

To
The General Manager- Listing
BSE Limited
24th Floor, P J Towers, Dalal Street, Fort
Mumbai – 400001

September 16, 2024

Dear Sir/Madam,

Sub: Outcome of Board Meeting of Mac Charles (India) Limited held on September 13, 2024 pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Ref: Scrip Code 507836

Further to our vide Acknowledgement Number 7892558 made on 13th September 2024, we wish to inform you that the Board of Directors of Mac Charles (India) Limited (“Company”), at its meeting held on Friday, September 13, 2024 at the Registered Office/through audio-visual electronic communication has, inter-alia:

- i. Approval of related party transaction by way of investment by acquiring 10,000 Equity shares of Rs 10 each of Embassy Prism Ventures Limited at Rs 10 per share at a total consideration of Rs 1,00,000 and consequently making it a wholly owned subsidiary of the Company

Sl. No	Particulars	Remarks
1	name of the target entity, details in brief such as size, turnover etc	Embassy Prism Ventures Limited Total consideration paid for the acquisition – INR 1,00,000 Turnover- Nil Net worth as on 30.06.2024- INR (1,89,270)
2	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm ‘s length”	Yes, the target entity was the wholly owned subsidiary of the promoter. The transaction has been done at arm’s length basis and the equity shares have been acquired at their face value.

3	industry to which the entity being acquired belongs	The entity was set-up for carrying on real estate activities (ie, construction and development).
4	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Company is proposing demerger of an identified business vertical and such demerger is proposed to be undertaken to a wholly owned subsidiary. Mac Charles (India) Limited and Embassy Prism Ventures Limited are in the same line of business (ie, real estate/ construction and development)
5	brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
6	indicative time period for completion of the acquisition;	The Company has completed the acquisition of the shares of the target company on 13.09.2024.
7	consideration -whether cash consideration or share swap or any other form and details of the same;	Cash consideration
8	cost of acquisition and/ or the price at which the shares are acquired;	At face value. INR 1,00,000 paid for 10,000 equity shares of face value INR 10 each.
9	percentage of shareholding / control acquired and / or number of shares acquired;	100%
10	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Product/line of business: The target company has been formed primarily for the purpose of real estate (ie, construction and development).

		<p>Date of incorporation: 22.09.2020, the target company was incorporated as a private limited company and thereafter converted to a public limited company vide certificate of incorporation dated August 30, 2024.</p> <p>Turnover history: FY 2023-24: NIL FY 2022-23: NIL FY 2021-22: NIL</p> <p>Country in which the acquired entity has presence: India</p>
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- ii. Approval of the Scheme of Arrangement between Mac Charles (India) Limited (“Demerged Company”) and Embassy Prism Ventures Limited (“Resulting Company”) and their respective shareholders for demerger of Demerged Undertaking (as defined in the Scheme) of the Company under Sections 230 to 232 of the Companies Act, 2013. The Documents with respect to the scheme shall be submitted within 15 days of the board meeting with the Stock Exchange.

Sl. No	Particulars	Remarks
1	brief details of the division(s) to be demerged;	The ‘Demerged Undertaking’ comprises <i>inter alia</i> the commercial real estate undertaking of the Company and other assets and liabilities associated thereon.
2	turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year;	Turnover of the demerged division – Nil Percentage to the total turnover of the Company – 0%

3	rationale for demerger;	rationale for demerger is attached as Annexure I.
4	brief details of change in shareholding pattern (if any) of all entities;	<p>The Resulting Company proposes to issue and allot Redeemable Preference Shares to the equity shareholders of the Demerged Company as consideration for the demerger.</p> <p>Pre and Post shareholding pattern is attached as Annexure II.</p>
5	in case of cash consideration – amount or otherwise share exchange ratio;	<p>There is no cash consideration envisaged in the Scheme of Arrangement.</p> <p>Share entitlement ratio as given in the Scheme of Arrangement is as follows:</p> <p><i>“1 (One) fully paid-up RPS of face value of Rs. 10/- (Rupees Ten only) each of the Resulting Company shall be issued and allotted as fully paid-up for each Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up held in the Demerged Company.”</i></p>
6	whether listing would be sought for the resulting entity.	No, the Redeemable Preference Shares (RPS) will remain unlisted.

MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

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The meeting commenced at 11:15 A.M. and concluded at 02:00 P.M.

We request you to take on record of the same.

