MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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

Phone:080-4903 1078
Email:finance@maccharlesindia.com
website:www.maccharlesindia.com

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

Date: September 16, 2020

Dear Sirs,

Sub: Declaration of Voting results of 40th Annual General Meeting and Scrutinizer Report pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")

Ref: Scrip Code 507836
Notice of 40th Annual General Meeting submitted to BSE on 24-08-2020

In continuation to the Notice of 40th Annual General Meeting submitted to BSE on July 10, 2020 vide acknowledgement No 2010054 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 at the 40th Annual General Meeting which was held by Video Conferencing/ Other Audio Visual Means on September 16, 2020, the members of the Company, have approved and passed the following ordinary resolutions:

No.	Particulars of resolution
1	Adoption of Audited Financial statements for the financial year ended March 31, 2020 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, 2020 and the Report of Auditors thereon
2	Re-Appointment of Mr. P R Ramakrishnan (DIN 00055416), as a Director, who be liable to retire by Rotation
3	Appointment of M/s Walker Chandiok & Co. LLP (FRN 001076N/N500013) as statutory auditors with effect from August 1, 2020 and further for a period of five years upto 45th AGM to be held for the financial year 2024-25 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

We request you to take the same on record.

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

Chandana

MAC CHARLES (INDIA) LTD. No. 72/4, 1st Floor, Bangalore 560 052. Cunningham Road

Chandana Naidu
Company Secretary and Compliance Officer
ACS No A25570

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

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

September 16, 2020

To
Chairman of the 40th Annual General Meeting
Mac Charles (India) Limited
Registered Office - 1st Floor, No 72/4
Cunningham Road
Bangalore-560052

Dear Sir,

At the outset, we express our gratitude to the Board of Directors of the Company for appointing us as the Scrutinizer for the remote evoting process and electronic voting at the 40th Annual General Meeting of the company which was held on September 16, 2020 through Video Conferencing ("VC"")/ Other Audio-Visual Means (ÖAVM").

In this connection, we are pleased to submit the Scrutinizer's Report, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for further action at your end.

Thanking you,

Yours faithfully,

UMESH PARAMESHWAR MASKERI
Digitally signed by UMESH PARAMESHWAR MASKERI
Date: 2020.09.16 19:43:48 +05'30'

UMESH P. MASKERI
COP 12704
MUMBAI
FCS 4831
COMPANY SECRETARY

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

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	40th Annual General Meeting
Day, Date and Time	At 3:30 PM, Wednesday, September 16, 2020
Deemed Venue of AGM	Registered Office, 1st Floor, Registered Office, No 72/4, 1st Floor, Cunningham Road Bangalore-560052
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("ÖAVM")

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 July 31, 2020 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 July 31, 2020 of the Company to be held at 3-30 PM on Wednesday, the September 16, 2020 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, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") has adviced the companies to provide the facility of participation of members at the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means ("OAVM"), without the physical presence of the 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.

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.

2. **Despatch of Notice of 40th Annual General Meeting ("AGM") :**

The Company has informed that it has arranged and sent the Notice of AGM dated July 31, 2020 by electronic mail by Central Depository Services (India) Limited ("CDSL") Green initiatives to its Members on August 24, 2020, whose names appeared in the Register of Members /Register of Beneficial Owners as on August 14, 2020, the record date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.

3. **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 dated August 25, 2020 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 .

4. **Cut off date:**
The Company has provided me the Register of Members as on the cut off date i.e. September 09, 2020. 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.

5. **Remote evoting Process: EVSN 200821015**

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 Sunday, the September 13, 2020 and concluded at 5.00 p.m. on Tuesday, the September 15, 2020. 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 30 minutes i.e. from 4-05 PM to 4-35 PM, after the conclusion of the Annual General Meeting on September 16, 2020.

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 5, 2020 issued by the Ministry of Corporate Affairs.

7. **Counting process:**

On completion of evoting during the AGM and 30 minutes after conclusion of the AGM, I have unblocked the votes cast through remote evoting at 4-47 PM today from the CDSL evoting portal and downloaded the voting results. in the presence of two persons, who are not the employees of the company.

8. **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, 2020 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, 2020 and the Report of Auditors thereon

Sl No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	50	97,07,972	99.99
2	Votes against the resolution	11	310	00.01
3	Total	61	97,08,282	100.00
4	Result	The Resolution has been passed with requisite majority		

Resolution No 2: Ordinary resolution:
Re-Appointment of Mr. P R Ramakrishnan (DIN 00055416), as a Director, who be liable to retire by Rotation

Sl No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	49	97,08,960	99.99
2	Votes against the resolution	12	322	00.01
3	Total	61	97,08,282	100.00
4	Result	The Resolution has been passed with requisite majority		

Resolution No 3: Special business- Ordinary resolution:
Appointment of M/s Walker Chandiok & Co. LLP (FRN 001076N/N500013) as statutory auditors with effect from August 1, 2020 and further for a period of five years upto 45th AGM to be held for the financial year 2024-25 and payment of remuneration

Sl No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	49	97,08,960	99.99
2	Votes against the resolution	12	322	00.01
3	Total	61	97,08,282	100.00
4	Result	The Resolution has been passed with requisite majority		

9. 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 Company Secretary of the Company.

