

To,

Mac Charles (India) Limited

1st Floor, Embassy Point,
150, Infantry Road,
Bengaluru- 560 001, Karnataka

Subject: Submission of voting results of the meeting of the equity shareholders of Mac Charles (India) Limited held on February 25, 2026, pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to Bombay Stock Exchange Limited

Dear Sir/ Madam,

The meeting of the equity shareholders of Mac Charles (India) Limited was held on Wednesday, February 25, 2026, at 11:00 A.M. (IST) through Video Conferencing / Other Audio-Visual Means, in pursuance of the Order dated November 21, 2025 read with Order dated January 12, 2026 (Reference: CA (CAA) No. 46/BB/2025), for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement between Mac Charles (India) Limited and Embassy Prism Ventures Limited and their respective shareholders annexed to the notice and explanatory statement ("**Meeting**").

In this regard, the details of the voting results of the Meeting are enclosed herewith in the format prescribed under SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015, for onward submission to Bombay Stock Exchange Limited in compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Prasanna Naganur

Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

ACS: 29472

CP No: 10621

UDIN: **A029472G003994290**

Place: Bengaluru

Date: February 25, 2026

OUTCOME OF VOTING AT THE MEETING OF EQUITY SHAREHOLDERS OF MAC CHARLES (INDIA) LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

As per format prescribed under SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015 (pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date of the AGM/EGM	February 25, 2026
Record date	February 18, 2026
Total number of shareholders on record date	7,489
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	34

Number of resolutions	1							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No, the promoter/ promoter group are not interested in the agenda/ resolution except to the extent of shareholding in The company							
Description of the resolution considered	To consider and approve the Scheme of Arrangement between Mac Charles (India) Limited and Embassy Prism Ventures Limited and their respective shareholders							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	96,65,787	96,16,952	99.49%	96,16,952	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		96,65,787	96,16,952	99.49%	96,16,952	-	100.00%
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	34,35,265	8,63,426	25.13%	8,62,789	637	99.93%	0.07%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		34,35,265	8,63,426	25.13%	8,62,789	637	99.93%
Total		1,31,01,052	1,04,80,378	80.00%	1,04,79,741	637	99.99%	0.01%

The resolution for approval of the Scheme of Arrangement between Mac Charles (India) Limited and Embassy Prism Ventures Limited and their respective shareholders, as set out in the Notice dated January 21, 2026, has been passed by the members by requisite majority, pursuant

to Section 230(6) of the Companies Act, 2013, and in terms of Paragraph 10(b) of the Securities and Exchange Board of India Circular dated June 20, 2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, through remote e-voting and e-voting at the meeting.

Scrutinizer's Consolidated Report

To,

1) Mr. Saji P John

Chairperson appointed for the Meeting

2) Mac Charles (India) Limited

1st Floor, Embassy Point,

150, Infantry Road,

Bengaluru- 560 001, Karnataka

Subject: Report of the Scrutinizer appointed by the Hon'ble National Company Law Tribunal, Bench at Bengaluru, for the meeting of the equity shareholders of Mac Charles (India) Limited held on February 25, 2026, in respect of the arrangement embodied in the Scheme of Arrangement between Mac Charles (India) Limited and Embassy Prism Ventures Limited and their respective shareholders.

Dear Sir,

The meeting of the equity shareholders of Mac Charles (India) Limited ("**Demerged Company**") was held on Wednesday, February 25, 2026, at 11:00 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("**VC/OAVM**"), in pursuance of the Order dated November 21, 2025, read with Order dated January 12, 2026 ("**Orders**") (Reference: **CA (CAA) NO. 46/BB/2025**), for the purpose of considering and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement between Mac Charles (India) Limited and Embassy Prism Ventures Limited and their respective shareholders ("**Scheme**") annexed to the notice and the explanatory statement ("**Meeting**").

