

**MAC CHARLES (INDIA) LTD.**

CIN No : L55101KA1979PLC003620

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

Phone : 080-4903 1078  
E-mail : finance@maccharlesindia.com  
Website : www.maccharlesindia.com

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

August 13, 2020

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 July 10, 2020**

In continuation to the Notice of Postal Ballot submitted to BSE on July 10, 2020 vide acknowledgement No 1870586 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 July 15, 2020 and concluded on August 13, 2020 have approved the following resolutions:

No.	Description	Description
1	Ordinary Resolution	Borrowing in the form of Inter Corporate Deposit ("ICD") of a sum not exceeding Rs 100 crore from Embassy Property Developments Private Limited, a related party and Holding Company
2	Special Resolution	Appointment of Mr. Sartaj Sewa Singh (DIN 01820913) as Whole Time Director for a period of two years and payment of remuneration
3	Special Resolution	Re- appointment of Mrs. Tanya John as an Independent director for a period of 5 years i.e. upto August 19, 2025

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**



**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 FOR POSTAL BALLOT**

August 13, 2020

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

**Dear Sir,**

- 1) 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 June 26, 2020, 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 June 26, 2020 issued by the Company.
- 2) In view of the situation arising out of the outbreak of COVID 19 pandemic and consequent lock down, the Ministry of Corporate Affairs ("MCA") has issued General Circulars No 14/2020 dated April 8, 2020 and General Circular No 17/2020 dated April 13, 2020 granting certain relaxations in applicability of the provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 for facilitating the passing of ordinary and special resolutions by the Companies, taking into consideration the challenges faced by Companies in providing the postal ballot facility. The MCA, in its circular dated April 17, 2020 mentioned that notice of postal ballot can be served only electronically and there is no need for sending out the physical postal ballot forms to the shareholders. The MCA Circular also stipulated that the notice of postal ballot shall be sent by email to all the shareholders who have provided their email addresses and further that the company shall provide a mechanism for registering the email addresses of the shareholders who had not registered their email address with the Company/depository participants. .
- 3) 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 July 9, 2020 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.

*Umesh P. Maskeri*





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

- 4) The Company has informed that M/s BgSE Financials Limited, the Registrar and Transfer Agents, have arranged and sent the notice of postal ballot by electronic mail by CDSL Green initiatives to its Members on July 9, 2020, whose names appeared in the Register of Members as on July 6, 2020, the cut off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants.
- 5) 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 July 11, 2020 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
- 6) 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 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").
- 7) The Remote E-Voting facility opened at 10 A.M. on Wednesday the July 15, 2020 and closed at 5:00 P.M. (IST) on Thursday, the August 13, 2020. During this period, Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Monday, the July 6, 2020 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 200630002.
- 8) The e-voting module for the said EVSN was disabled by CDSL on Thursday, the August 13, 2020 at 5 P.M. and was unblocked thereafter by me in the presence of 2 witnesses who are not in employment of Mac Charles (India) Limited.
- 9) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items. 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 e-voting.

*Umesh P. Maskeri*





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

10. The Summary of votes cast by Remote E-Voting is given below:

**Resolution No 1 :**

**Special Business : Ordinary Resolution**

**Borrowing in the form of Inter Corporate Deposit/Loan a sum not exceeding Rs 100 crore (Rupees One Hundred Crore) from Embassy Property Developments Private Limited (“EPDPL”) a related party and holding company**

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	24	7,52,304	99.96
2	Votes against the resolution	8	321	0.04
3	Total	32	7,52,625	100.00
4	Result	The Resolution has been passed with requisite majority		

**Resolution No 2**

**Special Business : Special Resolution**

**Appointment of Mr. Sartaj Sewa Singh (DIN 01820913) as a Whole Time Director of the Company for a period of two years and payment of remuneration**

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	23	1,03,68,861	99.99
2	Votes against the resolution	10	716	0.01
3	Total	33	1,03,69,577	100.00
4	Result	The Resolution has been passed with requisite majority		

**Resolution No 3: Special Business : Special Resolution**

**Re-appointment of Ms. Tanya John (DIN 06641106) as an Independent Director for a term of five years i.e. upto August 19, 2025**

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	23	1,03,68,861	99.99
2	Votes against the resolution	10	716	0.01
3	Total	33	1,03,69,577	100.00
4	Result	The Resolution has been passed with requisite majority		

*Umesh P. Maskeri*





**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  
PARAMESHWAR  
MASKERI  
Digitally signed  
by UMESH  
PARAMESHWAR  
MASKERI  
Date: 2020.08.13  
19:10:31 +05'30'



**UMESH P MASKERI**  
**PRACTICING COMPANY SECRETARY**  
**Certificate of Practice No 12704**  
**UDIN F004831B000575005**  
**This document has been digitally signed**

Place : Mumbai  
Date : August 13, 2020

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

PALECANDA  
APPIAH BOPANNA  
Digitally signed by PALECANDA  
APPIAH BOPANNA  
Date: 2020.08.13 19:46:55  
+05'30'

