

MGT 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L05190KA2004PLC033485
ii)	Registration Date	March 01, 2004
iii)	Name of the Company	McDowell Holdings Limited
iv)	Category/Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered office and contact details	UB Tower, Level 12, UB City, 24 Vittal Mallya Road, Bengaluru 560 001; Contact No. : +91-80-39856500; Fax No. +91-80-22274890.
vi)	Whether listed company Yes/No	Yes
vii)	Name, Address and Contact details of Registrars and Share Transfer Agent, if any	Integrated Registry Management Services Limited 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560 003 Tel.No. : 080 – 23460815 – 18 Fax No. : 080 – 23460819

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Invest in securities, provide guarantee & security and lend money	8024	99.73 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ associate	% of shares held	Applicable Section
1.	-	-	-	-	-

The Company does not have any subsidiary or associate Companies on the reporting date.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total equity)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% Change during the year
	Demat	Physical	Total number of Shares	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
(i) Individual/HUF	2	0	2	0.00	2	0	2	0.00	0.00
(ii) Central Govt.	0	0	0	-	0	0	0	-	0.00
(iii) State Govt.(s)	0	0	0	-	0	0	0	-	0.00
(iv) Bodies Corp.	25,17,390	0	2517390.00	17.99	25,17,390	0	2517390.00	17.99	0.00
(v) Banks/FIs	0	0	0	-	0	0	0	-	0.00

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% Change during the year
	Demat	Physical	Total number of Shares	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(vi) Any Other	0	0	0	-	0	0	0	-	0.00
Sub-Total (A)(1)	25,17,392	0	25,17,392	17.99	25,17,392	0	25,17,392	17.99	0.00
2. Foreign									
(a) NRIs-Individuals	0	0	0	0	0	0	0	0	0.00
(b) Other-Individuals	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
(d) Banks/FI	0	0	0	0	0	0	0	0	0.00
(e) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	25,17,392	0	25,17,392	17.99	25,17,392	0	25,17,392	17.99	0
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	688	0.00	688	0.00	688	0.00	688	0.00	0.00
(b) Banks/FI	12,679	3,579	16,258	0.12	29,398	3,579	32,977	0.24	0.12
(c) Central Govt.	20	0	20	0.00	20	0	20	0.00	0.00
(d) State Govt.(s)	0	0	0	0	0	0	0	0	-
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
(f) Insurance Companies	0	0	0	0	0	0	0	0	-
(g) FIs	2957220	0	29,57,220	21.13	2957220	0	29,57,220	21.13	-
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
(i) Others (specify QFI)	0	0	0	0	0	0	0	0	-
Sub-Total (B)(1)	29,70,607	3,579	29,74,186	21.26	29,87,326	3,579	29,90,905	21.38	0.12
2. Non-Institutions									
(a) Bodies Corp.							-	-	-
i) Indians	11,98,304	5,030	12,03,334	8.60	10,39,308	5,030	10,44,338	7.46	-1.14
ii) Overseas	0	0	0	0	0	0	0	0	-
(b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	4185046	307697	44,92,743	32.11	4344284	298979	46,43,263	33.18	1.08
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1654796	0	16,54,796	11.83	1882353	0	18,82,353	13.45	1.63

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% Change during the year
	Demat	Physical	Total number of Shares	% of Total Shares	Demat	Physical	Total	% of Total Shares	
iii)Others				-				-	-
Trust	13295	0	13,295	0.10	13095	0	13,095	0.09	-0.00
NRI	638476	114488	7,52,964	5.38	611243	112716	7,23,959	5.17	-0.21
Clearing Member	382739	0	3,82,739	2.74	176144	0	1,76,144	1.26	-1.48
Overseas Corporate Bodies	0.00	809	809	0.01	0.00	809	809	0.01	-
Unclaimed Suspense Account	0	0	0	0	0	0	0	0	-
Sub-Total (B)(2)	80,72,656	4,28,024	85,00,680	60.75	80,66,427	4,17,534	84,83,961	60.63	-0.12
Total Public Shareholding (B)= (B)(1)+(B)(2)	1,10,43,263	4,31,603	1,14,74,866	82.01	1,10,53,753	4,21,113	1,14,74,866	82.01	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Sub Total (C)	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	1,35,60,655	4,31,603	1,39,92,258	100.00	1,35,71,145	4,21,113	1,39,92,258	100.00	-