I, the undersigned, having been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bengaluru Bench, for the meeting of the equity shareholders of the Demerged Company in connection with the Scheme, for the purpose of scrutinizing the votes cast through the remote e-voting process and the e-voting process, in terms of Section 108 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules issued thereunder, Secretarial Standard-2 issued by the Institute of Company Secretaries of India, and the applicable provisions of the Securities and Exchange Board India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Securities and Exchange Board of India Circular dated June 20, 2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 (as amended from time to time) (“SEBI Scheme Circular”), hereby submit my report as under:

1. Pursuant to the Orders, the Demerged Company has confirmed that an electronic copy of the notice dated January 21, 2026, together with the explanatory statement (including a copy of the Scheme) disclosing all material facts as required under Sections 230(3) and 102 and other applicable provisions of the Act, for the Meeting, was sent on January 21, 2026 to the shareholders whose e-mail addresses were registered with the Demerged Company as on January 19, 2026.
2. Further, in compliance with the Orders, the Demerged Company provided access to download the aforesaid notice from its website for equity shareholders whose e-mail addresses were not available or who had not received the notice electronically, as also indicated in the newspaper advertisement of the Meeting published on January 22, 2026 in ‘The Indian Express’ (English edition) and ‘Kannada Prabha’ (Kannada edition), both having wide circulation in Bengaluru.
3. The quorum for the Meeting was as prescribed under Section 103 of the Act in terms of the Orders. Accordingly, as per the said section, thirty members personally present (in person or through authorised representatives) constitute the quorum where the number of members as on the date of the meeting exceeds five thousand, in the case of a public limited company. In the current case, the Meeting was attended by 35 equity shareholders of the Demerged Company. Since the requisite quorum was present, the Meeting was called to order.
4. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (“CDSL”) for conducting the remote e-voting by the shareholders of the Demerged Company. The remote e-voting commenced on Saturday, February 21, 2026, at 9 A.M. (IST) and ended on Tuesday, February 24, 2026, at 5 P.M. (IST) and the CDSL remote e-voting portal was blocked for voting thereafter.

5. The cut-off date was Wednesday, February 18, 2026, for the purpose of determining the equity shareholders of the Demerged Company entitled to vote through e-voting and remote e-voting on the resolution seeking their approval.
6. The identity and / or authorization of the equity shareholders who attended the Meeting were verified against the records available with the Demerged Company obtained from CDSL.
7. After the announcement was made by the Chairperson appointed by Hon'ble Tribunal for the Meeting, the equity shareholders present at the Meeting voted through the e-voting facility provided by CDSL.
8. The management of the Demerged Company is responsible for ensuring compliance with the requirements of the Act and the applicable rules thereunder and the SEBI LODR relating to voting through remote e-voting, and e-voting during the Meeting on the resolution contained in the notice of Meeting of the equity shareholders.
9. My responsibility as the Scrutinizer for the remote e-voting process prior to the Meeting, and e-voting during the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the Meeting provided by CDSL.
10. After the time fixed for closing of the e-voting, the votes were unblocked at 11:34 A.M. on the e-voting website of CDSL at <https://www.evotingindia.com/> and a final electronic report was generated from the CDSL online e-voting system.
11. Votes were reconciled with the records maintained by the Demerged Company and/ or RTA, i.e., Registrar and Transfer Agent, of the Demerged Company with respect to the authorizations lodged with the Demerged Company.
12. On the basis of the votes exercised by the equity shareholders of the Demerged Company by way of remote e-voting prior to the Meeting and electronic voting at the Meeting of the Demerged Company held on Wednesday, February 25, 2026, I have issued this Scrutinizer's Report on this even date.

13. The result of the electronic voting was as follows:

QUORUM	
Number of equity shareholders present and voted (in person or by authorization)	35
Total number of equity shares held by the equity shareholders who were present and voted (in person or by authorization)	1,04,80,378
VOTES IN FAVOUR	
Number of votes cast by the equity shareholders in favour of the resolution	1,04,79,741
Number of equity shares held by the equity shareholders who voted in favour of the resolution	1,04,79,741
% of value of the votes cast by the equity shareholders in favour of the resolution	99.99%
VOTES AGAINST	
Number of votes cast by the equity shareholders against the resolution	637
Number of equity shares held by the equity shareholders who voted against the resolution	637
% of value of the votes cast by the equity shareholders against the resolution	0.01%
INVALID VOTES	
Number of votes cast by the equity shareholders declared invalid	-
Number of equity shares held by the equity shareholders whose votes were declared invalid	-

% of value of the votes cast by the equity shareholders whose votes were declared invalid	-
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14. Further, in terms of Paragraph 10(b) of the SEBI Scheme Circular, the votes cast by the 'public' shareholders in favour of the Scheme are more than the number of votes cast by the 'public' shareholders against it. The result of the electronic voting by 'public' shareholders (excluding the promoter group) was as follows:

