

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **McDowell Holdings Limited**
 2. Quarter ending - **31-03-2021**

i. Composition Of Board Of Director

Name of Director (Mr./Mrs./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Theerthesh B S	08955326	AHYPT7606G	ID,C & NED		13-Nov-2020	13-Nov-2020		12	12-Jun-1992	NA		1	1	2	2	AC,SC,NRC	
Mrs.	Sarvamangala Hadapada	08395454	AEKPH5211G	ID		22-Oct-2020	22-Oct-2020		12	22-Mar-1984	NA		1	1	2	0	AC,SC,NRC	
Mr.	Sreenivas G	07805594	AOVPS6968N	NED		13-Nov-2020	13-Nov-2020		12	09-Oct-1962	NA		1	0	2	0	AC,SC,NRC	

Company Remarks	
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	THEERTHESH B S	ID,C & NED	Chairperson	19-Nov-2020	
2	SREENIVAS G	NED	Member	13-Nov-2020	
3	SARVAMANGALA HADAPADA	ID	Member	22-Oct-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	THEERTHESH B S	ID,C & NED	Chairperson	19-Nov-2020	

2	SREENIVAS G	NED	Member	13-Nov-2020	
3	SARVAMANGALA HADAPADA	ID	Member	22-Oct-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SARVAMANGALA HADAPADA	ID	Chairperson	19-Nov-2020	
2	THEERTHESH B S	ID,C & NED	Member	13-Nov-2020	
3	SREENIVAS G	NED	Member	13-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
13-Nov-2020	09-Mar-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	115

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee	Date(s) of meeting of the committee in the	Whether requirement of Quorum	Number of Directors present	Number of independent directors
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	in the previous quarter	relevant quarter	met (Yes/No)		present
Audit Committee	13-Nov-2020		Yes	3	3
Audit Committee		09-Mar-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	115

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : Sreenivas G
Designation : Director

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.mcdowellh
Terms and conditions of appointment of	Yes		https://www.mcdowellh
Composition of various committees of	Yes		https://www.mcdowellh
Code of conduct of board of directors and	Yes		https://www.mcdowellh
Details of establishment of vigil mechanism/	Yes		https://www.mcdowellh
Criteria of making payments to non-	Not		
Policy on dealing with related party	Not		
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		https://www.mcdowellh
Email address for grievance redressal and other relevant details entity who are	Yes		https://www.mcdowellh
Contact information of the designated	Yes		https://www.mcdowellh
Financial results	Yes		https://www.mcdowellh
Shareholding pattern	Yes		https://www.mcdowellh
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Yes		https://www.mcdowellh
Advertisements as per regulation 47 (1)	Yes		https://www.mcdowellh
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.mcdowellh oldings.co.in/
Materiality Policy as per Regulation 30	Not		
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		https://www.mcdowellh
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	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)	Not Applicable	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Not Applicable	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Not Applicable	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of	24(2),(3),(4),(5) & (6)	Not Applicable	
Annual Secretarial Compliance Report	24(A)	Yes	

<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
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Name : **SREENIVAS G**
Designation : **Director**