MAC CHARLES (INDIA) LIMITED 41st ANNUAL REPORT 2020-2021

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Ms. Chandana Naidu

CHIEF FINANCIAL OFFICER

Mr. Pranesha K Rao

REGISTERED OFFICE

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

: 080-49030000/Extn:3490 Tel

Fax

CIN : L55101KA1979PLC003620 website: www.maccharlesindia.com

e-mail: investor.relations@maccharlesindia.com

PRINCIPAL BANKERS

HDFC Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS

BgSE Financials Limited

Registrar & Transfer Agent (RTA Division)

No.51, 1st Cross, JC Road Bengaluru - 560027

Tel: 080-4132 9661, 4140 5259

Fax: 080 - 4157 5232 Email: cs_rta@bfsl.co.in

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GRIEVANCE REDRESSAL DIVISION:

Ms. Chandana Naidu Company Secretary and Compliance Officer

Tel: 080-4903 0000/Extn: 3490

Email: investor.relations@maccharlesindia.com

AUDITORS

Walker Chandiok & Co. LLP

Chartered Accountants 5th Floor, No.65/2, Block

"A",

Bagmane Tridib, Bagmane

C V Raman Nagar, Bengaluru 560093 T+ 91 80 4243 0700 F +91 80 4126 1228

41st Annual General Meeting of MAC CHARLES (INDIA) LTD. will be held on Thursday, the 22nd July, 2021 at 3:30 P.M. via Video Conferencing ("VC") or Other Audio Visual Means("OAVM")

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 FORTY-FIRST (41st) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty - First (41st) Annual General Meeting of the members of M/s. Mac Charles (India) Limited will be on Thursday July 22, ,2021 AT 3:30 P.M. through Video Conferencing ("VC") or Other Audio Visual Means("OAVM") organised by the Company to transact following businesses:

SL. NO(S)	PARTICULAR(S)	
A. ORDIN	A. ORDINARY BUSINESSES:	
Item no. 1	To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon	
Item No.2	To appoint Mr. Aditya Virwani (DIN 06480521), who retires by rotation and being eligible, offers himself for reappointment as a Director.	
B. SPECIAL BUSINESS		
Item No.3	To consider and approve sale of 121000 sq.ft. in Embassy Tech Square, Delta block, Bangalore.	

A. ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon.

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

- a. "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- 2. To appoint Mr. Aditya Virwani (DIN 06480521), 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. Aditya Virwani (DIN 06480521), 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."

B. SPECIAL BUSINESS:

3. To consider and approve sale of 121000 sq. ft. in Embassy Tech Square, Delta block, Bangalore:

To consider and if thought fit, to pass the following resolution as a Special resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time."

being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose of 121000 sq. ft. consisting of 6th, 7th and 8th Floor of Embassy Tech Square, Delta Block, located in Kaverappa Layout, Kadubeesanahalli, Bangalore - 560103, Karnataka ("Undertaking"), as a going concern as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company to any buyer identified by board for a consideration not less than Rs. 127 Crores (Fair Market Value) on such terms and conditions as may be deemed fit by the Board.

"RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging

delivery and execution of contracts, deeds, agreements and instruments.

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

Sd/-Chandana Naidu Company Secretary Membership No. A25570

Place: Bengaluru Date: June 03, 2021

Registered office & Website site and Email ID #72/4, 1st Floor, Cunningham Road, Bangalore - 560052

www.maccharlesindia.com investor.relations@maccharles.com

NOTES:

1. In view of the 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, 5th May 2020, No 33/2020 dated September 28, 2020 and No 39/2020 dated December 31, 2020 respectively and by General Circular No. 02/2021 dated 13th January 2021, allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). The Securities and Exchange Board of India ('SEBI') issued Circular No. also SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the **Obligations** (Listing and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"),, the 41st AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 41st AGM shall be the Registered Office of the Company .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 website Company the of the 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. than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its **Board** 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 Resolution/Authorization shall be sent by email through its registered email address investor.relations@maccharlesindia.com 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 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 evoting: Members holding shares in physical mode and who have not updated their email addresses

- Company are requested to update their with the email addresses by writing to the Registrar and Transfer Agents of the Company BgSE Financials Limited at avp rta@bfsl.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 Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized 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@bfsl.co.in
- 6. The Notice of AGM along with Annual Report for the financial year 2020-21 is available on the website of the Company at www.maccharlesindia.com 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 bv 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 Password for e-voting or have forgotten the User Password may retrieve the same by ID and following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the evoting system of CDSL.
- 8. The facility of joining the AGM through VC/OAVM shall open 30 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 EGM/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 EGM/AGM through VC/OAVM will be made available to at least 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 EGM/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 Evoting 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/EGM 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 PAN. mobile number investor.relations@maccharlesindia.com from Monday, the July 19, 2021 at 10:00 A.M. IST to Wednesday, the July 21, 2021 at 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 Monday, the July 19, 20201 (10:00 A.M. IST) and ends on Wednesday, the July 21, 2021 5:00 P.M. IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, the July 15, 2021_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 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on July 19,2021 at 10:00 A.M. and ends on July 21,2021 at 5:00 P.M. 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 <July 15,2021> 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.
- Pursuant (iii) to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India **Obligations** (Listing and Disclosure Requirements) Regulations, 2015. listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) terms of **SEBI** circular In no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of	Login Method
sharehol	
ders	
Individual Sharehold ers holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/h ome/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the Evoting is in progress as per the information provided by company. On clicking the Evoting option, the user will be able to see e-Voting page of the e- Voting service provider for casting

your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.

CDSL/NSDL/KARVY/LINKINTI ME, so that the user can visit the e-Voting service providers' website directly.

- 3)If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the Evoting is in progress and able to directly access the system of all e-Voting Service Providers.

Individual Sharehold ers holding securities in demat mode with NSDL

- 1)If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on

a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available 'Shareholder/Member' under section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual
Sharehold
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(holding
securities
in demat
mode)
login
through
their
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You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-After Successful Voting facility. login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual	Members facing any technical
Shareholders	issue in login can contact CDSL
holding	helpdesk by sending a request at
securities in	helpdesk.evoting@cdslindia.comor
Demat mode	contact at 022- 23058738 and 22-
with CDSL	23058542-43.
Individual	Members facing any technical issue
Shareholders	in login can contact NSDL
holding	helpdesk by sending a request at
securities in	evoting@nsdl.co.in or call at toll
Demat mode	free no.: 1800 1020 990 and 1800
with NSDL	22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in
	Demat Form other than individual
	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)
	• 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	Enter the Dividend Bank Details or
Bank	Date of Birth (in dd/mm/yyyy format)
Details	as recorded in your demat account or
OR Date of	in the company records to login.
Birth	• If both the details are not
(DOB)	recorded with the depository
	or company, please enter the
	member id / folio number in
	the Dividend Bank details
	field as mentioned in
	instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.