

General information about company

Company registration code	532852
Name of the entity	McDowell Holdings Limited
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

Annexure 1

Annexure 1

I. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
05-11-2015		
	05-02-2016	91

Annexure 1

V. Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	05-02-2016	Yes	The meeting was attended by two Non-executive Independent Directors and an non-executive director.	05-11-2015	91
Stakeholders Relationship Committee	05-02-2016	Yes	The meeting was attended by one Non-executive Independent Director and an	24-12-2015	42

			Non-executive director.		
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Annexure 1

. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
Whether prior approval of audit committee obtained	NA	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

I. Affirmations

Subject	Compliance status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
Details of business	Yes		www.mcdowellholdings.co.
Terms and conditions of appointment of independent directors	Yes		www.mcdowellholdings.co.
Composition of various committees of board of directors	Yes		www.mcdowellholdings.co.
Code of conduct of board of directors and senior management personnel	Yes		www.mcdowellholdings.co.
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.mcdowellholdings.co.
Criteria of making payments to non-executive directors	Yes		www.mcdowellholdings.co.
Policy on dealing with related party transactions	Yes		www.mcdowellholdings.co.
Policy for determining 'material' subsidiaries	NA		
Details of familiarization programmes imparted to independent directors	Yes		www.mcdowellholdings.co.
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.mcdowellholdings.co.
email address for grievance redressal and other relevant details	Yes		www.mcdowellholdings.co.
Financial results	Yes		www.mcdowellholdings.co.
Shareholding pattern	Yes		www.mcdowellholdings.co.
Details of agreements entered into with the media companies and/or their associates	NA		
New name and the old name of the listed entity	Yes		www.mcdowellholdings.co.

Annexure II

Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	NA	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	

5	Familiarization of independent directors	25(7)	Yes	
5	Memberships in Committees	26(1)	Yes	
7	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
8	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
9	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

I. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

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Signatory Details

Name of signatory	MANOJ KUMAR
Designation of person	Company Secretary
Place	BANGALORE
Date	14-04-2016