**P.B. Appiah**  
**Chairman of the meeting**

Place: Bangalore  
Date : August 13, 2020

**DECLARATION OF VOTING RESULTS OF THE POSTAL BALLOT WHICH OPENED ON JULY 15, 2020 AND CLOSED ON AUGUST 13, 2020 IN RESPECT OF THE ITEMS OF BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF POSTAL BALLOT DATED JUNE 26, 2020 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 April 13, 2020 and (4) No 22/2020 dated June 15, 2020 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 Companies 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 September 30, 2020, or till further orders, whichever is earlier, 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. The Company has completed the dispatch of the notice of postal ballot dated June 26, 2020 by email on July 9, 2020 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. 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 July 15, 2020 and closed on August 13, 2020.
2. Mr. Umesh P Maskeri, Practicing company Secretary (COP 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 June 26, 2020. 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:

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Item No	Particulars of resolution	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution
1	<b>Ordinary Resolution :</b> Borrowing in the form of Inter Corporate Deposit/Loan a sum not exceeding Rs 100 crore (Rupees One Hundred Crore) from Embassy Property Developments Private Limited ( "EPDPL") a related party and holding company	7,52,304	321
2	<b>Special Resolution :</b> Appointment of Mr. Sartaj Sewa Singh (DIN 01820913) as a Whole Time Director of the Company for a period of two years and payment of remuneration	1,03,68,861	716
3	<b>Special Resolution:</b> Re-appointment of Ms. Tanya John (DIN 06641106) as an Independent Director for a term of five years i.e. upto August 19, 2025	1,03,68,861	716

3. 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 22(9) of the Rules is attached.

**For Mac Charles (India) Limited**

PALECANDA APPIAH BOPANNA  Digitally signed by PALECANDA APPIAH BOPANNA  
Date: 2020.08.13 19:47:49 +05'30'

**P B APPIAH  
CHAIRMAN**

**This document has been digitally signed**

Place: Bangalore  
Date : August 13, 2020

**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 15-07-2020 and closed on 13-08-2020						
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 06-07-2020		8993						
Total number of shareholders present in the meeting either in person or proxy :								
Promoters and promoter group		Not applicable since resolution is passed through postal ballot						
Public		Not applicable since resolution is passed through postal ballot						
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		<b>Borrowing in the form of Inter Corporate Deposit/Loand of a sum not exceeding Rs 100 crore from Embassy Property Developments Private Limited, a related party and holding company</b>						
Resolution required		<b>Ordinary Resolution</b>						
Whether promoter/promoter group are interested in the agenda/resolution		Yes						
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	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 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	752625	22.9791	752304	321	99.9573	0.0427
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		752625	22.9791	752304	321	<b>99.9573</b>	<b>0.0427</b>
<b>Total</b>		<b>13101052</b>	<b>756625</b>	<b>5.7448</b>	752304	321	<b>99.9573</b>	<b>0.0427</b>

FOR MAC CHARLES (INDIA) LIMITED

*Chandana*

Chandana Naidu  
Company Secretary



Place : Bangalore  
Date: August 13, 2020



**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**

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Total number of shareholders present in the meeting either in person or proxy :								
Promoters and promoter group		Not applicable since resolution is passed through postal ballot						
Public		Not applicable since resolution is passed through postal ballot						
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 2		<b>Appointment of Mr. Sartaj Sewa Singh (DIN 01820913) as a Whole Time Director for a period of two years and payment of remuneration</b>						
Resolution required		<b>Special Resolution</b>						
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
	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	752625	22.9791	751909	716	99.9049	0.9510
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		752625	22.9791	751909	716	99.9049	0.0951
<b>Total</b>		<b>13101052</b>	<b>10369577</b>	<b>79.1507</b>	<b>10368861</b>	<b>716</b>	<b>99.9931</b>	<b>0.0069</b>

FOR MAC CHARLES (INDIA) LIMITED

*Chandana*

Chandana Naidu  
Company Secretary



Place : Bangalore  
Date: August 13, 2020

**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**

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Promoters and promoter group		Not applicable since resolution is passed through postal ballot						
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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 2		<b>Re-Appointment of Ms. Tanya John (DIN 06641106) as an Independent Director for a term of five years i.e. upto August 19, 2025</b>						
Resolution required		<b>Special Resolution</b>						
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
	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	752625	22.9791	751909	716	99.9049	0.9510
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		752625	22.9791	751909	716	99.9049	0.0951
<b>Total</b>		<b>13101052</b>	<b>10369577</b>	<b>79.1507</b>	<b>10368861</b>	<b>716</b>	<b>99.9931</b>	<b>0.0069</b>

FOR MAC CHARLES (INDIA) LIMITED

*Chandana*



Chandana Naidu  
Company Secretary

Place : Bangalore  
Date: August 13, 2020