

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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

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To
The General Manager- Surveillance
BSE Limited
24th Floor, P J Towers, Dalal Street, Fort
Mumbai-400001

June 03, 2021

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2021

**Ref: SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019
Scrip code No 507836**

As you are aware all listed entities on an annual basis are required to arrange to conduct a verification by a Practicing Company Secretary("PCS") on compliance of all applicable SEBI Regulations and circulars/ issued thereunder, consequent to which, the PCS shall submit the Annual Secretarial Compliance Report ("ASCR") in the manner and format specified in the SEBI circular mentioned above. The listed entity shall submit the ASCR to the stock exchanges within 60 days of the end of the financial year in the manner specified in the SEBI circular mentioned above. The due date for submission for the financial year 2020-2021 has been extended to June 30, 2021 by SEBI Circular No SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021 on account of outbreak of Second Wave of COVID 19 pandemic.

Accordingly, we wish to inform you that the Company has received the Annual Secretarial Compliance Report ("ASCR") for the Financial Year 2020-21 from Mr. Umesh P Maskeri, Practicing Company Secretary in the format stipulated in the Circular issued by SEBI referred to Above.

We wish to inform you that the said ASCR dated June 03, 2021 alongwith the management comments thereon was placed and was taken note of at the meeting of the Board of Directors of the Company held on June 03, 2021.

We are submitting the said ASCR alongwith the management comments dated June 03, 2021.

Thanking you,
For Mac Charles (India) Limited



Chandana Naidu Khare
Company Secretary and Compliance Officer





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

ANNUAL SECRETARIAL COMPLIANCE REPORT
For the Financial Year ended March 31, 2021
Pursuant to Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019
Issued by the Securities and Exchange Board of India

To
The Board of Directors
Mac Charles (India) Limited
No 72/4, 1st Floor, Cunningham Road
Bangalore-560052

Dear Sir/Madam,

I, Mr. Umesh P Maskeri, Practicing Company Secretary, have examined:

- a) All the documents and records made available to me and explanation provided by Mac Charles (India) Limited (“the listed entity”),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity
- d) any other document/filing, as may be required which has been relied upon to make this certification.

for the year ended March 31, 2021 (“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contract (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specified regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013;



Umesh P. Maskeri
Practicing Company Secretary

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
And circulars/guidelines issued thereunder;

And based on the above information, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

SI No	1
Compliance requirement (Regulations/Circulars/guidelines including specific clause)	Company is required to Comply with the provisions of Regulation 39(4) and Schedule VI of SEBI LODR relating to unclaimed shares
Deviations	The company is having in its possession 636 share certificates covering 31,800 equity shares, which were sent to the concerned shareholders upon issue and were returned undelivered. Company has not complied with the provisions of Regulation 39(4) read with Schedule VI of SEBI LODR relating to unclaimed shares.
Management Comments	While the SEBI regulation referred to above, has not stipulated any timelines for completion of the formalities, company had drawn out plans but could not implement the steps owing to 2 nd wave and spread of COVID-19 pandemic. However, Company is going to initiate the required action as soon as the normalcy is restored.
Observations/ Remarks of the Practicing Company Secretary	Company has informed that it is going to initiate the required action as soon as the normalcy is restored.

SI No	2
Compliance requirement (Regulations/Circulars/guidelines including specific clause)	Company is required to issue the duplicate share certificates within 45 days of receipt of application form the shareholders as specified under Rule 6(2) (c) of Companies (Share Capital and Debenture) Rules, 2014 and Regulation 39 of SEBI LODR .
Deviations	Company has not issued the duplicate share certificates to the applicants in a few cases, within the timelines specified.
Management Comments	<i>Company has intimated the stock exchange about the receipt of request for issue of duplicate share certificates. Company could not complete the issue of duplicate share certificates to the applicants owing to the second wave and spread of COVID-19 pandemic. However, Company is going to initiate the required action as soon as the normalcy is restored</i>



Umesh P. Maskeri
Practicing Company Secretary

Observations/ Remarks of the Practicing Company Secretary	Company has informed that it is going to initiate the required action as soon as the normalcy is restored.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records, except as mentioned above.
- (c) The following are the details of actions taken against the listed entity / its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Instructions issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder: NIL
- (d) The listed entity has taken the following actions to comply with the observations made in previous Secretarial Audit reports i.e. MR-3:

Sr No	Observations of the Practicing Company Secretary in the previous reports for the financial years ended 2015-16, 2016-17 and 2017-18	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	NIL	Not applicable since the secretarial compliance report was introduced with effect from the financial year 2018-19	Not applicable	Not applicable, since there were no adverse observations by the Secretarial Auditors during the past three financial years.

