule 22 of the Rules is attached.

For Mac Charles (India) Limited

PALECAND Digitally signed by
PALECANDA
A APPIAH APPIAH BOPANNA
BOPANNA Date: 2021.11.08
15:42:44 +05'30'

P B APPIAH
CHAIRMAN

This document has been digitally signed

Place: Bangalore

Date : November 08, 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 07/10/2021 and closed on 05/11/2021							
Total number of shareholders as on Record Date	8241							
i.e. As on cut off date for determining eligibility for voting being September 29, 2021								
Total number of shareholders who voted in the postal ballot	:13							
Promoters and promoter group	1							
Public	12							
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	Sale of 84,512 Sq Ft in Embassy Tech Square, Alpha Block, Bangalore							
Resolution required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution	No							
Category	Mode of Voting	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=2/1*100	No of votes in favour (4)	No of votes against (5)	% of votes polled in favour (6)=4/2*100	% of votes against votes polled (7)=5/2*100
Promoter and Promoter Group	Evoting		9616952	97.8642	9616952	0	100.0000	0.0000
	Postal Ballot	9825787	0		0	0		
	Total		9616952	97.8642	9616952	0	100.0000	0.0000
Public Institutions	Evoting							
	Postal Ballot	Nil						
	Total							
Public Non-Institutions	Evoting		1388	0.0423	1088	300	78.3862	21.6138
	Postal Ballot	3275265	0		0	0	0.0000	
	Total		1388	0.0423	1088	300	78.3862	21.6138
Total		13101052	9618340	73.4166	9618040	300	99.9969	0.0031

FOR MAC CHARLES (INDIA) LIMITED

Chandana Naidu

Chandana Naidu
Company Secretary



Place : Bangalore
Date: November 05, 2021