

**MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on March 31, 2019  
[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. : +91-80-46686500; 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, 4 <sup>th</sup> 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 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% change during the year
	Demat	Physical	Total number of Shares	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
(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	25,17,390	17.99	3,17,030	0	3,17,030	2.27	-15.72
(v) Banks/Fls	0	0	0	-	0	0	0	-	0.00
(vi) Any Other	0	0	0	-	0	0	0	-	0.00
<b>Sub-Total (A)(1)</b>	<b>25,17,392</b>	<b>0</b>	<b>25,17,392</b>	<b>17.99</b>	<b>3,17,032</b>	<b>0</b>	<b>3,17,032</b>	<b>2.27</b>	<b>-15.72</b>

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% change during the year
	Demat	Physical	Total number of Shares	% of Total Shares	Demat	Physical	Total	% of Total Shares	
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
<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoters (A)=(A)(1)+(A)(2)</b>	<b>25,17,392</b>	<b>0</b>	<b>25,17,392</b>	<b>17.99</b>	<b>3,17,032</b>	<b>0</b>	<b>3,17,032</b>	<b>2.27</b>	<b>-15.72</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	688	0.00	688	0.00	688	0.00	688	0.00	0.00
(b) Banks/FI	29,398	3,579	32,977	0.24	534	3,579	4,113	0.03	-0.21
(c) Central Govt.	20	0	20	0.00	22,00,380	0	22,00,380	15.73	15.73
(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	29,57,220	0	29,57,220	21.13	29,62,937	0	29,62,937	21.18	0.05
(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	-
<b>Sub-Total (B)(1)</b>	<b>29,87,326</b>	<b>3,579</b>	<b>29,90,905</b>	<b>21.38</b>	<b>51,64,539</b>	<b>3,579</b>	<b>51,68,118</b>	<b>36.94</b>	<b>15.57</b>
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
i) Indians	10,39,308	5,030	10,44,338	7.46	7,13,680	4,974	7,18,654	5.14	-2.33
ii) Overseas	0	0	0	-	0	0	0	0	-
(b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 Lakh	43,44,284	2,98,979	46,43,263	33.18	49,27,513	2,79,347	52,06,860	37.21	4.03
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	18,82,353	0	18,82,353	13.45	16,93,912	0	16,93,912	12.11	-1.35
iii) Others				-				-	-
Trust	13,295	0	13,095	0.09	13,095	0	13,095	0.09	-
NRI	6,11,243	1,12,716	7,23,959	5.17	6,43,645	1,09,692	7,53,337	5.38	0.21
Clearing Member	1,76,144	0	1,76,144	1.26	1,20,441	0	1,20,441	0.86	-0.40
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	-
<b>Sub-Total (B)(2)</b>	<b>80,66,627</b>	<b>4,17,534</b>	<b>84,83,961</b>	<b>60.63</b>	<b>81,12,286</b>	<b>3,94,822</b>	<b>85,07,108</b>	<b>60.80</b>	<b>0.17</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1,10,53,953</b>	<b>4,21,113</b>	<b>1,14,74,866</b>	<b>82.01</b>	<b>1,32,76,825</b>	<b>3,98,401</b>	<b>1,36,75,226</b>	<b>97.73</b>	<b>15.72</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	-
<b>Sub Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1,35,71,345</b>	<b>4,21,113</b>	<b>1,39,92,258</b>	<b>100.00</b>	<b>1,35,93,857</b>	<b>3,98,401</b>	<b>1,39,92,258</b>	<b>100.00</b>	<b>-</b>

## (ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2018)			Shareholding at the end of the year (As on 31-03-2019)			% 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	-	0	-	-	-14.49
2	UNITED BREWERIES (HOLDINGS) LIMITED	4,89,482	3.50	12.59	3,17,030	3.50	12.59	0.00
3	MALLYA PRIVATE LIMITED	201	0.00	-	0	-	-	0.00
4	VIJAY MALLYA	2	0.00	-	2	0.00	-	0.00
	<b>Total</b>	<b>25,17,392</b>	<b>17.99</b>	<b>12.59</b>	<b>3,17,032</b>	<b>3.50</b>	<b>12.59</b>	<b>-14.49</b>

