

**MAC CHARLES (INDIA) LTD.**  
**CIN No. L55101KA1979PLC003620**

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March 20, 2022

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

**Dear Sirs,**

**Sub: Declaration of Voting results of Postal Ballot and Scrutinizer Report pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)**

**Ref: Scrip Code 507836**  
**Notice of postal ballot submitted to BSE on Feb. 11, 2022**

In continuation to the Notice of Postal Ballot submitted to BSE on February 11, 2022 vide acknowledgement No 372614 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 shareholders of the Company, through the postal ballot, which opened on February 19, 2022 and concluded on March 20, 2022 under the EVSN **220214006** have approved the following resolutions:

No.	Description	Description
1	Special Resolution	To consider Issuance of Non-Convertible Debentures

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

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**

**DECLARATION OF VOTING RESULTS OF THE POSTAL BALLOT WHICH OPENED ON FEBRUARY 19, , 2022 AND CLOSED ON MARCH 20, 2022 IN RESPECT OF THE BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF POSTAL BALLOT DATED FEBRUARY 11, 2022 PURSUANT TO THE PROVISIONS OF SECTION 108 AND 110 OF COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

1. 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 April13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020, (6) No.39/2020 dated 31<sup>st</sup> December,2020, (7) No.10/2021 dated 23<sup>rd</sup> June,2021 and (8) No.20/2021 dated 08<sup>th</sup> December,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. 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 June 30, 2022, 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 was 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. The Board of Directors, at its Meeting held on February 11, 2022 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.
2. The Company has completed the dispatch of the notice of postal ballot dated February 11, 2022 by email on February 16, 2022 through CDSL green initiatives. to the members who had furnished their email id. Advertisement for dispatch of notice of postal ballot and the procedure for e-voting was published in newspapers viz. Financial Express in English and Hosa Digantha in Kannada on February 19, 2022. Facility of remote e-voting was provided to the members through the e-voting portal of the Central Depository Services (India) Limited (“CDSL”), the e-voting agency. The postal ballot notice was not sent physically to the members who had not provided their email addresses and the facility of voting through the physical postal ballot forms was not provided as permitted by the Ministry of Corporate Affairs in their circulars referred to above. Voting through the remote e-voting

for the postal ballot opened on February 19, 2022 and closed on March 20, 2022 covered under the EVSN 220214006.

3. Mr. Umesh P Maskeri, Practicing company Secretary (Certificate of Practice No 12704) was appointed as the scrutinizer for the purpose of conducting the remote e-voting in a fair and transparent manner, at the Board Meeting held on February 11, 2022. After the last date and close of the postal ballot timelines, the scrutinizer has scrutinized the votes cast through remote e-voting and has submitted the scrutinizer's Report, pursuant to the provisions of Rule 22(9) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Section 110 read with Section 108 of Companies Act, 2013, furnishing the details of the votes cast on each resolution, which is briefly summarised below:

<b>Item No</b>	<b>Particulars of resolution</b>	<b>No. of Votes cast in favour of the Resolution</b>	<b>No. of Votes cast against the Resolution</b>
1	<b>Special Resolution :</b> To Consider Issuance of Non-Convertible Debentures	96,19,281	Nil

4. Based on the said Scrutinizer's Report, I, the undersigned, the Chairman of the Company hereby declare that the aforesaid resolutions have been passed unanimously. . A copy of the Scrutinizer's Report submitted pursuant to Rule 22(9) of the Rules is attached.

**For Mac Charles (India) Limited**

**SARTAJ SEWA SINGH**  
**WHOLE-TIME DIRECTOR**

**This document has been digitally signed**

Place: Bangalore  
Date : March 20, 2022



**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](mailto: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 ]**

March 20, 2022

To  
The Chairman  
Mac Charles (India) Limited  
Registered Office, No 72/4, 1<sup>st</sup> Floor  
Cunningham Road  
**Bangalore-560052**

