

September 17, 2022

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

Dear Sirs,

Sub: Declaration of Voting results of 42nd Annual General Meeting held on September 16, 2022 and Scrutinizer Report pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

Ref: Scrip Code 507836
Notice of 42nd Annual General Meeting submitted to BSE

In continuation to the Notice of 42nd Annual General Meeting submitted to BSE on August 19, 2022 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 the members of the Company at the 42nd Annual General Meeting which was held by Video Conferencing/ Other Audio Visual Means on September 16, 2022, , have approved and passed the following resolutions by requisite majority :

Item No	Particulars of resolution
1	Ordinary Resolution : Adoption of Audited Financial statements for the financial year ended March 31, 2022 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, 2022 and the Report of Auditors thereon
2	Ordinary Resolution : Re-Appointment of Mr. P.R. Ramakrishnan (DIN 00055416), as a Director, who be liable to retire by Rotation
3	Special Resolution : Appointment of Mr. Sartaj Sewa Singh as Whole-time Director of the Company for a period of One year and payment of remuneration.

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:
1st Floor, Embassy Point, 150,
Infantry Road, Bangalore,
Bangalore – 560 001

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
SARWESWARAR
AO NAIDU

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CHANDANA
SARWESWARARAO NAIDU
Date: 2022.09.17 16:34:04
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Chandana Naidu
Company Secretary and Compliance Officer
ACS No A5270



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
Tele 022 -27716919; Mobile: 09930178352; Email: umeshmaskeri@gmail.com

September 17, 2022

To
Chairman of the 42nd Annual General Meeting
Mac Charles (India) Limited
Registered Office, 1st Floor, Embassy Point
150 Infantry Road
Bangalore 560001

Dear Sir,

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	42 nd Annual General Meeting
Day, Date and Time	At 3:30 PM, Friday, September 16, 2022
Deemed Venue of AGM	Registered Office, 1 st Floor Embassy Point, 150 Infantry Road, Bangalore - 560001
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("ÖAVM")
Electronic Voting Sequence Number	220816004

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 August 09, 2022 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 42nd AGM dated August 09, 2022 of the Company to be held at 3-30 PM on Friday, the September 16, 2022 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, General Circular No 20/21 dated December 08, 2021 and General Circular No 02/2022 dated May 05, 2022 allowed companies to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (“MCA Circulars”). The Securities and Exchange Board of India (‘SEBI’) also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“SEBI Circulars”). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 42nd AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of 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. The deemed venue for the 42nd AGM shall be the Registered Office of the Company .

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.

3. Dispatch of Notice of 42nd Annual General Meeting (“AGM”):

The Company has informed that it has arranged and sent the Notice of AGM dated August 09, 2022 by electronic mail by Central Depository Services (India) Limited (“CDSL”) Green initiatives to its Members on August 19, 2022, whose names appeared in the Register of Members /Register of Beneficial Owners as on August 12, 2022, the record date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

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 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 on August 22, 2022 and in Kannada Newspaper viz. Hosa Digantha on August 23, 2022 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.

5. Cut off date:

The Company has provided me the Register of Members as on the cut off date i.e. September 09, 2022. 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.



6. Remote evoting Process: EVSN 220816004

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 Tuesday, the September 13, 2022 and concluded at 5.00 p.m. on Thursday, the September 15, 2022. 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 evoting was provided for an additional duration of 15 minutes i.e. from 4-07 PM to 4-22 PM, after the conclusion of the Annual General Meeting on September 16, 2022.

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 15 minutes after conclusion of the AGM, I have unblocked the votes cast through remote evoting at 4-23 PM today from the CDSL evoting portal and downloaded the voting results in the presence of two persons, who are not the employees 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, and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to the agenda items placed before the members for their approval, including the eligibility or otherwise of the related parties to vote to approve the items of business, pursuant to the provisions of Regulation 23(4) of the SEBI LODR, if any, mentioned in the Notice of AGM. 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 at the AGM by remote e-voting.



