



B.CHANDU NARAYAN
COMPANY SECRETARIES

FORM No. MGT - 13

Report of Scrutinizer

(Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies
(Management and Administration Rules, 2014)

To

**The Chairman
MAC CHARLES (INDIA) LIMITED
28, Sankey Road
Bangalore - 560 052**

For 38th Annual General Meeting of the Equity Shareholders of the Company, held on Monday the 30th July, 2018 at 11.30 a.m. at Hotel Le Meridien, No. 28, Sankey Road, Bangalore - 560 052

Dear Sir,

I, Chandu Narayan B, a Practicing Company Secretaries firm having its office at # 8/1, SLV Complex, Seshadripuram, Link Road, Bangalore - 56020 was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 38th Annual General Meeting of the equity shareholders of MAC CHARLES (INDIA) LIMITED ("The Company") held on 30th July, 2018 at 11.30 A.M. at Hotel Le Meridien, No. 28, Sankey Road, Bangalore - 560 052, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.



2. The Locked Ballot box was subsequently opened on 30th of July 2018 in the presence of two witnesses, namely Mr.V.Arun and Mr.Shivaram who are not in employment of the company, poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
3. The Poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The E-Voting period remained open from 9.00 A.M. on Thursday, the 26th of July 2018 up to 6.00 PM on Sunday, the 29th of July, 2018.
5. The Shareholders holding shares as on the “cut-off” date, i.e. 20/07/2018 were entitled to vote on the resolutions as mentioned in the Notice of the 38th Annual General Meeting of “MAC CHARLES (INDIA) LIMITED through E-Voting.
6. The results of the Poll is as under:
 - a) Resolution No. 1
 1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2018, the Reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
47	10701901	100

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
7	379	0.00



(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
94	8207

(b) Resolution No. 2

2. To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2018, the Reports of Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
47	10701901	100

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
7	379	0.00

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
94	8207

(C) Resolution No. 3

3. To declare dividend on equity shares for the financial year ended 31st March 2018.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
47	10701901	100



(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
7	379	0.00

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
94	8207

(D) Resolution No. 4

4. To appoint a Director in place of Mr.P R RAMAKRISHNAN (DIN 00055416), who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
47	10701901	99.99

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
7	379	0.00

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
94	8207



(E) Resolution No. 5

5. Appointment of Mr.Suresh Vaswani as an Independent Director of the Company.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
46	10701801	99.99

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
8	479	0.00

(iii) Invalid Votes


Number of members present and voting (in person or in proxy)	Number of votes casted by them
94	8207

7. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid is enclosed.
8. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
9. All of the above mentioned resolutions have passed with requisite majority.

Thank You,

Yours Faithfully,

Place: Bangalore
Date : July 30, 2018


Chandun Narayan B. S.
Practising Company Secretary
C P No. 9517
Membership No. A23222



B.CHANDU NARAYAN
COMPANY SECRETARIES

FORM No. MGT - 13
(E-VOTING)

(Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(XI) of Companies (Management and Administration Rules, 2014)

To

The Chairman
MAC CHARLES (INDIA) LIMITED
28, Sankey Road
Bangalore - 560 052

I, Chandu Narayan B, a Practicing Company Secretaries firm having its office at #8/1, SLV Complex, Link Road, Seshadripuram, Bangalore - 560020 was appointed as the Scrutinizer for 38th Annual General Meeting of the equity shareholders of MAC CHARLES (INDIA) LIMITED ("The Company") held on 30th July, 2018 at 11.30 A.M. for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

- The E-Voting period remained open from 9.00 A.M. on Thursday, the 26th of July 2018 up to 6.00 PM on Sunday, the 29th of July, 2018.
- The Shareholders holding shares as on the "cut-off" date, i.e. 20/07/2018 were entitled to vote on the resolutions as mentioned in the Notice of the 38th Annual General Meeting of "MAC CHARLES (INDIA) LIMITED through



- The votes were unblocked on Monday, the 30th of July, 2018 in the presence of two witness, namely Mr.V.Arun and Mr.Shivaram who are not in employment of the company
- The result of e-voting is as under

Resolution No. 1

To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2018, the Reports of Board of Directors and Auditors thereon.

Voted in favour of the resolution :

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
6	535	100

Voted in against of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Number of votes casted by them
0	0

Resolution No. 2

To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2018, the Reports of Board of Directors and Auditors thereon.

Voted in favour of the resolution :

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
6	535	100



Voted in against of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Number of votes casted by them
0	0

Resolution No. 3

To declare dividend on equity shares for the financial year ended 31st March 2018.

Voted in favour of the resolution :

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
6	535	100

Voted in against of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Number of votes casted by them
0	0

Resolution No. 4

To appoint a Director in place of Mr.P R RAMAKRISHNAN (DIN 00055416), who retires by rotation and being eligible, offer himself for re-appointment.

Voted in favour of the resolution :

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
5	435	81.30



Voted in against of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
1	100	18.70

Invalid Votes

Total Number of Members whose votes were declared invalid	Number of votes casted by them
0	0

Resolution No. 5

Appointment of Mr.Suresh Vaswani as an Independent Director of the Company.

Voted in favour of the resolution :

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
6	535	100

Voted in against of the resolution:

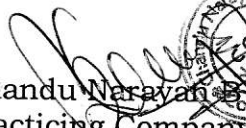
Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted by them
0	0	0

Invalid Votes

Total Number of Members whose votes were declared invalid	Number of votes casted by them
0	0

Thank You,
Yours Faithfully,

Place: Bangalore
Date : July 30, 2018


Chandu Narayan B
Practicing Company Secretary
C P No. 9517
Membership No. A23222

