



**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

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013
read with Rule 20 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

January 13, 2026

To
The Chairman
Mac Charles (India) Limited
Registered Office, 1st Floor, Embassy Point
150, Infantry Road
Bangalore-560001

Dear Sir,

1. Appointment of Scrutinizer :

I, Umesh P. Maskeri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Mac Charles (India) Limited ("The Company") by a circular resolution passed on December 09, 2025, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to scrutinize the votes cast electronically i.e. through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated December 09, 2025 issued by the Company.

2. Relaxations granted by Ministry of Corporate Affairs

In terms of the Circulars issued by the Ministry of Corporate Affairs ("MCA") viz : (1) No 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, and (4) 03/2025 dated September 22, 2025 respectively, companies were advised to take all decisions requiring members' approval, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot until further orders, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company was permitted to send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot has been accordingly initiated in compliance with the MCA Circulars referred to above.



3. Dispatch of Notice of Postal Ballot

Pursuant to the Circulars issued by the MCA, company has informed that it has sent out the notice of postal ballot by email to the shareholders on December 12, 2025 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on Tuesday, the December 09, 2025, the cut-off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants. Company has not sent the hard copy of physical postal ballot forms to the shareholders, as per the relaxation granted by the MCA.

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 and 22 of the Companies (Management and Administration) Rules, 2014, 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 December 13, 2025 and having circulation in Bangalore.

5. Remote e-Voting facility: EVSN 251212001

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-Voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services Limited ("CDSL") under EVSN **251212001**.

6. Remote evoting period:

The Remote E-Voting facility opened at 9 A.M. on Monday, the December 15, 2025 and closed at 05:00 P.M. (IST) on Tuesday, the January 13, 2026. During this period, members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. the December 09, 2025 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 251212001.

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Tuesday, the January 13, 2026 at 05:00 P.M. and was unblocked thereafter by me in the presence of two witnesses who are not in employment 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, Act and the Rules there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the agenda item placed before the members for their approval



including the eligibility or otherwise of the related parties to vote to approve the items of business in respect of the resolution of Material Related Party Transaction pursuant to Regulation 23(4) of the SEBI Listing Regulations, mentioned in the Notice of the Postal Ballot. My responsibility as the Scrutinizer of the voting process of the postal ballot (through e-voting), was restricted to scrutinize the conducting 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 the approval of the shareholders through Postal Ballot by remote e-voting.

9. The Summary of votes cast by Remote E-Voting on the resolutions is given below:

Resolution No 1 : Special Business : Ordinary Resolution

Approval for (i) the corporate guarantee to be given by Embassy Property Developments Private Limited for the 54,000 senior, secured, redeemable, listed, rated non-convertible debentures having face value of INR 1,00,000 each, proposed to be issued by Mac Charles Hub Projects Private Limited (the "Issuer") for an aggregate amount of INR 540,00,00,000 (Indian Rupees five hundred and forty crores only), in more than one tranche (the "Debentures"); and (ii) providing undertakings and execution of Options Agreement under regulation 23(2) and 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time - a material related party transaction

SI No	Particulars	No of folios who voted	Number of votes	% of valid votes
1	Votes in favour of the resolution	98	8,76,901	99.9349
2	Votes against the resolution	4	571	0.0651
3	Total	102	8,77,472	100.0000
4	Number of invalid votes	Nil	Nil	Nil
5	Result	Resolution has been passed with requisite majority		

10. Based on the aforesaid report, it may be seen that resolution No (1) of the Notice of Postal Ballot have been passed with requisite majority. The voting results of the aforesaid postal ballot may accordingly be declared by the Chairman or the Company Secretary of the Company.

11. Details of persons who voted for and against the resolution in electronic mode as downloaded from the CDSL evoting portal have been handed over to the Company Secretary.



**Umesh Parameshwar Maskeri
Practicing Company Secretary**

Thanking you
Yours faithfully,

Umesh Parameshwar Maskeri
Practicing Company Secretary
Certificate of Practice No 12704
ICSI UDIN F004831G003263416
Peer Review Certificate No 6331/2024



Place : Mumbai
Date : January 13, 2026

Countersigned by
Mac Charles (India) Limited

Richa Saxena
Company Secretary and Compliance Officer
ACS : 17163

Place: Bangalore
Date : January 13, 2026