10. 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 PARAMESHWAR MASKERI Digitally signed by UMESH PARAMESHWAR MASKERI Date: 2020.09.16 19:45:22 +05'30'

UMESH P. MASKERI COP 12704 MUMBAI FCS 4831 COMPANY SECRETARY

Umesh P Maskeri
Practicing Company Secretary
Certificate of Practice No 12704
ICSI UDIN : **F004831B000718005**
This document has been digitally signed

Place: Mumbai
Date: September 16, 2020

Countersigned by
For Mac Charles (India) Limited

Chandana

MAC CHARLES (INDIA) LTD. No. 73/4, 1st Floor, Bangalore 560 052. Cunningham Road

Chandana Naidu
Company Secretary and Compliance Officer
ACS No A25570

Place: Bangalore
Date : September 16, 2020

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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DECLARATION OF VOTING RESULTS OF THE 40TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 16, 2020 IN RESPECT OF THE ITEMS OF BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF 4OTH ANNUAL GENERAL MEETING DATED JULY 31, 2020 PURSUANT TO THE PROVISONS 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-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, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") has adviced the companies to provide the facility of participation of members at the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means ("OAVM"), without the physical presence of the 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.

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.

2. Despatch of Notice of 40th Annual General Meeting ("AGM") :

The Company has informed that it has arranged and sent the Notice of AGM dated July 31, 2020 by electronic mail by Central Depository Services (India) Limited ("CDSL") Green initiatives to its Members on August 24, 2020, whose names appeared in the Register of Members Register of Members/Register of Beneficial Owners as on August 14, 2020, the record date 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 July 31, 2020 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 July 31, 2020 of the Company to be held at 3-30 PM on Wednesday, the September 16, 2020 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").

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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

Phone:080-4903 1078
Email:finance@maccharlesindia.com
website:www.maccharlesindia.com

4. **Voting Results:**

After the closure of the voting period, Mr. Umesh P Maskeri, Practicing company Secretary (COP 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, 2020 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, 2020 and the Report of Auditors thereon	97,07,972	310
2	**Ordinary Resolution :** Re-Appointment of Mr. P R Ramakrishnan (DIN 00055416), as a Director, who be liable to retire by Rotation	97,07,960	322
3	**Ordinary Resolution :** Appointment of M/s Walker Chandiok & Co. LLP (FRN 001076N/N500013) as statutory auditors with effect from August 1, 2020 and further for a period of five years upto 45^{th} AGM to be held for the financial year 2024-25 and payment of remuneration	97,07,960	322

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

PALECANDA APPIAH BOPANNA

Digitally signed by PALECANDA APPIAH BOPANNA
Date: 2020.09.16 20:03:39 +05'30'

P B APPIAH
CHAIRMAN
This document has been digitally signed

Place: Bangalore
Date : September 16, 2020

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

Date of AGM	16th September 2020
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 09-09-2020	8961
Total number of shareholders present in the meeting either in person or proxy : Not applicable	
Promoters and promoter group	Not applicable
Public	Not applicable
Number of shareholders attended the meeting through video conferencing : 57	
Promoters and promoter group	2
Public	55
Agenda item No 1	**Adoption of Audited Financial statements for the financial year ended March 31, 2020 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, 2020 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	9665787	98.3716	9665787	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9665787	98.3716	9665787	0	100.0000	0.0000
Public Institutions	Evoting	Nil	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	42495	1.2975	42185	310	99.2705	0.7295
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42495	1.2975	42495	310	99.2705	0.7295
Total		**13101052**	**9708282**	**74.1031**	9707972	310	**99.9968**	**0.0032**

FOR MAC CHARLES (INDIA) LIMITED

Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 16, 2020

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

Date of AGM	16th September, 2020
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 09-09-2020	8961
Total number of shareholders present in the meeting either in person or proxy : Not applicable	
Promoters and promoter group	Not applicable
Public	Not applicable
Number of shareholders attended the meeting through video conferencing : 57	
Promoters and promoter group	2
Public	55
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	9665787	98.3716	9665787	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9665787	98.3716	9665787	0	100.0000	0.0000
Public Institutions	Evoting	Nil	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	42495	1.2975	42173	322	99.2427	0.7573
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42495	1.2975	42173	322	99.2427	0.7573
Total		**13101052**	**9708282**	**74.1031**	9707960	322	**99.9967**	**0.0033**

FOR MAC CHARLES (INDIA) LIMITED

Chandana

Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 16, 2020

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

Date of AGM	16th September, 2020
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being 09-09-2020	8961
Total number of shareholders present in the meeting either in person or proxy : Not applicable	
Promoters and promoter group	Not applicable
Public	Not applicable
Number of shareholders attended the meeting through video conferencing : 57	
Promoters and promoter group	2
Public	55
Agenda item No 3	**Appointment of M/s Walker Chandiok & Co. LLP (FRN 001076N/N500013) as statutory auditors with effect from August 1, 2020 and further for a period of five years upto 45th AGM to be held for the financial year 2024-25 and payment of remuneration**
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	9665787	98.3716	9665787	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		9665787	98.3716	9665787	0	100.0000	0.0000
Public Institutions	Evoting	Nil	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	42495	1.2975	42173	322	99.2427	0.7573
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42495	1.2975	42173	322	99.2427	0.7573
Total		**13101052**	**9708282**	**74.1031**	9707960	322	**99.9967**	**0.0033**

FOR MAC CHARLES (INDIA) LIMITED

Chandana

Chandana Naidu
Company Secretary

Place : Bangalore
Date: September 16, 2020