QUORUM	
Number of equity shareholders present and voted (in person or by authorization)	34
Total number of equity shares held by the equity shareholders who were present and voted (in person or by authorization)	8,63,426
VOTES IN FAVOUR	
Number of votes cast by the equity shareholders in favour of the resolution	8,62,789
Number of equity shares held by the equity shareholders who voted in favour of the resolution	8,62,789
% of value of the votes cast by the equity shareholders in favour of the resolution	99.93%
VOTES AGAINST	
Number of votes cast by the equity shareholders against the resolution	637
Number of equity shares held by the equity shareholders who voted against the resolution	637

% of value of the votes cast by the equity shareholders against the resolution	0.07%
INVALID VOTES	
Number of votes cast by the equity shareholders declared invalid	-
Number of equity shares held by the equity shareholders whose votes were declared invalid	-
% of value of the votes cast by the equity shareholders whose votes were declared invalid	-

15. Since the resolution has been approved by a majority of the equity shareholders exercising voting rights, representing three-fourths in value of the equity shares held by them, and who have voted in favour of the resolution through remote e-voting and the e-voting facility made available at the Meeting, as per the provisions of the Act, and after considering the votes of the majority 'public' shareholders in terms of the SEBI Scheme Circular, the proposed resolution set out hereunder is declared as passed with the requisite majority pursuant to Section 230(6) of the Act:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and any other applicable provisions of the Companies Act, 2013, and the rules, regulations, circulars, and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by the Securities and Exchange Board of India (“SEBI”), as amended from time to time (“SEBI Scheme Circular”), and any other circulars/guidelines issued by SEBI applicable to schemes of arrangement from time to time, and the relevant provisions of other applicable laws, the Observation Letter issued by the Bombay Stock Exchange Limited dated August 21, 2025, the provisions of the Memorandum of Association and Articles of Association of Mac Charles (India) Limited (“Company”), and subject to the approval of the Bengaluru Bench of the Hon’ble National Company Law Tribunal (“NCLT”) and the approvals of any other relevant statutory or

regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Bengaluru Bench of the NCLT or by any statutory or regulatory authorities while granting such consents, approvals, and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers, including the powers conferred by this resolution), the proposed arrangement embodied in the Scheme of Arrangement between Mac Charles (India) Limited and Embassy Prism Ventures Limited and their respective shareholders ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the directors of the Company, namely Mr. Aditya Virwani, Mr. Harish Kumar Anand, Ms. Barkha Mahtani, Mr. Pandithacholanallur Ramakrishnan Rajagopalan, Mr. Srinivasarao Nagabhushana Rao Nagendra and Mr. Bijoy Kumar Das, Ms. Richa Saxena, Company Secretary of the Company, Mr. Ankit Shah, Chief Financial Officer of the Company, Mr. Rajesh Kaimal, Ms. Swarna R. Malharikar and Mr. Sidharth Dhir, Authorized Signatory(ies) of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as they may, in their absolute discretion, deem requisite, desirable, appropriate, or necessary to give effect to this resolution and effectively implement the arrangement/demerger embodied in the Scheme, and to accept such modifications, amendments, limitations, and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench, or such other regulatory/statutory authorities, while sanctioning the Scheme, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, or to approve withdrawal (and, where applicable, re-filing) of the Scheme at any stage for any reason, including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required, or imposed, whether by any shareholder, creditor, SEBI, the Bengaluru Bench of the NCLT, and/or any other authority, which are, in their view, not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds, and things as they may deem necessary and desirable in connection therewith and incidental thereto."

16. Based on the foregoing, the above resolution as proposed in the notice dated January 21, 2026, for the Meeting shall be deemed to have been approved on the date of the Meeting, i.e., February 25, 2026, with requisite majority pursuant to Section 230(6) of the Act.
17. The complete list of the equity shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been attached as Annexure A, and emailed to Richa Saxena, Company Secretary of the Demerged Company.

Prasanna Naganur

Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

ACS: 29472

CP No: 10621

UDIN: **A029472G003994290**

Place: Bengaluru

Date: February 25, 2026

Countersigned by
For Mac Charles (India) Limited,
Richa Saxena, Company Secretary (ACS: 17163)

Place: Bengaluru
Date: February 25, 2026