

July 22, 2021

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

Dear Sirs,

Sub: Declaration of Voting results of 41st Annual General Meeting held on July 22, 2021 and Scrutinizer Report pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

Ref: Scrip Code 507836
Notice of 41st Annual General Meeting submitted to BSE on 28-06-2021

In continuation to the Notice of 41st Annual General Meeting submitted to BSE on June 28, 2021 and pursuant to the provisions of Regulation 44(3) read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), we wish to inform you that at the 41st Annual General Meeting which was held by Video Conferencing/ Other Audio Visual Means on July 22, 2021, the members of the Company, have approved and passed the following resolutions:

Item No	Particulars of resolution
1	Ordinary Resolution: Adoption of Audited Financial statements for the financial year ended March 31, 2021 and the reports of Board of Directors and the auditors thereon on standalone basis and approval of consolidated financial statements for the financial year ended March 31, 2021 and the Report of Auditors thereon
2	Ordinary Resolution: Re-Appointment of Mr. Aditya Virwani (DIN 06480521), as a Director, who will be liable to retire by Rotation
3	Special Resolution: To consider and approve sale of 121000 sq. ft. in Embassy Tech Square, Delta block, Bangalore

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

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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

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

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 A25570



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]**

July 22, 2021

To
Chairman of the 41st Annual General Meeting
Mac Charles (India) Limited
Registered Office - #72/4, 1st Floor,
Cunningham Road
Bangalore-560052

Dear Sir,

At the outset, we express our gratitude to the Board of Directors of the Company for appointing us as the Scrutinizer for the remote evoting process and electronic voting at the 41st Annual General Meeting of the company which was held on July 22, 2021 through Video Conferencing ("VC")/ Other Audio-Visual Means ("ÖAVM").

In this connection, we are pleased to submit the Scrutinizer's Report, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for further action at your end.

Thanking you,

Yours faithfully,

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704, FCS No 4831





SCRUTINIZER'S REPORT Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	
Name of the company	Mac Charles (India) Limited
Nature of Meeting/Event	41 st Annual General Meeting
Day, Date and Time	At 3:30 PM, Thursday, July 22, 2021
Deemed Venue of AGM	Registered Office No 72/4, 1 st Floor, Cunningham Road Bangalore-560052
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("ÖAVM")

1. Appointment of Scrutinizer:

I, Umesh P Maskeri, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Mac Charles (India) Limited ("the company") at their meeting held on June 03, 2021 for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolutions contained in the notice of the AGM dated June 03, 2021 of the Company to be held at 3-30 PM on Thursday, the July 22, 2021 by Video Conferencing or Other Audio Visual Means (OAVM), in respect of scrutinizing the remote e-voting process and electronic voting under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

2. Relaxations granted by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") in view of COVID-19 pandemic

In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide Circular No. 14/2020 dated April 08, 2020, Circulars No.17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") read with Circulars issued by the Securities and Exchange Board of India ("SEBI") No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 has advised the companies to provide the facility of participation of members at the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. MCA and Securities and Exchange Board of India ("SEBI") have relaxed and permitted that the notice of AGM and the Annual Report and all other attachments could be sent by email to the shareholders, in view of the difficulties faced in physical despatch of the documents.

Accordingly, Company has sent the notice of AGM 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. Despatch of Notice of 41st Annual General Meeting ("AGM"):

The Company has informed that it has arranged and sent the Notice of AGM dated June 03, 2021 by electronic mail by Central Depository Services (India) Limited ("CDSL") Green initiatives to its Members on June 28, 2021, whose names appeared in the



Register of Members /Register of Beneficial Owners as on July 15,2021, the record date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

3. Publication of advertisement in Newspapers:

In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of MCA Circulars, 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 June 29, 2021 and having wide circulation in the state of Karnataka. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there was 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.

4. Cut off date:

The Company has provided me the Register of Members as on the cut off date i.e. July 15, 2021. The facility of appointment of proxy was not provided in terms of Circulars issued by the Securities and Exchange Board of India since there was no physical meeting of members.

5. Remote voting Process: EVSN 210622002

6.1. Agency:

Company has availed the services of Central Depository Services (India) Limited ('CDSL'), which has provided the facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.

6.2. Remote e-voting period

The remote e-voting period commenced at 10 a.m. on Monday, the July 19, 2021 and concluded at 5.00 p.m. on Wednesday, the July 21, 2021. Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the notice convening the AGM. and the CDSL remote e-voting portal was disabled thereafter.

6.3. The facility of voting by remote voting was provided for an additional duration of 30 minutes i.e. from 4-00 PM to 4-30 PM, after the conclusion of the Annual General Meeting on July 22, 2021.

6.4. There was no facility to cast votes by ballot papers, in accordance with the provision of Para 3 (A)(VI) of the General Circular No 20 dated May 05, 2020 issued by the Ministry of Corporate Affairs.



7. Counting process:

On completion of evoting during the AGM and 30 minutes after conclusion of the AGM, I have unblocked the votes cast through remote evoting at 4-35 PM today from the CDSL evoting portal and downloaded the voting results. in the presence of two persons, who are not the employees of the company.

8. Voting results:

A summary of the voting results through remote for each of the agenda items contained in the notice of AGM is furnished below:

Resolution 1: Ordinary Resolution:

Adoption of Audited Financial statements for the financial year ended March 31, 2021 and the reports of Board of Directors and the auditors thereon on stand alone basis and approval of consolidated financial statements for the financial year ended March 31, 2021 and the Report of Auditors thereon

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
	Number	Votes	Number	Votes	Number	Votes	
Ascent	22	9773319	41	4950	63	9778269	99.99
Dissent	2	2	1	201	3	203	0.01
Total	24	9773321	42	5151	66	9778472	100
Result	Passed with requisite majority						

Resolution No 2: Ordinary resolution:

Re-Appointment of Mr. Aditya Virwani (DIN 06480521), as a Director, who will be liable to retire by Rotation

a)

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
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Ascent	22	9773319	41	4950	63	9778269	99.99
Dissent	2	2	1	201	3	203	0.01
Total	24	9773321	42	5151	66	9778472	100
Result	Passed with requisite majority						

Resolution No 3: Special business- Special resolution:

To consider and approve sale of 121000 sq. ft. in Embassy Tech Square, Delta block, Bangalore:



Umesh P. Maskeri
Practicing Company Secretary

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
	Number	Votes	Number	Votes	Number	Votes	
Ascent	20	9773019	41	4950	61	9777969	99.99
Dissent	4	302	1	201	5	503	0.01
Total	24	9773321	42	5151	66	9778472	100
Result	Passed with requisite majority						

9. Based on the aforesaid report, it may be seen that resolutions No (1), (2) and (3) of the AGM Notice have been passed with requisite majority. The consolidated voting results of the aforesaid voting may accordingly be declared by the Chairman or the Company Secretary of the Company.
10. The Register maintained in electronic form recording the assent or dissent received alongwith all the relevant records of e-voting downloaded from the CDSL evoting portal have been handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Umesh P Maskeri
Practicing Company Secretary
Certificate of Practice No 12704

ICSI UDIN : F004831C000669979

This document has been digitally signed

Place: Mumbai
Date: July 22, 2021

Countersigned by
For Mac Charles (India) Limited

Chandana Naidu
Company Secretary and Compliance Officer
ACS No A25570

Place: Bangalore
Date : July 22, 2021