(e)

Observations of the Practicing Company Secretary in the previous report for the financial year ended 2018-19				
Sr No	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity	



Umesh P. Maskeri
Practicing Company Secretary

1	Company made a payment of advance of Rs 15 Crore towards for purchase of property to LJ-Victoria Properties Private Limited and extended the tenure of the Inter Corporate Deposit of Rs 35 crore given to Embassy Property Developments Private Limited upto March 31, 2020. Company was required to obtain the approval of the shareholders for the aforesaid Material Related Party Transaction ("MRPT") as required under Regulation 23(4) of SEBI LODR. of SEBI LODR .	The shareholders of the Company though postal ballot which concluded on May 18, 2019 have since approved and ratified the said MRPT.	Shareholders of the Company have since ratified the said Material Related Party Transaction. Further the said agreement was cancelled and the related party has refunded the entire amount alongwith the lump payment of Rs 30 crore on August 2, 2019.
2	Company has not published a) the prior intimation of the Board meeting to consider the unaudited financial results in two newspapers in respect of the board meetings held on 23-05-2018, 7-08-2018, 5-11-2018 and 30-01-2019 and b) the financial results in regional language for the quarters ended Jun 30, 2018, September 30, 2018 and December 31, 2018 as required under Regulation 47 of SEBI LODR.	Company has published the prior intimation and financial results in newspapers in respect of all the subsequent board meetings held during FY 2018-19 and FY 2019-20.	Newspaper publication has been undertaken for subsequent board meetings and since complied with.
3	The Shareholding of the promoter and promoter group for the quarters ended June, September 30 and December, 2018 amounted to 80.44 % as against the permitted maximum level of 75 %, as stipulated in Minimum Public Shareholding Norms ("MPS") " as required under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with in Rule 19(2) and 19 A of the Securities Contracts (Regulations) Rules, 1957	The promoters of the Company launched Offer for Sale on February 28, 2019 offloaded the excess quantity of 8,72,900 Equity Shares. Thereafter, the shareholding of the promoters has been brought down to 75 %.	Complied with on February 18, 2019



Umesh P. Maskeri
Practising Company Secretary

(f)

	Observations of the Practising Company Secretary in the previous report for the financial year ended 2019-20		
Sr No	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	<p>At the Board Meeting held on November 12, 2019, Company has decided to borrow, in the form of Inter Corporate Deposit a sum of INR 50 crore from Embassy Property Developments Private Limited (EPDPL), which is related party. Since the transaction value exceeds 10 % of the consolidated turnover of the Company for the previous financial year ended FY 2018-19, this constitutes a material related party transaction.. Company is yet to obtain the approval from the shareholders as required under Regulation 2(zc), 23(1) and 23(4) of SEBI LODR..</p>	<p>Company has passed enabling resolution but not received any amount until March 31, 2020 and till date of this report from EPDPL and hence the transaction has not been materialised. The shareholders of the Company though postal ballot which concluded on May 18, 2019 have since approved and ratified the said MRPT.</p>	<p>The shareholders of the Company though postal ballot which concluded on August 13, 2020 have approved the said MRPT for a sum of Rs. Matter is complied with an closed. n..</p>
2	<p>Company has not published the prior intimation of Board Meeting held on in newspapers held on 29-05-2019. Audited Financial Results which were approved by the Board Meeting held on 29-05-2019, should have been published in Kannada newspaper on 31-5-2019 as per Regulation 47(3) (4) of SEBI LODR. The results were published in Kannada newspaper on 1-06-2019 and there was a delay of 1 day. Further, there was a delay of 1 day for English newspaper and 2 days for Kannada newspaper, in publishing the financial results of the unaudited financial results for the quarter ended September 30, 2019 as required under Regulation 47 (3)(4).</p>	<p>Company has strengthened the compliance mechanism and has ensured that necessary information has been published in the newspapers for the subsequent quarters</p>	<p>Newspaper publication has been undertaken for subsequent board meetings and quarters and since complied with.</p>



Umesh P. Maskeri
Practicing Company Secretary

I further report that owing to complete lockdown, curfew and restrictions imposed by the Government of Maharashtra and the Government of Karnataka owing to the outbreak of second wave of COVID 19 pandemic, I have not been able to visit the office of the Company recently to verify the original records and I have relied on the email communications and scanned copies of some of the documents made available to me, during the course secretarial audit. Company has agreed to make available the original records as soon as the lock down is lifted and normalcy of operations is restored

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UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704 FCS No 4831
ICSI UDIN F004831C000414317



(Note: This document has been digitally signed)

Place: Mumbai
Date: June 03, 2021

*Note: This report is to be read with my letter of even date which is annexed as **ANNEXURE I** and forms an integral part of this report.*



Umesh P. Maskeri
Practicing Company Secretary

ANNEXURE I

To
The Board of Directors
Mac Charles (India) Limited
No 72/4, 1st Floor, Cunningham Road
Bangalore-560052

Our report of even date is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of SEBI LODR and other SEBI regulations on test basis.
6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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



Place: Mumbai
Date : June 03, 2021

(Note: This document has been digitally signed)