

February 13, 2025

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

**Dear Sirs,**

**Sub: Outcome of Extra Ordinary General Meeting held on February 13, 2025 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 the Extra Ordinary General Meeting submitted to BSE on January 16, 25 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 Extra Ordinary General Meeting which was held by Video Conferencing/ Other Audio Visual Means on February 13, 2025 have approved and passed the following resolution by requisite majority :

**Item No 1: Ordinary Resolution :**

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to avail a Corporate Guarantee from Embassy Property Developments Private Limited (EPDPL) the Holding Company and a material Related Party Transaction on such terms and conditions as detailed in the sanction letter, the copy of which is laid before the meeting be and is hereby noted.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or reenacted from time to time) read with rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, the company secretary of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Ms. Richa Saxena, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, things and matters, as may be necessary, proper and expedient including finalizing, varying and settling the terms and conditions to acquire and to finalise, execute and perform such agreements, contracts, deeds, undertaking and other documents as may be required to implement this resolution.”

In this connection, we are attaching the following 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 for one resolution

We request you to take the same on record.

Thanking you,  
Yours faithfully

**for Mac Charles (India) Limited,**

**Richa Saxena**  
**Company Secretary and Compliance Officer**  
**ACS No 171163**



**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](mailto:umeshmaskeri@gmail.com)**

February 13, 2025

To  
Chairman of the Extra Ordinary General Meeting  
Mac Charles (India) Limited  
Registered Office  
150, Infantry Road, Embassy Point  
**Bangalore-560001**

Dear Sir,

<b>SCRUTINIZER'S REPORT</b> <b>Pursuant to Section 108 of the Companies Act, 2013</b> <b>read with Rule 20 of the Companies</b> <b>(Management and Administration) Rules, 2014</b>	
Name of the company	Mac Charles (India) Limited
Nature of Meeting/Event	Extra Ordinary General Meeting
Day, Date and Time	At 2-30 PM, Thursday, February 13, 2025
Deemed Venue of EGM	Registered Office- 150, Infantry Road, Embassy Point, Bangalore-560001
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("ÖAVM")
Electronic Voting Sequence Number	250116002

**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 January 15, 2025 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 Extra Ordinary General Meeting ("EGM") dated January 15 2025 of the Company to be held at 02-30 PM on Thursday, the February 13, 2025 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")**

The Ministry of Corporate Affairs ('MCA'), in continuation of its General Circular No. 14/2020 dated 8th April 2020, General Circular No.17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020, has vide its circular No 09/2024 dated September 19, 2024, ("MCA Circulars") has allowed companies to conduct EGMs through video conferencing (VC) or Other Audio Visual Means (OAVM) up to 30<sup>th</sup> September 2025, in accordance with the requirements laid down in the MCA circulars. Further, the Securities and Exchange Board of India ('SEBI') also issued Circular to conduct the



EGM through video conferencing (VC) or other audio-visual Means (OAVM) without the physical presence of the members at a common venue and has allowed sending the notice of EGM electronically. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company was held through VC / OAVM. The deemed venue for the EGM is the Registered Office of the Company.

### **3. Despatch of Notice of EGM**

The Company has informed that it has arranged and sent the Notice of EGM dated January 15, 2025 by electronic mail by Central Depository Services (India) Limited ("CDSL") Green initiatives to its Members on January 17, 2025, whose names appeared in the Register of Members /Register of Beneficial Owners as on January 10, 2025, 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 January 18, 2025 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 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 / Register of Beneficial Owners as on the cut-off date i.e. February 06, 2025 .

### **6. Remote e-voting Process: EVSN 250116002**

#### **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 EGM through VC / OAVM facility and e-voting during the EGM.

#### **6.2. Remote e-voting period**

The remote e-voting period commenced at 9-00 AM on Monday, the February 10, 2025 and concluded at 5.00 p.m. on Wednesday the February 12, 2025. 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 EGM. 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 after the conclusion of the EGM on February 13, 2025.
- 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 EGM and 15 minutes after conclusion of the EGM, I have unblocked the votes cast through remote e-voting on February 13, 2025 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 of the Companies Act, 2013 read with Rules 20 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 EGM. 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 EGM by remote e-voting.

#### **9. Voting results:**

A summary of the voting results through remote evoting for the agenda item contained in the notice of EGM is furnished below:

##### **Resolution 1: Ordinary Resolution:**

To avail corporate guarantee from Embassy Property Developments Private Limited, a related party, which is a material related party transaction pursuant to Section 188 of Companies Act, 2013, Rule 15 of Companies (Meetings of Board and Powers) Rules, 2014 and Regulation 23 of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015

Particulars	Remote E-voting		During EGM		Total		% of Total Votes cast
	Number of folios	Votes	Number of folios	Votes	Number of folios	Votes	
Ascent	17	814498	Nil	Nil	17	814498	100
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	17	814498	Nil	Nil	17	814498	100
<b>Result</b>	Passed with requisite majority						



