



Umesh Parameshwar Maskeri
Practicing Company Secretary

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SCRUTINIZER'S REPORT

**[Pursuant to Section 108 and 110 of the Companies Act, 2013
read with Rule 20 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

July 28, 2023

To
The Chairman
Mac Charles (India) Limited
Registered Office, 1st Floor Embassy Point
150, Infantry Road
Bangalore-560001

Dear Sir,

1. Appointment of Scrutinizer :

I, Umesh P. Maskeri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Mac Charles (India) Limited ("The Company") at the Board Meeting held on June 22, 2023, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to scrutinize the votes cast electronically i.e. through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated May 23, 2023 issued by the Company.

2. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic

In view of the situation arising out of the outbreak of COVID 19 pandemic and consequent lock down, Circulars issued by the Ministry of Corporate Affairs ("MCA") viz : (1) No 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020 (6) No.39/2020 dated 31st December, 2020, (7) No.10/2021 dated 23rd June, 2021, (8) No. 20/2021 dated December 08, 2021, (9) No 3/2022 dated May 05, 2022 and (10) No 11/2022 dated December 28, 2022 respectively, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common



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venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to September 30, 2023, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company were permitted to send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system.

3. Dispatch of Notice of Postal Ballot

Pursuant to the Circulars issued by the MCA, company has informed that it has sent out the notice of postal ballot by email to the shareholders on June 26, 2023 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on Friday, the June 16, 2023, the cut off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants. Company has not sent the hard copy of physical postal ballot forms to the shareholders, as per the relaxation granted by the MCA.

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 and 22 of the Companies (Management and Administration) Rules, 2014, 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 June 28, 2023 and having circulation in Bangalore. 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. Remote e-Voting facility: EVSN 230625001

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-Voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services Limited ("CDSL") under EVSN 230625001.

6. Remote evoting period:

The Remote E-Voting facility opened at 10 A.M. on Thursday, the June 29, 2023 and closed at 05:00 P.M. (IST) on Friday, the July 28, 2023. During this period, members of the Company, holding shares in physical and/or in dematerialized form,



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as on the cut-off date i.e. Friday, the June 16, 2023 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 230625001.

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Friday, the July 28, 2023 at 05-00 P.M. and was unblocked thereafter by me in the presence of two witnesses who are not in employment 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 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Act and the Rules there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the agenda items placed before the members for their approval as mentioned in the Notice of the Postal Ballot. My responsibility as the Scrutinizer of the voting process of the postal ballot (through e-voting), was restricted to scrutinize the conducting 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 the approval of the shareholders through Postal Ballot by remote e-voting.

9. The Summary of votes cast by Remote E-Voting is given below:

Resolution No 1 : Special Business : Special Resolution

Appointment of Mr. Harish Anand (DIN 10198737) as a Whole Time Director of the Company for a term of 5 (Five) years with effect from June 22, 2023 and who shall not be liable to retire by rotation at a remuneration mentioned in the Explanatory statement pursuant to the provisions of Section 196, 197, 198, 200, 202 and 203 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

SI No	Particulars	No of folios who voted	Number of votes	Number of Invalid votes	Number of valid votes	% of valid votes
1	Votes in favour of the resolution	44	96,27,462	Nil	96,27,462	100
2	Votes against the resolution	Nil	Nil	Nil	Nil	Nil
3	Total	44	96,27,462	Nil	96,27,462	100
4	Result	The Resolution has been passed unanimously				

Resolution No 2 : Special Business : Special Resolution

Appointment of Mr. Bijoy Kumar Das (DIN 00179886) as a Non- Executive Independent Director of the Company for a term of Five (5) years with effect from July 28, 2023 pursuant to Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



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SI No	Particulars	No of folios who voted	Number of votes	Number of Invalid votes	Number of valid votes	% of valid votes
1	Votes in favour of the resolution	43	96,27,261	Nil	96,27,261	99.9979
2	Votes against the resolution	1	201	Nil	201	0.0021
3	Total	44	96,27,462	Nil	96,27,462	100
4	Result	The Resolution has been passed with requisite majority				

10. Details of persons who voted for and against the resolution in electronic mode as downloaded from the CDSL evoting portal have been handed over to the Company Secretary.

Thanking you
Yours faithfully,

UMESH PARAMESHWAR MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI DIN F004831E000696522
Peer Review Certificate No 653/2020



Place : Mumbai
Date : July 28, 2023

Countersigned by
Mac Charles (India) Limited

Chandana Naidu
Company Secretary and Compliance Officer

Place: Bangalore
Date : July 28, 2023