

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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

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

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

September 14, 2023

Dear Sirs,

Sub: Outcome of 43rd Annual General Meeting held on September 14, 2023 and Scrutinizer Report pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

Ref: Scrip Code 507836

In continuation to the Notice of 43rd Annual General Meeting submitted to BSE on August 18, 2023, 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 43rd Annual General Meeting which was held by Video Conferencing/ Other Audio Visual Means on September 14, 2023 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, 2023 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, 2023 and the Report of Auditors thereon |
| 2 | Ordinary Resolution : Re-Appointment of Mr. Aditya Virwani (DIN 006480521), as a Director, who will be liable to retire by Rotation |

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
3. Voting Results as per format under Regulation 44(3) of LODR

We request you to take the same on record.

Thanking you,
Yours faithfully
for Mac Charles (India) Limited,

Chandana Naidu
Company Secretary and Compliance Officer
ACS No A25570



Umesh Parameshwar Maskeri
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Mobile: 09930178352; Email: umeshmaskeri@gmail.com

September 14, 2023

To
Chairman of the 43rd Annual General Meeting
Mac Charles (India) Limited
Registered Office
150, Infantry Road, Embassy Point
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 | 43 rd Annual General Meeting |
| Day, Date and Time | At 12-00 Noon , Thursday, September 14, 2023 |
| Deemed Venue of AGM | Registered Office, 150, Infantry Road, Embassy Point, Bangalore-560001 |
| Mode | Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") |
| Electronic Voting Sequence Number | 230817021 |

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 11, 2023 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 43rd AGM dated August 11, 2023 of the Company to be held at 12-00 Noon on Tuesday, the September 14, 2023 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

The Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, General Circular No.02/2021 dated 13th January 2021 and General Circular No. 10/2022 dated 28.12.2022 allowed the companies whose AGMs are due in the year 2023 to conduct their AGMs on or before 30.09.2023 through video conferencing (VC) or other audio-visual means (OAVM) in accordance with the requirements laid down in Para 3 and Para 4 of General Circular No. 20/2020 dated 05.05.2020 ("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 the validity of which has been extended till September 30, 2023 by SEBI, vide its Circular No. SEBI/HO/CFD/PoD-2/P//CIR/2023-24 dated January 05, 2023 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 43rd AGM of the Company was held through VC / OAVM facility, which does not require physical presence of members at a common venue. 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. Despatch of Notice of 43rd Annual General Meeting ("AGM"):

The Company has informed that it has arranged and sent the Notice of AGM dated August 11, 2023 by electronic mail by Central Depository Services (India) Limited ("CDSL") Green initiatives to its Members on August 18, 2023, whose names appeared in the Register of Members /Register of Beneficial Owners as on August 11, 2023, 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 and in Kannada Newspaper viz. Hosa Digantha both on August 22, 2023 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 07, 2023.

6. Remote e-voting Process: EVSN 230817021

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 September 11, 2023 and concluded at 5.00 p.m. on Wednesday, the September 13, 2023. 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 12-11 Noon to 12-26 Noon after the conclusion of the Annual General Meeting on September 14, 2023.
- 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 e-voting at 12-31 Noon on September 14, 2023 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:

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 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 | 48 | 9622192 | 0 | 0 | 48 | 9622192 | 99.9999 |
| Dissent | 1 | 12 | 1 | 1 | 2 | 13 | 0.0001 |
| Total | 49 | 9622204 | 1 | 1 | 50 | 9622205 | 100 |
| Result | Passed with requisite majority | | | | | | |



Resolution No 2: Ordinary resolution:

To appoint Mr. Aditya Virwani (DIN 06480521) who retires by rotation and being eligible, offers himself for re- appointment as a Director

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|-------------|--------------------------------|---------|------------------|-------|------------------|---------|-----------------------|
| | Number of folios | Votes | Number of folios | Votes | Number of folios | Votes | |
| Ascent | 48 | 9622192 | 0 | 0 | 48 | 9622192 | 99.9999 |
| Dissent | 1 | 12 | 1 | 1 | 2 | 13 | 0.0001 |
| Total | 49 | 9622204 | 1 | 1 | 50 | 9622205 | 100 |
| Result | Passed with requisite majority | | | | | | |

10. Based on the aforesaid report, it may be seen that resolutions No (1) and (2) 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,

UMESH
PARAMESH
WAR
MASKERI

Digitally signed
by UMESH
PARAMESHWAR
MASKERI
Date: 2023.09.14
14:36:08 +05'30'



