

MAC CHARLES (INDIA) LIMITED

40th ANNUAL REPORT

2019-2020

BOARD OF DIRECTORS

Mr. P. B. Appiah	Independent Director
Mr. Suresh Vaswani	Independent Director
Mr. P. R. Ramakrishnan	Director
Mr. Aditya Virwani	Director
Ms. Tanya John	Independent Director
Mr. Sartaj Sewa Singh	Whole time Director

COMPANY SECRETARY

Ms. Chandana Naidu

MANAGER & VICE PRESIDENT OPERATIONS

Mr. Suresh K Badlaney

CHIEF FINANCIAL OFFICER

Mr. Pranesha K Rao

REGISTERED OFFICE

#72/4, 1st Floor, Cunningham Road, Bengaluru - 560 052

Tel : 080-49030000

Fax : -

CIN : L55101KA1979PLC003620

website : www.maccharlesindia.com

e-mail : investor.relations@maccharlesindia.com

PRINCIPAL BANKERS

State Bank of India

HDFC Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS

BgSE Financials Limited

Registrar & Transfer Agent (RTA Division)

No. 51, 1st Cross, J.C. Road,

Bengaluru - 560 027.

Tel: 080-4132 9661, 4140 5259

Fax: 080-4157 5232

Email: avp_rta@bfsi.co.in

GRIEVANCE REDRESSAL DIVISION:

Ms. Chandana Naidu

Company Secretary and Compliance Officer

Tel : 080-4903 0000

Email: investor.relations@maccharlesindia.com

AUDITORS

B S R & ASSOCIATES LLP

Chartered Accountants

Maruthi Info-Tech Centre

11-12/1, Inner Ring Road

Koramangala

Bengaluru - 560 071

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40th Annual General Meeting of MAC CHARLES (INDIA) LTD. will be held on Wednesday, the 16th September 2020 at 3:30 P.M. via Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

Note:

In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).

NOTICE OF FORTIETH (40th) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth (40th) Annual General Meeting of the members of M/s. Mac Charles (India) Limited will be held on Wednesday, September, 16, 2020 at 3:30 P.M. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) organised by the Company to transact following businesses:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2020 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, 2020 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

- a. **“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- b. **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. P.R. Ramakrishnan (DIN 00055416), who retires by rotation and being eligible, offers himself for re-appointment as a Director:

To consider and if thought fit, to pass the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Mr. P.R. Ramakrishnan (DIN 00055416), who retires by rotation at this AGM and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Walker Chandiok & Co. LLP (FRN 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held in the financial year 2024-25, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For **MAC CHARLES (INDIA) LIMITED**

Chandana Naidu
Company Secretary
Membership No.A25570

Place: Bengaluru
Date: 31-07-2020

Registered office & Website site and Email ID
#72/4, 1st Floor, Cunningham Road, Bangalore - 560052
www.maccharlesindia.com
investor.relations@maccharles.com

SPECIAL BUSINESS:

3. **Appointment of Statutory Auditors to fill the casual vacancy:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Walker Chandiok & Co. LLP (FRN 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company w.e.f. 01st August, 2020 to fill the casual vacancy caused by the resignation of M/s. B S R & Associates LLP, Chartered accountants (Registration No. 116231W/W-100024) to hold office till the conclusion of this Annual General Meeting, on such remuneration and reimbursement of expenses as may be fixed by the Board of Directors.

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") has made it mandatory for holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Central Depository Services (India) Limited ('CDSL') 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. The procedure for participating in the meeting through VC / OAVM is explained at Note No. (7) to (12) below and is also available on the website of the Company www.maccharlesindia.com
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM pursuant to the MCA Circular No 14/2020 dated April 8, 2020 and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting, as provided in Section 113 of the Companies Act, 2013. The said Resolution/Authorization shall be sent by email through its registered email address to investor.relations@maccharlesindia.com with a copy marked to evoting@cdsl.co.in.
4. In accordance with the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).
5. **Process for registration of email id for obtaining Annual Report and user id/password for e-voting:** Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company BgSE Financials Limited at avp_rta@bfsi.co.in along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members

Holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to avp_rta@bfsi.co.in

6. The Notice of AGM along with Annual Report for the financial year 2019-20 is available on the website of the Company at www.maccharlesindia.com and on the website of Stock Exchanges i.e. BSE Limited.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