9. 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, 2022 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, 2022 and the Report of Auditors thereon

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
	Number of folios	Votes	Number of folios	Votes	Number of folios	Votes	
Ascent	9	9717930	Nil	Nil	9	9717930	99.9979
Dissent	7	207	Nil	Nil	7	207	0.0021
Total	16	9618137	Nil	Nil	16	9618137	100
Result	Passed with requisite majority						

Resolution No 2: Ordinary resolution:

Re-Appointment of Mr. P R Ramakrishnan (DIN 0055416), as a Director, who will be liable to retire by Rotation

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
	Number of folios	Votes	Number of folios	Votes	Number of folios	Votes	
Ascent	9	9717930	Nil	Nil	9	9717930	99.9979
Dissent	7	207	Nil	Nil	7	207	0.0021
Total	16	9618137	Nil	Nil	16	9618137	100
Result	Passed with requisite majority						

Resolution No 3: Special business- Special resolution:

Appointment of Mr. Sartaj Sewa Singh as a Whole Time Director of the Company for a Period of One Year and Payment of Remuneration:

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
	Number of folios	Votes	Number of folios	Votes	Number of folios	Votes	
Ascent	9	9717930	Nil	Nil	9	9717930	99.9979
Dissent	7	207	Nil	Nil	7	207	0.0021
Total	16	9618137	Nil	Nil	16	9618137	100
Result	Passed with requisite majority						



10. 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.
11. 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,

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PARAMESHWAR
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**Umesh Parameshwar Maskeri
Practicing Company Secretary
Certificate of Practice No 12704
Peer Review Certificate No 653/2020
ICSI UDIN : F004831D000982676**

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Place: Mumbai
Date: September 17, 2022

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

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**Chandana Naidu
Company Secretary and Compliance Officer
ACS No A25570**

Place: Bangalore
Date : September 17, 2022

DECLARATION OF VOTING RESULTS OF THE 42ND ANNUAL GENERAL MEETING HELD AT 03-30 PM ON THURSDAY, THE SEPTEMBER 16, 2022 IN RESPECT OF THE ITEMS OF BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF 42ND ANNUAL GENERAL MEETING DATED AUGUST 09, 2022 PURSUANT TO THE PROVISIONS OF SECTION 108 OF COMPANIES ACT, 2013 READ WITH 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-10 pandemic

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020 dated 8th April 2020 , 17/2020 dated April 13, 2020 and 20/2020 dated , 5th May 2020, respectively and by General Circular No. 02/2021 dated 13th January 2021, General Circular No 20/21 dated December 08, 2021 and General Circular No 02/2022 dated May 05, 2022 allowed companies to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (“MCA Circulars”). The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020,. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“SEBI Circulars”). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 42nd AGM of the Company was being held through VC / OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 42nd AGM is the Registered Office of the Company .Central Depository Services (India) Limited ('CDSL') 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. 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.

2. Dispatch of Notice of 42nd Annual General Meeting (“AGM”) :

The Company has informed that it has arranged and sent the Notice of AGM dated August 09, 2022 by electronic mail by Central Depository Services (India) Limited (“CDSL”) Green initiatives to its Members on August 19, 2022 , whose names appeared in the Register of Members Register of Members/Register of Beneficial Owners as on the record date fixed for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

3. Appointment of Scrutinizer:

Mr. Umesh P Maskeri, Practicing Company Secretary, has 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 August 09, 2022 of the Company to be held at 3-30 PM on Thursday, , the September 16, 2022 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”).