Thanking you,

For Mac Charles (India) Limited

Richa Saxena
Company Secretary
M.No-A17163

Annexure I

RATIONALE OF THE SCHEME

The rationale for, and the benefits of, the demerger of the Demerged Undertaking, as a going concern, comprising of, *inter alia*, entire ownership and economic interests of the Demerged Company in the Demerged Undertaking into the Resulting Company are, *inter-alia*, as follows:

- (i) The arrangement would result in an efficient corporate structure with a focused management, and it would be strategically apt to segregate the business to enable them to move forward independently, with greater focus and specialization building further on their respective capabilities.
- (ii) Segregating and separating the Demerged Undertaking would help in attracting the relevant set of investors with matching risk and investment profile of the Demerged Undertaking which would unlock better valuation of the Demerged Undertaking.
- (iii) Dedicated management focus, streamlining of operations, cost optimization and operational efficiencies through the effective and efficient utilization of financial resources, managerial talents and technical skills, thereby protecting and maximizing the value and returns to the shareholders.
- (iv) Enable the Resulting Company to raise secured and unsecured funding from investors for the Demerged Undertaking in an insulated legal entity to secure their investments.
- (v) The Demerged Company is into multiple business involving *inter alia*, residential real estate development, generation of power through operation of windmills, commercial real estate activity involving development as well as operation and management of commercial office assets, identifying and making strategic investments, including the formation of subsidiaries for undertaking the stated business activities through them, etc. The Demerged Undertaking is purely focused on development, operations and management (including maintenance) of commercial office space and accordingly, the differing financial needs and strategic imperatives can be better addressed by the separation of the Demerged Undertaking from the Demerged Company into the Resulting Company, which is a wholly owned subsidiary of the Demerged Company.

- (vi) The Scheme ensures that, while the overall value of the Demerged Company and Resulting Company is enhanced through the segregation of Demerged Undertaking, the stakeholders benefit from a single consolidated value from their shareholding in the Demerged Company which also captures within its existing equity shares, the value of the Resulting Company by virtue of it being a wholly owned subsidiary of the Demerged Company, even post the proposed Demerger.
- (vii) Transfer of the Demerged Undertaking through a Scheme of Arrangement enables the Demerged Company to also subsidiarize the listed Non-Convertible Debentures issued by the Demerged Company in relation to the Demerged Undertaking.
- (viii) The Resulting Company shall issue RPS (*herein defined*) to the shareholders/ members of the Demerged Company and such RPS shall mirror the equity shareholding pattern of the Demerged Company in the Resulting Company, which is aligned with a tax-compliant demerger under Section 2(19AA) of the Income-tax Act, 1961. Further, given the Demerged Company shall continue to hold the entire equity share capital of the Resulting Company, the entire enhanced equity value of the Demerged Undertaking shall, post demerger, accrue to the Demerged Company and thereby reflecting in the value of its own shares held by the shareholders/ members of the Demerged Company.
- (ix) The Scheme for Demerger is proposed to be adopted for subsidiarizing the Demerged Undertaking which ensures that the Demerged Company and the Resulting Company follow the highest level of compliance and corporate governance by seeking approvals from the relevant Stock Exchanges, SEBI (*as defined in the scheme*), NCLT (*as defined in the scheme*), and other Governmental Authorities (*herein defined*) and stakeholders, as opposed to any other modes of transfer as specified under Regulation 37A of LODR (*as defined in the scheme*).
- (x) Further, the Scheme is not detrimental to the interest of any of the shareholders (including public), creditors, lenders and other stakeholders concerned.

Annexure II

No. of Shareholders Pre and Post Arrangement of Embassy Prism Ventures Limited (Resulting Company):

Category	Pre	% of holding	Post	% of holding
A) Promoter represented by Equity Holding	1	100%	1	100% Equity Shares
B) Public *	-	-	7773	100% Redeemable Preference Shares
C) Non-Promoter Non-Public				
C1) Shares underlying DR's	-	-	-	-
C2) Shares held by Employee Trust	-	-	-	-
Total	1	100%	7774	100%

**Public shareholders represent the shareholders of MCIL to whom Redeemable Preference Shares are being issued pursuant to the Scheme of Arrangement, in accordance with the share entitlement ratio.*

Post Scheme shareholders of the Resulting Company are subject to changes in the list of public shareholders of the Demerged Company as on the Record Date (as defined in the Scheme of Arrangement)

No. of Shareholders Pre and Post Arrangement of Mac Charles (India) Limited (Demerged Company):

Category	Pre	% of holding	Post	% of holding
A) Promoter	3	75%	3	75%
B) Public*	7770	25%	7770	25%
C) Non-Promoter Non-Public				
C1) Shares underlying DR's	-	-	-	-
C2) Shares held by Employee Trust	-	-	-	-
Total	7773	100%	7773	100%

** Post Scheme shareholders of the Demerged Company are subject to changes in the list of public shareholders of the Demerged Company as on the Record Date (as defined in the Scheme of Arrangement)*