7. The Members will be able to attend the AGM through VC/OAVM or view the webcast of AGM provided by CDSL at <https://www.evoting.cdsl.com> by using their remote e-voting login credentials and selecting the EVSN for Company's AGM. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
8. The facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. If a member has any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43. Members who need assistance before or during the AGM can contact CDSL on the aforesaid contact numbers and email Ids.
10. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable

Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.maccharlesindia.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com

11. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE TO RAISE QUESTIONS DURING ANNUAL GENERAL MEETING:

12. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email ID, PAN, mobile number at investor.relations@maccharlesindia.com (company e-mail id) from 13th September, 2020 (10:00 A.M. IST) to 15th September, 2020 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **at least seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.
14. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on 13th September, 2020 (10:00 A.M. IST) and ends on 15th September, 2020 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 09th September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
15. The Board of Directors has appointed Mr. Umesh P Maskeri (Membership No. 4831 and CP No. 12074) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

16. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
18. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
19. The details of the process and manner for remote e-voting are explained herein below:
 - (i) The voting period begins on 13th September 2020 at (10.00 A.M. IST) and ends on 15th September 2020 at (5.00 P.M. IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 09th September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on “Shareholders” module.
 - (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@maccharlesindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other information:

20. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.cdsl.com to reset the password.
21. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.cdsl.com> or call on toll free no.: 1800-200-5533 or send a request to helpdesk.evoting@cdslindia.com
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Executive Director or a person authorised by him in writing, who shall countersign the same.
23. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.maccharlesindia.com and on the website of CDSL <https://www.evoting.cdsl.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.
24. The venue of the meeting shall be deemed to be the Registered Office of the Company at #72/4, 1st Floor, Cunningham Road, Bangalore – 560052.

25. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, upon the request being sent on investor.relations@maccharlesindia.com from 10.00 A.M. on (date after dispatch of notice of AGM) upto 5 PM on 15th September 2020.
26. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 09th September, 2020 through email on investor.relations@maccharlesindia.com. The same will be replied by the Company suitably.
27. Members who wish to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents, BgSE Financials Limited. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer to the unpaid dividend account of the Company, will be transferred along with the underlying shares to the Investor Education and Protection Fund (IEPF) as per Sections 124 and 125 of the Companies Act. Members are requested to claim their unclaimed dividends immediately to avoid transfer of the said dividends and underlying shares to the IEPF. Members may note that the dividend and shares transferred to IEPF could be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
28. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with BgSE Financials Limited. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants. Members who are holding shares in a single name are advised to avail the nomination facility on a priority basis to save the prospective legal heirs from hassles of going through the legal process.
29. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from April 01, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form and for ease in portfolio management.
30. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are

maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / BgSE Financials Limited.

31. **The Register of Members will be closed from September 7, 2020 to September 16, 2020 (both days inclusive).**

**By Order of the Board of Directors
For MAC CHARLES (INDIA) LIMITED**

**Chandana Naidu
Company Secretary
Membership No.A25570**

Place: Bengaluru

Date: 31-07-2020

Registered office & Website site and Email ID
#72/4, 1st Floor, Cunningham Road, Bangalore-560 052
www.maccharlesindia.com
investor.relations@maccharlesindia.com

Annexure

Details of Directors seeking appointment and re-appointment as Directors at this Annual General Meeting pursuant to the provisions of Regulation 36(3) (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 on General Meetings.

Particulars of the Director seeking re-appointment	
Name	Mr. P.R. Ramakrishnan
DIN	00055416
Date of Birth and Age	19-06-1952, 68 years
Date of appointment	01-12-2016
Brief Resume	He holds a Bachelor's degree in Mathematics from the University of Chennai and is a fellow member of the Institute of Chartered Accountants of India. Prior to joining Embassy Group, he has worked as Deputy Managing Director with TG Kirloskar Automotives. He has over 35 years of experience in various sectors, such as, property development, automobile and technology. He was a member of the Taxation Advisory Panel of the Apparel Export Promotion Council, Karnataka and was a member of the Taxation and Finance Committee of the Confederation of Indian Industry, Karnataka.
Expertise in specific functional areas	Real Estate development, construction and infrastructure. Involved in strategy and operations of Embassy Group and its diversified business
Directorship held in public and private companies (excluding foreign companies)	Mac Charles (India) Limited
	DSRK Holdings (Chennai) Private Limited
	Macpi Trading (India) Private Limited
	Vikas Telecom Private Limited
	Samsara Finance Private Limited
	Embassy Inn Private Limited
	Summit Developments Private Limited
	Wework India Management Private Limited
	GolfLink-Embassy Business Park Management Services Private Limited
	Nam Estates Private Limited
Memberships/Chairmanships of companies (only Audit and Stakeholder Relationship Committee)	Stonehill CESY Foundation
Memberships/Chairmanships of companies (only Audit and Stakeholder Relationship Committee)	NIL
Shareholding in the Company	110 shares
Disclosure of Relationship between Directors Inter-se	He is not related to any director of the Company