## (iii) Change in Promoters' Shareholding

Sl. No.	Name	Shareholding at the beginning of the year (as on 01-04-2018)		Date of change	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding at the end of the year (as on 31-03-2019)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	KINGFISHER FINVEST INDIA LIMITED	20,27,707	14.49	01-04-2018	0.00	-	20,27,707	14.49
				04-05-2018	-171000	TRANSFER*	18,56,707	-
				31-03-2019	0	-	-	-
2	UNITED BREWERIES (HOLDINGS) LIMITED	4,89,482	3.50	01-04-2018	0	-	4,89,482	-
				04-05-2018	-172452	TRANSFER*	3,17,030	-
				31-03-2019	0	-	3,17,030	-
3.	MALLYA PRIVATE LIMITED	201	0.00	01-04-2018	0	-	201	-
				04-05-2018	201	TRANSFER*	-	-
				31-03-2019	0	-	-	-
4.	VIJAY MALLYA	2	0.00	01-04-2018	0	No movement during the year	2	0.00
				31-03-2019	0	-	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 (as on 01-04-2018)		Date of Change	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during FY 2018-19	
		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	01-04-2018	0.00	No movement during the year	7,76,269	5.55
				31-03-2019	-		7,76,269	5.55
2	ROUTE ONE FUND I, L.P.	6,64,761	4.75	01-04-2018	0.00	No movement during the year	6,64,761	4.75
				31-03-2019	-		6,64,761	4.75

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the period (as on 01-04-2018)		Date of Change	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during FY 2018-19	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
3	ROUTE ONE OFFSHORE MASTER FUND L.P.	6,52,497	4.66	01-04-2018	0.00	No movement during the year	6,52,497	4.66
				31-03-2019			6,52,497	4.66
4	ACACIA INSTITUTIONAL PARTNERS, LP	4,88,709	3.49	01-04-2018	0.00	No movement during the year	4,88,709	3.49
				31-03-2019			4,88,709	3.49
5	SURESH POONATI	2,44,747	1.75	01-04-2018	0.00	No movement during the year	2,44,747	1.75
				31-03-2019			6,52,497	4.66
6	ACACIA BANYAN PARTNERS	2,43,480		01-04-2018	0.00	No movement during the year	2,43,480	1.74
				31-03-2019			2,43,480	1.74
7	MILKY INVESTMENT AND TRADING COMPANY	1,60,935		01-04-2018	0.00	No movement during the year	1,60,935	1.15
				31-03-2019			1,60,935	1.15
8	ANANTHA SEKHAR DIYYALA	1,58,354		01-04-2018	0.00	No movement during the year	1,58,354	1.13
				31-03-2019			1,58,354	1.13
9	KALPANA S KHANDELWAL	1,43,863		01-04-2018	0.00	No movement during the year	1,43,863	1.03
				31-03-2019			1,43,863	1.03

**(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (as on 01-04-2018)		Shareholding at the end of the year (as on 31-03-2019)	
		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.	Ms. Tulshita Patel, Director	Nil	Nil	Nil	Nil
4.	Mr. Manoj Kumar, Company Secretary	Nil	Nil	Nil	Nil
5.	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	<b>Opening Balance 1.4.2018</b>				
	i) Principal amount	-	200.00	-	200.00
	ii) Interest due but not paid	-	32.40	-	32.40
	iii) Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	-	-	-

Sl. No	Particulars	Secured loans (Excluding deposits)	Unsecured loans	Deposits	Total
2	<b>Change in indebtedness during the financial year</b>	-	-	-	-
	<b>Addition :</b>				
	i) Principal amount	-	7.00	-	7.00
	ii) Interest due but not paid	-	32.40	-	32.40
	iii) Interest accrued but not due	-	-	-	-
	<b>Reduction :</b>	-	-	-	-
	i) Principal amount	-	-	-	-
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	<b>Net Change :</b>	-	-	-	-
	i) Principal amount	-	7.00	-	7.00
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
3	<b>Closing Balance 31.3.2019</b>	-	-	-	-
	i) Principal amount	-	207.00	-	207.00
	ii) Interest due but not paid	-	32.40	-	32.40
	iii) Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	<b>239.40</b>	-	<b>239.40</b>

## 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 the Directors			Total Amount (₹)
		Mr. M. S. Kapur	Mr. Nitin Kochhar	Mrs. Tushita Patel	
1	<b>Independent Directors</b>				
	• Fee for attending board/committee meetings	10,80,000	10,80,000	-	10,80,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>10,80,000</b>	<b>10,80,000</b>	<b>-</b>	<b>10,80,000</b>

Sl. No.	Particulars of Remuneration	Name of the Directors			Total Amount (₹)
		Mr. M. S. Kapur	Mr. Nitin Kochhar	Mrs. Tushita Patel	
<b>2.</b>	<b>Other non-executive Directors</b>				
	• Fee for attending board/committee meetings	-	-	9,60,000	9,60,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total =(1+2)	-	-	9,60,000	9,60,000
	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 Chief Financial Officer	Mr. Manoj Kumar Company Secretary
1.	Gross Salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,83,706	12,40,800
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	8,57,207	12,80,004
(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	20,40,913	25,20,804

By Order of the Board

Place : Bengaluru  
Date : August 02, 2019

**M S Kapur**  
Chairman  
[DIN 00703815]