Umesh Parameshwar Maskeri
Practicing Company Secretary
Certificate of Practice No 12704
Peer Review Certificate No 653/2020
ICSI UDIN : F004831E001005006

This document has been digitally signed

Place: Mumbai
Date: September 14, 2023

Countersigned by
For Mac Charles (India) Limited

Chandana Naidu
Company Secretary and Compliance Officer
ACS No A25570
Place: Bangalore
Date : September 14, 2023

DECLARATION OF VOTING RESULTS OF THE 43rd ANNUAL GENERAL MEETING HELD AT 12.00 NOON ON THURSDAY, THE SEPTEMBER 14, 2023 IN RESPECT OF THE ITEMS OF BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF 43rd ANNUAL GENERAL MEETING DATED AUGUST 11, 2023 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)

The Ministry of Corporate Affairs (‘MCA’) issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, General Circular No. 02/2021 dated 13th January 2021 and General Circular No. 10/2022 dated 28.12.2022 allowed the companies whose AGMs are due in the year 2023 to conduct their AGMs on or before 30.09.2023 through video conferencing (VC) or other audio-visual means (OAVM) in accordance with the requirements laid down in Para 3 and Para 4 of General Circular No. 20/2020 dated 05.05.2020 (“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 the validity of which has been extended till September 30, 2023 by SEBI, vide its Circular No. SEBI/HO/CFD/PoD-2/P//CIR/2023-24 dated January 05, 2023 (“SEBI Circulars”). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 43rd AGM of the Company was held through VC / OAVM facility, which does not require physical presence of members at a common venue. 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. 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 43rd 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 .

2. Dispatch of Notice of 43rd Annual General Meeting (“AGM”):

The Company has informed that it has arranged and sent the Notice of AGM dated August 11, 2023 by electronic mail by Central Depository Services (India) Limited (“CDSL”) Green initiatives to its Members on August 18, 2023, 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 August 11, 2023 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 11, 2023 of the Company to be held at 12-00 Noon on Thursday, the September 14, 2023 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. Period of e-voting :

The remote e-voting opened at 10-00 AM on September 11, 2023 and closed at 5-00 PM on September 13, 2023. The voting further resumed during the AGM and an additional duration of 15 minutes after the conclusion of the AGM on September 14 , 2023.

5. 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 |
|----------------|---|--|---|
| 1 | Ordinary Resolution : Adoption of Audited Financial statements for the financial year ended March 31, 2023 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, 2023 and the Report of Auditors thereon | 96,22,192 | 13 |
| 2 | Ordinary Resolution : Re-Appointment of Mr. Aditya Virwani (DIN 06480521, as a Director, who will be liable to retire by Rotation | 96,22,192 | 13 |

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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150 Infantry Road,
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Email: investor.relations@maccharlesindia.com

website: www.maccharlesindia.com

Phone:080-4903 0000

Extn: 3490

Based on the said 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

**Chandana Naidu
Company Secretary**

Place: Bangalore

Date : September 14, 2023

| 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 | | 14th September 2023 | | | | | | |
| Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being September 07, 2023 | | 8055 | | | | | | |
| 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 : | | | | | | | | |
| Promoters and promoter group | | 1 | | | | | | |
| Public | | 47 | | | | | | |
| Agenda item No 1 | | Adoption of Audited Financial statements for the financial year ended March 31, 2023 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, 2023 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 | 5253 | 0.1604 | 5240 | 13 | 82.5316 | 17.4684 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 5253 | 0.1604 | 5240 | 13 | 82.5316 | 17.4684 |
| Total | | 13191052 | 9622205 | 72.9450 | 9622192 | 13 | 99.9999 | 0.0001 |

FOR MAC CHARLES (INDIA) LIMITED

Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 14, 2023

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 | | 14th September 2023 | | | | | | |
|---|----------------|---|------------------------|---|---------------------------|-------------------------|---|---|
| Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being September 07, 2023 | | 8055 | | | | | | |
| 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 : | | | | | | | | |
| Promoters and promoter group | | 1 | | | | | | |
| Public | | 47 | | | | | | |
| Agenda item No 2 | | To appoint Mr. Aditya Virwani (DIN 06480521) who retires by rotation and being eligible, offers himself for re- appointment as a Director. | | | | | | |
| 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 | 5253 | 0.1604 | 5240 | 13 | 82.5316 | 17.4684 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 5253 | 0.1604 | 5240 | 13 | 82.5316 | 17.4684 |
| Total | | 13191052 | 9622205 | 72.9450 | 9622192 | 13 | 99.9999 | 0.0001 |

FOR MAC CHARLES (INDIA) LIMITED

Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 14, 2023