**Umesh Parameshwar Maskeri**  
**Practicing Company Secretary**

10. Based on the aforesaid report, it may be seen that resolution No (1) of the Notice of EGM 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 Parameshwar Maskeri**  
**Practicing Company Secretary**  
Certificate of Practice No 12704  
Peer Review Certificate No 6331/2024  
ICSI UDIN F004831F003926133

Place: Bangalore  
Date: February 13, 2025

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

**Richa Saxena**  
**Company Secretary and Compliance Officer**  
**ACS No A17163**

Place: Bangalore  
Date : February 13, 2025

**DECLARATION OF VOTING RESULTS OF THE EXTRA ORDINARY GENERAL MEETING HELD AT 02-30 PM ON THURSDAY, THE FEBRUARY 13, 2025 IN RESPECT OF THE BUSINESS PLACED FOR CONSIDERATION OF THE MEMBERS MENTIONED IN THE NOTICE OF EXTRA ORDINARY GENERAL MEETING DATED JANUARY 15, 2025 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’), in continuation of its General Circular No. 14/2020 dated 8th April 2020, General Circular No.17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020, has vide its circular No 09/2024 dated September 19, 2024, (‘MCA Circulars’) has allowed companies to conduct EGMs through video conferencing (VC) or Other Audio Visual Means (OAVM) up to 30<sup>th</sup> September 2025, in accordance with the requirements laid down in the MCA circulars. Further, the Securities and Exchange Board of India (‘SEBI’) also issued Circular to conduct the EGM through video conferencing (VC) or other audio-visual Means (OAVM) without the physical presence of the members at a common venue and has allowed sending the notice of EGM electronically. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the EGM of the Company was held through VC / OAVM. The deemed venue for the EGM 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 EGM through VC / OAVM facility and e-voting during the EGM

Accordingly, the Company has sent the notice of EGM 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 EGM could be sent by email to the shareholders, in view of the difficulties faced in physical dispatch of the documents. The deemed venue for the said EGM 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 EGM:**

The Company has informed that it has arranged and sent the Notice of EGM dated January 15, 2025 by electronic mail by Central Depository Services (India) Limited (‘CDSL’) Green initiatives to its Members on January 17, 2025, whose names appeared in the Register of Members /Register of Beneficial Owners as on January 10, 2025, 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 January 15, 2025 for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolution contained in the notice of the EGM dated January 15, 2025 of the Company to be held at 02-30 PM on Thursday, the February 13, 2025 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 cut of date for the purpose of determination of eligibility of members to cast their votes was fixed as February 06, 2025. The remote e-voting opened at 09-00 AM on Monday, February 10, 2025, and closed at 5-00 PM on Wednesday, February 12, 2025. The voting further resumed during the EGM and an additional duration of 15 minutes after the conclusion of the EGM on February 13, 2025.

**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:

<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	<p><b>Ordinary Resolution:</b> Approval to avail Corporate Guarantee from Embassy Property Developments Private Limited (EPDPL) the Holding Company for a sum of Rs 270 crores (Rupees Two Hundred Seventy Crores only):</p> <p>“<b>RESOLVED THAT</b> pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to avail a Corporate Guarantee from Embassy Property Developments Private Limited (EPDPL) the Holding Company for a sum of Rs 270 crores (Rupees Two Hundred Seventy Crores only) which constitutes a Material Related Party Transaction.</p> <p><b>RESOLVED FURTHER THAT</b> pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or reenacted from time to time) read with rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, the</p>	814498	Nil



	<p>company secretary of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.</p> <p><b>RESOLVED FURTHER THAT</b> any of the Directors of the Company and Ms. Richa Saxena, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, things and matters, as may be necessary, proper and expedient including finalizing, varying and settling the terms and conditions to acquire and to finalise, execute and perform such agreements, contracts, indemnities, deeds, undertaking and other documents as may be required to implement this resolution.”</p>		
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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**

**Richa Saxena**  
**Company Secretary**

Place: Bangalore  
Date: February 13, 2025

**MAC CHARLES (INDIA) LIMITED**

**VOTING RESULTS OF EXTRA ORDINARY 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 EGM	13th February 2025
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for voting being February 06, 2025	

Promoters and promoter group	3
Public	7671
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	0
Public	31

Agenda item No 1	To avail corporate guarantee from Embassy Property Developments Private Limited, a related party, which is a material related party transaction pursuant to Section 188 of Companies Act, 2013, Rule 15 of Companies (Meetings of Board and Powers) Rules, 2014 and Regulation 23 of SEBI ( Listing Obligations and Disclosure Requirements ) Regulations, 2015
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Resolution required	Ordinary Resolution
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	Nil	0.0000	0	0	0.0000	0.0000
	Poll		Nil	0.0000	0	0	0.0000	0.0000
	Total		Nil	0.0000	0	0	0.0000	0.0000
Public Institutions	Evoting	0	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	814498	24.8682	814498	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		814498	24.8682	814498	0	100.0000	0.0000
<b>Total</b>		<b>13101052</b>	<b>814498</b>	<b>6.2170</b>	814498	0	<b>100.0000</b>	<b>0.0000</b>

**FOR MAC CHARLES (INDIA) LIMITED**

Richa Saxena  
Company Secretary

Place : Bangalore  
Date : February 13, 2025