

To,

The Compliance Officer MAC Charles (India) Limited #72/4, 1st Floor Cunningham Road Bengaluru - 560001

To Listing Department BSE Limited PJ Tower, Dalal Street, Fort Mumbai – 400 001

Dear Sir,

Sub: Disclosures under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for promoter and promoter group.

Ref: 1. Name of the Company: Mac Charles (India) Limited 2. BSE: 507836

With reference to the above-mentioned subject, we are hereby enclosing the disclosures under regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,2011 for promoter and promoter group.

Embassy Property Developments Pvt. Ltd. Embassy Point, 1st Floor, 150, Infantry Road, Bangalore - 560 001, India. T: +91 80 4179 9999 F: +91 80 2228 6912 www.embassyindia.com | CIN: U85110KA1996PTCO20897 email:secretarialteam@embassyindia.com Date: 01.09.2022

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Please take note of the same as compliance under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Embassy Property Developments Pvt. Ltd.

Narpat Singh Choraria Director DIN: 00027580



<u>ANNEXURE – 1</u>

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the	Target (Compan	y (TC)						Mac Char	les (Indi	a) Limite	ed		
Names of the	e Stock E	Exchange	es where	e the sha	res of th	ne target o	company are	e listed	BSE Limit	ed				
Date of repo	rting								01.09.2022	2				
Name of	the pr	omoter	or P/	AC on	whose	shares	encumbra	nce has bee	n Embassy	Property	v Develo	pments Pri	ivate Limite	ed
created/relea	ased/inv	/oked												
Details of the	Details of the creation/invocation/release of encumbrance:													
Name of	Name ofPromoter holding inPromoterDetails of events pertaining to encumbrance (3)Post event holding													
the		get comp	•	holding	5		1	C						ncumbered
promoter	-	-		already	7								shares	{creation
(s) or				encum	bered								[(2)+(3)]	/ release
PACs		(2)									[(2)-(3)]	/		
with		1	[1	r	1	1		n [(2)-(3)]]
him(**)	No.	% of	%	No.	% of	Туре	Date of	Type of	Reasons	No.	% of	Name	No. of	% of
	of	total	w.r.t	of	total	of	creation/	encumbrance	for	of	total	of the	shares	total
	share	share	dilute	share	share	event	invocati	(pledge/ lien/	encumb	share	share	entity in		share
	S	capit	d	S	capit	(creati	on	non disposal	rance **	S	capit	whose		capit al
		al	share		al	on /	release	undertaking/	**		al	favor		
			capita			release	of	others)				shares		
			l(*)			/ •	encumbr					encumb		
						invoca tion	ance					er ed		
Embassy	9616	73.4	73.41	9616	73.4	Creati	23.08.20	Others	In relation	9616	73.4	Catalys	961695	73.41%
Property	9010 952	1%	75.41 %	9010 952	75.4 1%	on	23.08.20	Oulers	to Non-	9010 952	1%	t Catalys	2	/ J.+1 /0
Develop	154	1/0	70	152	1/0	011	<i>22</i>	Change of	convertibl	152	1 / 0	Trustee	<i>–</i>	[Note:
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Ltd								condition	debenture			Limited	Not	added to
								pursuant to	s issued by			in its	added to	prior
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					which	the Target	capacit	the	encumbr
					Jitendra	Company	y as	number	ance %
					Virwani has		Debent	of	as the
					to: (i) own		ure	shares	shares
					directly or		trustee	already	encumbe
					indirectly			encumb	red
					73.41% of		Catalys	ered as	under
					the issued		t	the	column
					and paid up		Trustee	shares	(3) are
					share capital		ship	encumb	the same
					of Mac		Limited	ered	as those
					Charles		in its	under	encumbe
					(India)		capacit	column	red
					Limited) on a		y as	(3) are	under
					fully diluted		Commo	the	column
					basis and (ii)		n	same as	(2)]
					directly or		Securit	those	
					indirectly		у	encumb	
					control Mac		Trustee	ered	
					Charles			under	
					(India)			column	
					Limited,			(2)]	
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					Breach of the				
					above will be				
					a mandatory				
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					event under				
					the terms of				
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					accontares				
					Repeating				
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Embassy Property Developments Pvt. Ltd.



representatio ns confirming that: (i) Jitendra Virwani directly or indirectly holds 73.41% of the issued and paid up share capital of the Company on a fully diluted basis and (ii) directly or indirectly holds 73.41% of the issued and paid up share capital of the Company on a fully diluted basis and (ii) directly or indirectly or indirectly controls Mac Charles India Limited and (iii) the structure chart showing shareholding		 					
confirming that: (i) Jitendra Virwani directly or indirectly holds 73,41% of the issued and paul up share capital of the Company on a fully diluted basis and (ii) directly or indirectly controls Mae Charles India Limited and (iii) the structure chart shorwing shareholding				representatio			
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share capital of the Company on a fully diluted basis and (ii) directly or indirectly controls Mac Charles India Limited and (iii) the structure chart showing shareholding				and paid up			
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diluted basis and (ii) directly or indirectly controls Mac Charles India Limited and (iii) the structure chart showing shareholding				a fully			
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directly or indirectly controls Mac Charles India Limited and (iii) the structure chart showing shareholding				and (ii)			
indirectly controls Mac controls India Limited and (iii) the structure chart showing shareholding shareholding				directly or			
Image: Controls Mac Charles India Image: Charles India Limited and Image: Charles India Limited an				indirectly			
Limited and (iii) the structure chart showing shareholding				controls Mac			
(iii) the structure chart showing shareholding				Charles India			
structure chart showing shareholding				Limited and			
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showing shareholding							
showing shareholding				chart			
shareholding				showing			
				shareholding			
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being true				being true			
and accurate.				and accurate.			



