



Umesh Parameshwar Maskeri
Practicing Company Secretary

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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,

| 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 | 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 30th 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 |
| Total | 17 | 814498 | Nil | Nil | 17 | 814498 | 100 |
| Result | 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