(ii) Shareholding of Promoters

Sl.No	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 31.03.2018)			% of Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	KINGFISHER FINVEST INDIA LIMITED	2027707	14.49	-	2027707	14.49		0.00
2	UNITED BREWERIES HOLDINGS LIMITED	489482	3.50	12.59	489482	3.50	12.59	0.00
3	MALLYA PRIVATE LIMITED	201	0.00	-	201	0.00		0.00
4	VIJAY MALLYA	2	0.00	-	2	0.00		0.00
	Total	25,17,392	17.99	12.59	25,17,392	17.99	12.59	0.00

(iii) Change in Promoters' Shareholding

Sl. No.	Name	Shareholding at the beginning of the year		Date of change	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	KINGFISHER FINVEST INDIA LIMITED	2027707	14.49	01-04-2017	0.00	No movement during the year		
				31-03-2018	0.00		20,27,707	14.49
2	UNITED BREWERIES HOLDINGS LIMITED	489482	3.50	01-04-2017	0.00	No movement during the year		
				31-03-2018	0.00		489482	3.50

Sl. No.	Name	Shareholding at the beginning of the year		Date of change	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
3	MALLYA PRIVATE LIMITED	201	0.00	01-04-2017	0.00	No movement during the year		
				31-03-2018	0.00		201	0.00
4	VIJAY MALLYA	2	0.00	01-04-2017	0.00	No movement during the year		
				31-03-2018	0.00		2	0.00

Note: Shareholding and Cumulative Shareholding of all promoters remains unchanged during the year

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the period 01/04/2017		Date of Change	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during FY 2017-18	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	ACACIA PARTNERS, LP	7,76,269	5.55	01.04.2017	0.00	No movement during the year	7,76,269	5.55
				31.03.2018			7,76,269	5.55
2	ROUTE ONE FUND I, L.P.	6,64,761	4.75	01.04.2017	0.00	No movement during the year	6,64,761	4.75
				31.03.2018			6,64,761	4.75
3	ROUTE ONE OFFSHORE MASTER FUND L.P.	6,52,497	4.66	01.04.2017	0.00	No movement during the year	6,52,497	4.66
				31.03.2018			6,52,497	4.66
4	ACACIA INSTITUTIONAL PARTNERS, LP	4,88,709	3.49	01.04.2017	0.00	No movement during the year	4,88,709	3.49
				31.03.2018			4,88,709	3.49
5	LKP FINANCE LIMITED	279394	2.00	01.04.2017	279394	NA	279394	2.00
				07.04.2017	3040	Purchase	282434	2.02
				14.04.2017	6625	Purchase	289059	2.07
				21.04.2017	-9650	Sold	279409	2.00
				28.04.2017	200	Purchase	279609	2.00
				05.05.2017	-300	Sold	279309	2.00
				12.05.2017	550	Purchase	279859	2.00
				19.05.2017	-550	Sold	279309	2.00
				26.05.2017	1000	Purchase	280309	2.00
				02.06.2017	-995	Sold	279314	2.00
				09.06.2017	295	Purchase	279609	2.00
				16.06.2017	-80	Sold	279529	2.00
				23.06.2017	480	Purchase	280009	2.00
				30.06.2017	-20700	Sold	259309	1.85
				07.07.2017	20000	Purchase	279309	2.00
				14.07.2017	2300	Purchase	281609	2.01
				21.07.2017	-1441	Sold	280168	2.00
28.07.2017	-659	Sold	279509	2.00				
04.08.2017	-150	Sold	279359	2.00				
11.08.2017	241	Purchase	279600	2.00				
18.08.2017	-291	Sold	279309	2.00				

