



McDOWELL HOLDINGS LIMITED

September 29, 2015

The Department of Corporate Services
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001

The Secretary
National Stock Exchange of India Limited
Compliance Department
Exchange Plaza, Bandra Kurla Complex
Bandra [E], Mumbai 400 051

Dear Sirs,

Sub: Disclosure of voting results at the 11th Annual General Meeting of McDowell Holdings Limited (the "Company")

Ref: Clause 35A of the Listing Agreement

In terms of Clause 35A of the Listing Agreement, we are furnishing below the details of the voting results at the 11th Annual General Meeting of the Company held on September 28, 2015 in the prescribed format:

Date of the AGM	September 28, 2015
Total number of shareholders on record date:	52,708 – Book Closure from September 25, 2015 to September 28, 2015 (both days inclusive)

No. of Shareholders present in the meeting either in person or through proxy:

Shareholders	Total
Promoters and Promoter Group	4
Public	33 (1 through proxy)

No. of Shareholders attending the meeting through Video Conferencing:

Promoters and Promoter Group:	Not arranged
Public:	Not arranged

Details of the Agenda:

Item No.	Particulars	Resolution required- Ordinary	Mode of voting	Remarks
1.	Adoption of Accounts for the year ended March 31, 2015 and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	E-voting & Ballot process	Passed with requisite majority
2.	Ratification of appointment of Auditors and fixing their Remuneration	Ordinary Resolution	E-voting & Ballot process	Passed with requisite majority
3.	Appointment of Ms. Tushita Aakar Patel as Director, liable to retire by rotation.	Ordinary Resolution	E-voting & Ballot process	Passed with requisite majority

In case of Poll/E-voting:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	(Details as per Annexure attached herewith)						
Public-Institutional holders							
Public-Others							
Total							

We request you to kindly take this on record as compliance under Clause 35A of the Listing Agreement.

Thanking You,
Yours faithfully,

For McDowell Holdings Limited


Manoj Kumar
Company Secretary & Compliance Officer



CC: Central Depository Services India Limited, Phiroze Jeebhoy Towers, 17th floor, Dalal Street, Mumbai – 400 023

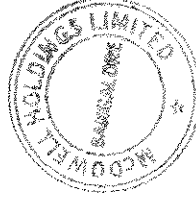
MCDOWELL HOLDINGS LIMITED.

CIN: L05190KA2004PLC033485

Clause 35 A Report

Made of voting : E Voting & Physical Ballot at the AGM

Resolution (Ordinary /special)	Promoter/Public	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
Resolution No.1								
Adoption of Financial Statements for the year ended March 31, 2015 and Reports of Directors and the	Promoter and Promoter Group	2517392	2517390	100.000	2517390	0	100.000	0.000
	Public-Institutional holders	3550287	1919955	54.079	1332479	587476	69.402	30.598
	Public-Others	7924579	4581	0.058	4456	125	97.271	2.729
	Total	13992258	4441926	31.746	3854325	587601	86.771	13.229
Resolution 2								
Ratification of appointment of Messrs. Vishnu Ram & Co, Chartered Accountants as Statutory Auditors of the Company.	Promoter and Promoter Group	2517392	2517390	100.000	2517390	0	100.000	0.000
	Public-Institutional holders	3550287	1919955	54.079	1332479	587476	69.402	30.598
	Public-Others	7924579	4566	0.058	4456	110	97.591	2.409
	Total	13992258	4441911	31.745	3854325	587586	86.772	13.228
Resolution 3								
Appointment of Ms Tushita Aakar Patel (DIN07017591) as a Director of the Company.	Promoter and Promoter Group	2517392	2517390	100.000	2517390	0	100.000	0.000
	Public-Institutional holders	3550287	1919955	54.079	1919955	0	100.000	0.000
	Public-Others	7924579	4566	0.058	4456	110	97.591	2.409
	Total	13992258	4441911	31.745	4441801	110	99.998	0.002





Sudhir V Hulyalkar
Company Secretary

To,

Date: 28 September 2015

The Chairman,
11th Annual General Meeting of the Members of
McDOWELL HOLDINGS LIMITED
"UB TOWER", LEVEL 12, UB City, NO.24,
Vittal Mallya Road, Bangalore
Karnataka- 560001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and voting at the 11th Annual General Meeting of McDowell Holdings Limited held on Monday, September 28, 2015 at 2.30 P.M.

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of McDowell Holdings Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and voting by ballot at the Meeting in respect of the below mentioned resolutions placed before the shareholders at the 11th Annual General Meeting of McDowell Holdings Limited, held on Monday, September 28, 2015 at 2.30 P.M., submit my report as under:

1. The Notice dated May 29, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions placed at the Annual General Meeting of the Company.

Sudhir V Hulyalkar
Company Secretaries
16/8, Ground Floor, 2nd Cross,
Gupta Layout, South End Road,
Basavangudi, Bangalore -560004
Tel : 080 26640932, Mobile: 9844266159
E mail: sudhir.compsec@gmail.com

2. The Company had availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
3. The shareholders of the Company holding shares as on the "cut off" date of September 21, 2015 were entitled to vote on the resolutions as contained in the Notice of the 11th Annual General Meeting.
4. The voting period for remote e-voting commenced on Friday, September 25, 2015 (9.00 A.M IST) and ended on Sunday, September 27, 2015 (5.00 P.M. IST) and the CDSL e-voting platform was blocked thereafter.
5. The Company has also provided voting facility by ballot to the shareholders present at the 11th Annual General Meeting, but who did not cast their vote earlier through remote e-voting facility.
6. After the time fixed for the voting at meeting by the Chairman, one ballot box kept for polling was locked in my presence.
7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
8. Thereafter the votes cast through remote e-voting was unblocked by me in the presence of the two witnesses not in the employment of the Company and scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.
9. There were no votes considered as invalid.

I now submit my Consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Standalone Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that dated and the Reports of the Auditors and Directors thereon.



(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
33	3854325	86.771

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	587601	13.229

Resolution 2: Ordinary Resolution

Ratification of Auditors Appointment

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	3854325	86.772

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	587586	13.228

Resolution 3: Ordinary Resolution

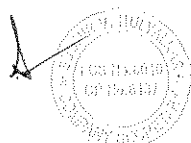
Appointment of Ms. Tushita Aakar Patel as Director

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	4441801	99.998

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	110	0.002

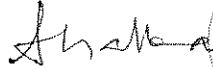


10. A Compact Disc (CD) containing a list of equity shareholders, the details of votes casted for each resolution is enclosed.

11. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

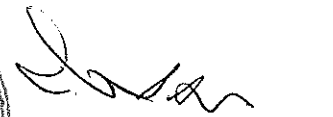
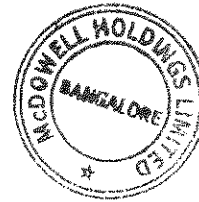
Yours faithfully



Sudhir V Hulyalkar
Practicing Company Secretaries
FCS: 6040 CP No.: 6137



For McDowell Holdings Limited



N. Srinivasan
Chairman