By Order of the Board of Directors
For **MAC CHARLES (INDIA) LIMITED**

Chandana Naidu
Company Secretary
Membership No. A25570

Place: Bengaluru
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DIRECTORS' REPORT 2019-20

TO THE MEMBERS

MAC CHARLES (INDIA) LIMITED

Your Directors have pleasure in presenting the 40th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2020.

1. FINANCIAL SUMMARY/HIGHLIGHTS

The summarized standalone performance of the Company for the financial year 2019-20 and 2018-19 are given below:

(Rs.in millions)

PARTICULARS	Financial Year ended 31-03-2020	Financial Year ended 31-03-2019
Segmentwise Turnover/Revenue		
1.Continue Operation		
(a) Sale of Electricity	100.18	107.42
(b) Office rentals	145.54	139.14
(c) Others	34.32	82.78
2.Discontinued Operation		
Hotel sales Turnover	175.45	558.66
Exceptional Income	-	300.00
Total Revenue	455.49	1188.00
Continue Operation		
Profit/(Loss) before Depreciation and Finance Cost & Tax	156.17	548.96
Less : Depreciation	35.68	35.92
Less : Finance Cost	110.35	107.00
Profit/(Loss) before tax	10.14	406.04
Profit/(Loss) for the year	12.29	299.39
Discontinued Operation		
Profit/(Loss) before tax	(178.66)	205.94
Profit/(Loss) for the year	(137.96)	140.93
Total Profit /Loss for the year	(125.67)	440.32
Total Comprehensive Income/(Loss)	(125.15)	439.87
Earnings per share – basic and diluted–Rs.	(9.59)	33.61

2. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Regulation 33 of the (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Consolidated Financial Statements of the Company for the financial year 2019-20 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its subsidiaries , as approved by the respective Board of Directors.

3. COMPANY'S PERFORMANCE

During the financial year 2019-20, the overall revenue of the Company was INR 455.49 million against the previous year's revenue of INR 1188.00 million, which includes revenue from continued operations of sale of electricity, office space rent and other income and Discontinued operations of Hotel business and

exceptional income. The profit for the FY 2019-20 was INR (125.67) million registering a loss of over the Profit of INR 440.32 million for the FY 2018-19 mainly because of the discontinuation of hotel operations during the FY 2019-20.

4. FUTURE PROSPECTS

As reported to the Members of the Company in the Annual Report for financial year 2018-19 , your Company reoriented its strategies during the year 2019-20 and ceased the operations of the Le Meridien Hotel effective 31 October 2019 since it was experiencing lower occupancy and revenue due to increased competition from nearby five star hotels, resulting in declining return on capital employed.

Your Company is proposing to diversify into the real estate & property development business as per amended and approved Main Objects clause of the Memorandum of Association of the Company. We are proposing the construction of a landmark commercial building at the erstwhile site of the Le Meridien hotel to leverage the robust demand for Grade A office space in Central Business District (CBD) Bangalore . This is expected to secure a better return on capital employed & enhance the long-term interests of the shareholders.

5. DIVIDEND

During the year under review, the Board of Directors of your company, have not declared any Dividend for the current financial year due to loss incurred by the Company.

6. TRANSFER TO RESERVES

During the year under review, it has been proposed not to transfer any amount to reserves.

7. HOLDING AND SUBSIDIARY COMPANIES

During the year under review, M/s. Embassy Property Developments Pvt. Ltd., continues to be the Holding Company.

During the year, the Company has 3 wholly owned subsidiaries (WOS), namely, Airport Golfview Hotels & Suites Private Limited., Kochi, Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited, Bangalore which are Non-listed Indian subsidiaries.

A Statement containing the salient features of the financial statement of the WOS in Form AOC-I (pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) is attached to this report.

8. MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE

Report on Management Discussion & Analysis and Corporate Governance and Compliance Certificate on Corporate Governance is attached to this Report.

9. CORPORATE GOVERNANCE

A separate section on Corporate Governance standards followed by your Company, as stipulated under Regulation 27 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached to this Report. The Report on Corporate Governance also contains certain disclosures as required under the Companies Act, 2013.