Dear Sir,

<b>SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT</b> <b>Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22</b> <b>of the Companies (Management and Administration) Rules, 2014</b>			
Name of the company	Mac Charles (India) Limited		
Nature of Meeting/Event	Postal Ballot		
Mode of voting	Only electronic voting		
EVSN	220214006		
Programme of postal ballot			
Opened	At 10-00 AM	Saturday	19-02-2022
Closed	At 05-00 PM	Sunday	20-03-2022

**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 February 11, 2022, 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 February 11, 2022 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



**Umesh P. Maskeri**  
**Practising Company Secretary**

dated September 28, 2020 (6) No.39/2020 dated 31st December,2020, (7) No.10/2021 dated 23rd June,2021 and (8) No. 20/2021 dated December 08, 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 June 30, 2022, 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 February 16, 2022 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on February 04, 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 February 18, 2022 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**  
**Practising 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 Saturday, the February 19, 2022 and closed at 05:00 P.M. (IST) on Sunday, the March 20, 2022. During this period, members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Saturday, the February 04, 2022 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 220214006.

**7. Counting process:**

The e-voting module for the said EVSN was disabled by CDSL on Sunday, the March 20, 2022 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 Issuance of Non-Convertible Debentures**

"**RESOLVED THAT** in addition to earlier resolution passed by the shareholders through postal ballot which closed on March 09, 2021 and pursuant to the provisions of Section 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the memorandum and articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the Board of directors of the Company or any Committee of the Board of Directors ("Board") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to unlisted non-convertible debentures having the face value of Rs. 10,00,000 (Rupees Ten lakhs only) each broadly in the nature of ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured and/or (f) rated or unrated (g) any others (as may be



**Umesh P. Maskeri**  
**Practicing Company Secretary**

determined)) ("NCDs"), on a private placement basis, in one or more tranches, not exceeding Rs 525.01 (Rupees Five hundred Twenty Five crore and one lakh only) within a period of one year from the date of passing of this resolution.

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	25	96,19,281	100
2	Votes against the resolution	Nil	Nil	Nil
3	Total	25	96,19,281	100
4	Result	The Resolution has been passed unanimously		

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**  
**PRACTICING COMPANY SECRETARY**  
Certificate of Practice No 12704  
ICSI UDIN F004831C002991617

Place : Mumbai  
Date : March 20, 2022

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



**Chandana Naidu**  
**Company Secretary**

Place: Bangalore  
Date : March 20, 2022

**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	Postal ballot opened on 19/02/2022 and closed on 20/03/2022 under the EVSN 220214006							
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being February 04, 2022	8106							
Total number of shareholders who voted in the postal ballot : 25								
Promoters and promoter group	1							
Public	24							
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	To consider Issuance of unlisted non-convertible debentures having the face value of Rs. 10,00,000 (Rupees Ten lakhs only) each broadly in the nature of ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured and/or (f) rated or unrated (g) any others (as may be determined)) ("NCDs"), on a private placement basis, in one or more tranches, not exceeding Rs 525.01 (Rupees Five hundred Twenty Five crore and one lakh only) aggregating to Rs for a period of one year from the date of passing of this resolution							
Resolution required	<b>Special Resolution</b>							
Whether promoter/promoter group are interested in the agenda/resolution	<b>No</b>							
<b>Category</b>	<b>Mode of Voting</b>	<b>No of shares held (1)</b>	<b>No of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=2/1*100</b>	<b>No of votes in favour (4)</b>	<b>No of votes against (5)</b>	<b>% of votes polled in favour (6)=4/2*100</b>	<b>% of votes against votes polled (7)=5/2*100</b>
Promoter and Promoter Group	Evoting	9825787	9616952	97.8746	9616952	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9616952	97.8746	9616952	0	100.0000	0.0000
Public Institutions	Evoting	Nil	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting	3275265	2329	0.0711	2329	0	100.0000	0.0000
	Postal Ballot		0			0		0.0000
	Total		2329	0.0711	2329	0		0.0000
<b>Total</b>		<b>13101052</b>	<b>9619281</b>		<b>9719281</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

FOR MAC CHARLES (INDIA) LIMITED

*Chandana*



Chandana Naidu  
Company Secretary

Place : Bangalore  
Date : March 20, 2022