



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

September 14, 2023

To
Chairman of the 43rd Annual 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	43 rd Annual General Meeting
Day, Date and Time	At 12-00 Noon , Thursday, September 14, 2023
Deemed Venue of AGM	Registered Office, 150, Infantry Road, Embassy Point, Bangalore-560001
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
Electronic Voting Sequence Number	230817021

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 August 11, 2023 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 43rd AGM dated August 11, 2023 of the Company to be held at 12-00 Noon on Tuesday, the September 14, 2023 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

The Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, General Circular No.02/2021 dated 13th January 2021 and General Circular No. 10/2022 dated 28.12.2022 allowed the companies whose AGMs are due in the year 2023 to conduct their AGMs on or before 30.09.2023 through video conferencing (VC) or other audio-visual means (OAVM) in accordance with the requirements laid down in Para 3 and Para 4 of General Circular No. 20/2020 dated 05.05.2020 ("MCA Circulars"). The Securities and Exchange Board of India ('SEBI') also issued Circular No.



SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 the validity of which has been extended till September 30, 2023 by SEBI, vide its Circular No. SEBI/HO/CFD/PoD-2/P//CIR/2023-24 dated January 05, 2023 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 43rd AGM of the Company was held through VC / OAVM facility, which does not require physical presence of members at a common venue. 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.

3. Despatch of Notice of 43rd Annual General Meeting ("AGM"):

The Company has informed that it has arranged and sent the Notice of AGM dated August 11, 2023 by electronic mail by Central Depository Services (India) Limited ("CDSL") Green initiatives to its Members on August 18, 2023, whose names appeared in the Register of Members /Register of Beneficial Owners as on August 11, 2023, 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 August 22, 2023 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.

5. Cut off date:

The Company has provided me the Register of Members as on the cut-off date i.e. September 07, 2023.

6. Remote e-voting Process: EVSN 230817021

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 Monday, the September 11, 2023 and concluded at 5.00 p.m. on Wednesday, the September 13, 2023. 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 15 minutes i.e. from 12-11 Noon to 12-26 Noon after the conclusion of the Annual General Meeting on September 14, 2023.
- 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 AGM and 15 minutes after conclusion of the AGM, I have unblocked the votes cast through remote e-voting at 12-31 Noon on September 14, 2023 today 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 and 110 of the Companies Act, 2013 read with Rules 20 and 22 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 AGM. 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 AGM by remote e-voting.

9. 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:

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon.

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
	Number of folios	Votes	Number of folios	Votes	Number of folios	Votes	
Ascent	48	9622192	0	0	48	9622192	99.9999
Dissent	1	12	1	1	2	13	0.0001
Total	49	9622204	1	1	50	9622205	100
Result	Passed with requisite majority						



Resolution No 2: Ordinary resolution:

To appoint Mr. Aditya Virwani (DIN 06480521) who retires by rotation and being eligible, offers himself for re- appointment as a Director

Particulars	Remote E-voting		During AGM		Total		% of Total Votes cast
	Number of folios	Votes	Number of folios	Votes	Number of folios	Votes	
Ascent	48	9622192	0	0	48	9622192	99.9999
Dissent	1	12	1	1	2	13	0.0001
Total	49	9622204	1	1	50	9622205	100
Result	Passed with requisite majority						

10. Based on the aforesaid report, it may be seen that resolutions No (1) and (2) of the AGM Notice 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 653/2020
ICSI UDIN : F004831E001005006

This document has been digitally signed

Place: Mumbai
Date: September 14, 2023

Countersigned by
For Mac Charles (India) Limited

Chandana Naidu
Company Secretary and Compliance Officer
ACS No A25570
Place: Bangalore
Date : September 14, 2023