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								A misrepresent ation in relation to the above will be an event of default under the terms of the debentures						
Jitendra Virwani	4883 5	0.37 %	0.37%	NIL	NIL	Creati on	23.08.20 22	Others Change of control condition pursuant to which Jitendra Virwani has to: (i) own directly or indirectly 73.41% of the issued and paid up share capital of Mac Charles (India) Limited) on a fully diluted basis and (ii) directly or	In relation to Non- convertibl e debenture s issued by the Target Company	4883 5	0.37 %	Catalys t Trustee ship Limited in its capacit y as Debent ure trustee Catalys t Trustee ship Limited in its capacit y as Commo n Securit	48835	0.37%

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indirectly	у	
control Mac	Trustee	
Charles		
(India)		
Limited,		
Breach of the		
above will be		
a mandatory		
redemption		
event under		
the terms of		
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debentures		
Repeating		
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that: (i)		
Jitendra		
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directly or		
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73.41% of		
the issued		
and paid up		
share capital		
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Company on		
a fully		
diluted basis		
diluted basis		

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								and (ii) directly or indirectly controls Mac Charles India Limited and (iii) the structure chart showing shareholding of the group being true and accurate. A misrepresent ation in relation to the above will be an event of						
								event of default under the terms of						
C B	1600	1.22	1 22	NII	NII			the debentures					NIL	NIL
С В Pardhana ni	1600 00	1.22 %	1.22 %	NIL	NIL	-	-	-	-	-	-	-	INIL	INIL

Signatures of Authorised Signatory: Narpat Singh Choraria, Director

Place: Bangalore Date: 01.09.2022

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Annexure - II Format for disclosure of details of encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Mac Charles (India) Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Embassy Property Developments Private Limited Jitendra Virwani
Total promoter shareholding in the listed company	No. of shares - 9825787% of total share capital - 75%
Encumbered shares as a % of promoter shareholding	97.87%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance 1
	(Date of creation of encumbrance: <u>23rd August, 2022</u>)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	 Change of control condition pursuant to which Jitendra Virwani has to: (i) own directly or indirectly 73.41% of the issued and paid up share capital of Mac Charles (India) Limited) on a fully diluted basis and (ii) directly or indirectly control Mac Charles (India) Limited.
	Breach of the above will be a mandatory redemption event under the terms of the debentures

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No. and % of share	s encumbered	 Repeating representations confirming that (i) Jitendra Virwani directly or indirectly holds 73.41% of the issued and paid up share capital of the Company on a fully diluted basis and (ii) directly or indirectly controls Mac Charles India Limited and (iii) the structure chart showing shareholding of the group being true and accurate. A misrepresentation in relation to the above will be an event of default under the terms of the debentures No. of shares: 9665787 % of total share capital: 73.78%
Specific details about the	Name of the entity in whose favour shares encumbered (X)	Catalyst Trusteeship Limited
encumbrance	Whether the entity X is a scheduled commercialbank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No Company engaged in <i>inter alia</i> providing trusteeship services.
	Names of all other entities in the agreement	Listed company and itsgroup companies (if any) – 1. Mac Charles (India) Limited 2. Embassy Property Developments Private Limited
		Other entities (if any) –1. Catalyst Trusteeship Limited in its capacity as Debenture Trustee 2. Catalyst Trusteeship Limited in its capacity as Common Security Trustee
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	 YES 1. Name of the issuer – Mac Charles (India) Limited 2. Details of the debt instrument – 3,200 senior, secured, redeemable, listed, rated, non-convertible debentures of a nominal value of INR 1,000,000 each, aggregating to not more than INR 3200,000,000



		 Whether the debt instrument is listed nstock exchanges? Yes, the debentures are listed on BSE Limited Credit Rating of the debt instrument: Provisional ACUITE BBB- by Acuite Ratings and Research Limited ISIN of the Instrument – INE435D07045 	
Security Cover / Asset Cover	agreement (A)	NA	
	been encumbered) (B)	11/2 X	
	Ratio of A / B	NA	
End use of money		The borrowed amount will be utilized for the benefit of Mac Charles (India) Limited.	
	(-,	The proceeds will be utilized for acquisition of the Project Land (including payment of advances for the	
	money by listed company, schedule for utilization of	JDA Properties) including conversion charges, approval costs, brokerage, stamp duty, fees, costs and other general expenses in relation to the Project Land	
	(a) Any other reason (please specify)	Final Redemption Date – 24 August 2026 subject to certain negotiated early redemption events	
	1		

Signature of Authorised Signatory: Narpat Singh Choraria, Director

Place: Bangalore

Date: 01.09.2022

Embassy Property Developments Pvt. Ltd.