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the period 01/04/2017		Date of Change	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during FY 2017-18	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
				15.09.2017	21	Purchase	279330	2.00
				22.09.2017	-21	Sold	279309	2.00
				30.09.2017	-20000	Sold	259309	1.85
				06.10.2017	20000	Purchase	279309	2.00
				27.10.2017	1300	Purchase	280609	2.01
				03.11.2017	-260558	Sold	20051	0.14
				10.11.2017	-19751	Sold	300	0.00
				17.11.2017	-125	Sold	175	0.00
				24.11.2017	-175	Sold	0	0.00
				01.12.2017	1225	Purchase	1225	0.01
				08.12.2017	-200	Sold	1025	0.01
				15.12.2017	-775	Sold	250	0.00
				22.12.2017	311	Purchase	561	0.00
				29.12.2017	64	Purchase	625	0.00
				05.01.2018	-575	Sold	50	0.00
				12.01.2018	54	Purchase	104	0.00
				19.01.2018	27	Purchase	131	0.00
				25.01.2018	473	Purchase	604	0.00
				02.02.2018	-500	Sold	104	0.00
				16.02.2018	-4	Sold	100	0.00
				09.03.2018	300	Purchase	400	0.00
				16.03.2018	-400	Sold	0	0.00
				23.03.2018	325	Purchase	325	0.00
				31.03.2018	-325	Sold	0	0.00
6	SURESH POONATI	274485	1.15	31.03.2017	274485	NA	274485	1.96
				14.07.2017	11107	Purchase	285592	2.04
				12.01.2018	-40845	SOLD	244747	1.75
				31.03.2018	0	NA	244747	1.75
7	ACACIA BANYAN PARTNERS	2,43,480		01.04.2017	0.00	No movement during the year	2,43,480	1.74
				31.03.2018			2,43,480	1.74
8	Milky Investment And Trading Company	1,60,935		01.04.2017	0.00	No movement during the year	1,60,935	1.15
				31.03.2018			1,60,935	1.15
9	ANANTHA SEKHAR DIYYALA	1,58,354		01.04.2017	0.00	No movement during the year	1,58,354	1.13
				31.03.2018			1,58,354	1.13
10	SUDHISH CHUGH	156152		31.03.2017	156152	NA	156152	1.12
				07.04.2017	300	Purchase	156452	1.12
				21.04.2017	1400	Purchase	157852	1.13
				12.05.2017	1800	Purchase	159652	1.14
				02.06.2017	-20000	Sold	139652	1.00
				09.06.2017	-1000	Sold	138652	0.99
				31.03.2018	0	NA	138652	0.99

(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. M S Kapur, Director	Nil	Nil	Nil	Nil
2.	Mr. Nitin Kochhar, Director	Nil	Nil	Nil	Nil
3.	Mr. Anil Pisharody (resigned w.e.f 31-10-2017)	Nil	Nil	Nil	Nil
4.	Ms. Tulshita Patel, Director	Nil	Nil	Nil	Nil
5.	Mr. Manoj Kumar, Company Secretary	Nil	Nil	Nil	Nil
6.	Mr. Arindam Ash, Chief Financial Officer	Nil	Nil	Nil	Nil

VI INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in million)

Sl. No	Particulars	Secured loans (Excluding deposits)	Unsecured loans	Deposits	Total
1	Opening Balance 1.4.2017				
	i) Principal amount	-	200.00	-	200.00
	ii) Interest due but not paid	-	24.32	-	5.33
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	-	-	205.33
2	Change in indebtedness during the financial year	-	224.32	-	224.32
	Addition :				
	i) Principal amount	-	-	-	-
	ii) Interest due but not paid	-	8.08	-	8.08
	iii) Interest accrued but not due	-	-	-	-
	Reduction :				
	i) Principal amount	-	-	-	-
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Net Change :				
	i) Principal amount	-	-	-	-
	ii) Interest due but not paid	-	8.08	-	8.08
	iii) Interest accrued but not due	-	-	-	-
3	Closing Balance 31.3.2018	-			
	i) Principal amount	-	200.00	-	200.00
	ii) Interest due but not paid	-	32.40	-	32.40
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	232.40	-	232.40

VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: *

Sl. No.	Particulars of Remuneration		Total Amount (₹)
1.	Gross salary	-	-
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act		-

* There were no Managing Director, Whole-time Directors and/or Manager during the year under review.

B. Remuneration to other Directors: **

None of the Directors are paid any remuneration except sitting fees for attending meetings of the Board and Committee

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
		Mr. M. S. Kapur	Mr. Nitin Kochhar	Mr. Anil Pisharody	Mrs. Tushita Patel	
1	Independent Directors					
	• Fee for attending board/committee meetings	5,40,000	80,000	-	-	10,80,000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	5,40,000	80,000	-	-	10,80,000

Sl. No.	Particulars of Remuneration	Mr. M. S. Kapur	Mr. N. Srinivasan	Mr. Nitin Kochhar	Mr. Anil Pisharody	Mrs. Tushita Patel	Total Amount (₹)
2.	Other non-executive Directors						
	• Fee for attending board/committee meetings	-	-	-	4,40,000	3,30,000	7,70,000
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	4,40,000	3,30,000	7,70,000
	Total =(1+2)	5,40,000	4,20,000	80,000	4,40,000	3,30,000	7,70,000
	Total Managerial Remuneration	-	-	-	-	-	-
	Overall Ceiling as per the Act			Sitting Fees not exceeding Rupees One Lakh per meeting of the Board or Committee thereof in terms of Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.			

C. Remuneration To Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Arindam Ash (March 23-31, 2018)	Mr. Manoj Kumar
1.	Gross Salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,142	1,167,600
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	33439	2106628
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
	Total	51581	3274228

By Order of the Board

Place : Delhi
Date : August 07, 2018

M S Kapur
Chairman
[DIN 00703815]