4. **Voting Results:**

After the closure of the voting period, Mr. Umesh P Maskeri, Practicing Company Secretary (Certificate of Practice No. 12704) has scrutinized the votes cast through remote e-voting and has submitted the scrutinizer’s Report, pursuant to the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and 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	Based on the said
1	Ordinary Resolution : Adoption of Audited Financial statements for the financial year ended March 31, 2022 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, 2022 and the Report of Auditors thereon	96,17,930	207	
2	Ordinary Resolution : Re-Appointment of Mr. P R Ramakrishnan (DIN 0055416), as a Director, who will be liable to retire by Rotation	96,17,930	207	
3	Special Resolution : Appointment of Mr. Sartaj Sewa Singh as a Whole Time Director of the Company for a Period of One Year and Payment of Remuneration	96,17,930	207	

Scrutinizer’s Report, I, the undersigned, the Chairman of the Company hereby declare that the aforesaid resolutions have been passed with requisite majority. A copy of the Scrutinizer’s Report submitted pursuant to Rule 20 of the Rules is attached.

For Mac Charles (India) Limited

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NAIDU

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Chandana Naidu
Company Secretary

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Place: Bangalore

Date : September 17, 2022

MAC CHARLES (INDIA) LIMITED

VOTING RESULTS OF ANNUAL GENERAL MEETING COMPRISING OF REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

MEETING HELD THROUGH VIDEO CONFERENCING

Date of AGM		16th September 2022						
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being July 15, 2021		8124						
Total number of shareholders present in the meeting either in person or proxy : 0								
Promoters and promoter group		0						
Public		0						
Number of shareholders attended the meeting through video conferencing : 56								
Promoters and promoter group		0						
Public		56						
Agenda item No 1		Adoption of Audited Financial statements for the financial year ended March 31, 2022 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, 2022 and the Report of Auditors thereon						
Resolution required		Ordinary 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	9825787	9616952	97.8746	9616952	0	100.0000	0.0000
	Poll		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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting	3275265	1185	0.0361	978	207	82.5316	17.4684
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1185	0.0361	978	207	82.5316	17.4684
Total		13191052	9618137	72.9141	9617930	207	99.9979	0.0021

FOR MAC CHARLES (INDIA) LIMITED

CHANDANA SARWESWARA RAO NAIDU
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Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 17, 2022

MAC CHARLES (INDIA) LIMITED

VOTING RESULTS OF ANNUAL GENERAL MEETING COMPRISING OF REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

MEETING HELD THROUGH VIDEO CONFERENCING

Date of AGM		16th September 2022						
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being July 15, 2021		8124						
Total number of shareholders present in the meeting either in person or proxy : 0								
Promoters and promoter group		0						
Public		0						
Number of shareholders attended the meeting through video conferencing : 56								
Promoters and promoter group		0						
Public		56						
Agenda item No 2		Re-Appointment of Mr. P.R. Ramakrishnan (DIN 00055416), as a Director, who be liable to retire by Rotation						
Resolution required		Ordinary 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	9825787	9616952	97.8746	9616952	0	100.0000	0.0000
	Poll		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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting	3275265	1185	0.0361	978	207	82.5316	17.4684
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Total		13191052	9618137	72.9141	9617930	207	99.9979	0.0021

FOR MAC CHARLES (INDIA) LIMITED

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Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 17, 2022

MAC CHARLES (INDIA) LIMITED

VOTING RESULTS OF ANNUAL GENERAL MEETING COMPRISING OF REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

MEETING HELD THROUGH VIDEO CONFERENCING

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Total number of shareholders present in the meeting either in person or proxy : 0								
Promoters and promoter group		0						
Public		0						
Number of shareholders attended the meeting through video conferencing : 56								
Promoters and promoter group		0						
Public		56						
Agenda item No 3		Appointment of Mr. Sartaj Sewa Singh as Whole-time Director of the Company for a period of One year and payment of remuneration.						
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	9825787	9616952	97.8746	9616952	0	100.0000	0.0000
	Poll		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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting	3275265	1185	0.0361	978	207	82.5316	17.4684
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1185	0.0361	978	207	82.5316	17.4684
Total		13191052	9618137	72.9141	9617930	207	99.9979	0.0021

FOR MAC CHARLES (INDIA) LIMITED

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Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 17, 2022