

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **McDowell Holdings Limited**
 2. Quarter ending **31st March, 2020**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat eg ory (Ch air pers on / Exe cut iv e/ No n- Exe cut iv e/ I nd ep end ent/ No mi nee)	S u b C at eg ory	Ini tia l D at e of A p p oi nt m e nt	Dat e of App oi nt m e nt	Dat e of ces sat ion	T e n ur e	D at e of Bi rt h	Wh eth er spe cial res ol ut ion pas sed ?	D at e of p as s in g s p e ci al res ol ut ion	N o. of Di re ct or s hi p in lis te d en ti tie s in clu ding th is lis te d en ti ty	No of I nd ep end ent Dir ect or ship in lis te d en ti tie s in clu ding th is lis te d en ti ty	No of me m bers hi ps in Au dit/ St ak eh old er Co m m it tee (s) in clu ding th is lis te d en ti ty	No of po st of Ch air pers on in Au dit/ St ak eh old er Co m m it tee hel d in lis te d en ti tie s in clu ding th is lis te d en ti ty	Me m bers hi p in Co m m it tee s of the Co m p a ny	Rem arks
Mr.	Nitin Kochhar	035973	AKTPK8	ID		14-Feb-2017	26-Sep-2017	29-Feb-2020	60	19-Nov-19	Yes	26-Sep-20	1	1	2	2	AC,SC,NRC	Mr. Nitin Kochhar resigned as

																	be member of the Committees of the Board w.e.f that date.
M r.	Ra ghu vee ran Kas arg od	0 0 2 3 1 3 8 2	A C M P R O L	ID,C & NED		26- Sep - 201 9	26- Sep- 2019		1 2	1 3- N o v- 1 9 5 3	NA		1	1	2	2	AC,SC ,NRC
M r.	Aja y Ku mar Vij ay	0 2 5 9 9 1 6 7	A B Q P V D	ED	C E O	09- Ma y- 201 9	09- May- 2019		3 6	0 1- A u g- 1 9 6 3	NA		1	0	2	0	AC,SC ,NRC
M s.	Tus hita Pat el	0 7 0 1 7 5 9 1	A E X P M E	NED		20- Ma r- 201 5	20- Mar- 2015			1 9- D ec - 1 9 6 9	NA		1	0	2	0	AC,SC ,NRC

Company Remarks	Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date.
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Raghuveeran Kasargod	ID,C & NED	Chairperson	26-Sep-2019	
2	Nitin Kochhar	ID	Member	14-Feb-2017	29-Feb-2020
3	Tushita Patel	NED	Member	14-Nov-2017	
4	Ajay Kumar Vijay	ED	Member	29-Feb-2020	

Company Remarks	Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Raghuveeran Kasargod	ID,C & NED	Chairperson	26-Sep-2019	
2	Nitin Kochhar	ID	Member	07-Aug-2018	29-Feb-2020
3	Tushita Patel	NED	Member	16-May-2016	
4	Ajay Kumar Vijay	ED	Member	29-Feb-2020	

Company Remarks	Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member of Committee w.e.f. 29.2.2020..
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
----------------	-----------------------------	-----------------	-------------------------------	-------------------------	-----------------------

Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Nitin Kochhar	ID	Chairperson	14-Feb-2017	29-Feb-2020
2	Raghuveeran Kasargod	ID,C & NED	Chairperson	26-Sep-2019	
3	Tushita Patel	NED	Member	12-Nov-2018	
4	Ajay Kumar Vijay	ED	Member	29-Feb-2020	

Company Remarks	Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member and Mr. Raghuveeran Kasargod was appointed as Chairperson of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member and Mr. Raghuveeran Kasargod was appointed as Chairperson of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member and Mr. Raghuveeran Kasargod was appointed as Chairperson of Committee w.e.f. 29.2.2020..Mr. Nitin Kochhar resigned as Director of the Company w.e.f. February 29,2020. He also ceased to be member of the Committees of the Board w.e.f that date. Mr. Ajay Kumar Vijay was appointed as Member and Mr. Raghuveeran Kasargod was appointed as Chairperson of Committee w.e.f. 29.2.2020..
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
12-Nov-2019	14-Feb-2020	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	93

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	12-Nov-2019	14-Feb-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	93

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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	
--	--

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:

NIL

Name : Arindam Ash
Designation : Compliance Officer

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		www.mcdowellholdings.
Terms and conditions of appointment of	Yes		www.mcdowellholdings.
Composition of various committees of	Yes		www.mcdowellholdings.
Code of conduct of board of directors and	Yes		www.mcdowellholdings.
Details of establishment of vigil mechanism/	Yes		www.mcdowellholdings.
Criteria of making payments to non-	Yes		www.mcdowellholdings.
Policy on dealing with related party	Yes		www.mcdowellholdings.
Policy for determining 'material' subsidiaries	Yes		www.mcdowellholdings.
Details of familiarization programs imparted	Yes		www.mcdowellholdings.
Email address for grievance redressal and other relevant details entity who are	Yes		www.mcdowellholdings.co.in
Contact information of the designated	Yes		www.mcdowellholdings.
Financial results	Yes		www.mcdowellholdings.
Shareholding pattern	Yes		www.mcdowellholdings.i
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	Not		www.mcdowellholdings.
Advertisements as per regulation 47 (1)	Yes		www.mcdowellholdings.
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		www.mcdowellholdings.
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.mcdowellholdings.co.in
Materiality Policy as per Regulation 30	Yes		www.mcdowellholdings.
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.mcdowellholdings.i
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	

<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<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	
--------------------------	--

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	
--------------------------	--

Name : **Arindam Ash**
Designation : **Compliance Officer**