

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2020**

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

I. REGISTRATION & OTHER DETAILS	
1	CIN L05190KA2004PLC033485
2	Registration Date March 01, 2004
3	Name of the Company McDowell Holdings Limited
4	Category/Sub-category of the Company Company Limited by Shares/ Non-Government Company
5	Address of the Registered Office and contact details UB Tower, Level 12, UB City, No.24, Vittal Mallya Road, Bengaluru - 560 001
6	Whether Listed Company Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any Integrated Registry Management Services Limited 30, Ramana Residency, 4 th 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.	Investment and consultancy services	6499	15.58 %

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	NIL				

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):

A. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2	0	2	0.00	2	0	2	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	317030	0	317030	2.27	317030	0	317030	2.27	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (1)	317032	0	317032	2.27	317032	0	317032	2.27	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Body Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	317032	0	317032	2.27	317032	0	317032	2.27	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	688	0	688	0.00	70	0	70	0.00	0.00
b) Banks / FI	554	3579	4133	0.03	934	3579	4513	0.03	0.00
c) Central Govt	2200360	0	2200360	15.73	2200360	0	2200360	15.73	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	2962937	809	2963746	21.18	2962937	809	2963746	21.18	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	5164539	4388	5168927	36.94	5164301	4388	5168689	36.94	-0.00

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	713680	4974	718654	5.14	583625	4974	588599	4.21	-0.93
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5571158	389039	5960197	42.60	5465276	378699	5843975	41.77	-0.83
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1693912	0	1693912	12.11	2020858	0	2020858	14.44	2.34
c) Others (specify)									
Trust	13095	0	13095	0.09	13035	0	13035	0.09	-0.00
Clearing Member	120441	0	120441	0.86	40070	0	40070	0.29	-0.57
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2)	8112286	394013	8506299	60.79	8122864	383673	8506537	60.79	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	13276825	398401	13675226	97.73	13287165	388061	13675226	97.73	-0.00
C.Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
D. Sub Total (C)	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	13593857	398401	13992258	100.00	13604197	388061	13992258	100.00	-0.00

E. Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2019)			Shareholding at the end of the year (As on March 31, 2020)			% 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	0	0.00	0	0	0.00	0.00	0
2.	United Breweries Holdings Limited	317030	2.27	2.27	317030	2.27	2.27	0
3.	Mallya Private Limited	0	0.00	0	0	0.00	0.00	0
4.	Vijay Mallya	2	0.00	0.00	2	0.00	0.00	0
	Total	317032	2.27	2.27	317032	2.27	2.27	0

F. Change in Promoters' Shareholding:

Sl. No.	Change in Promoters' Shareholding	Shareholding at the beginning of the year (As on April 1, 2019)		Shareholding at the end of the year (As on March 31, 2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	317032	2.27	317032	2.27
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
3	At the end of the year	317032	2.27	317032	2.27

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

Sl. No.	Name	Shareholding		Date	Increase / Decrease in share holding	Reason	Cumulative Shareholding during the year (April 1, 2019 to March 31, 2020)	
		No. of shares at the beginning of the year (As on April 1, 2019)/ end of the year March 31, 2020)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Acacia Partners, LP	776269	5.55	1.4.2019	0	No movement during the year	776269	5.55
				31.3.2020			776269	5.55
2.	Route One Fund I, L.P.	664761	4.75	1.4.2019	0	No movement during the year	664761	4.75
				31.3.2020			664761	4.75
3.	Route One Offshore Master Fund L.P.	652497	4.66	1.4.2019	0	No movement during the year	652497	4.66
				31.3.2020			652497	4.66
4.	Acacia Institutional Partners, LP	488709	3.49	1.4.2019	0	No movement during the year	488709	3.49
				31.3.2020			488709	3.49
5.	Suresh Poonati	244747	1.75	1.4.2019	N.A	Opening	244747	1.75
				24.1.2020	44584	Bought	289331	4.66
				31.1.2020	21822	Bought	311153	2.22
				7.2.2020	5094	Bought	316247	2.26
				27.3.2020	-10	Sold	316237	2.26
				31.3.2020			316227	2.26
6.	Acacia Banyan Partners	243480	1.74	1.4.2019	0	No movement during the year	243480	1.74
				31.3.2020			243480	1.74
7.	Milky Investment And Trading Company	160935	1.15	1.4.2019	0	No movement during the year	160935	1.15
				31.3.2020			160935	1.15
8.	Anantha Sekhar Diyyala	158354	1.13	1.4.2019	0	No movement during the year	158354	1.13
				31.3.2020			158354	1.13
9.	Rajiv Arora	148598	1.06	1.4.2019	NA	Opening	148598	1.06
				6.3.2020	1700	Bought	150298	1.07
				20.3.2020	720	Bought	151018	1.08
				27.3.2020	72	Bought	151090	1.08
				31.3.2020			151090	1.08
10.	Kalpana S Khandelwal	143863	1.03	1.4.2019	0	No movement during the year	143863	1.03
				31.3.2020			143863	1.03

H. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year (As on April 1, 2019)		Shareholding at the end of the year (As on March 31, 2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. M. S.Kapur ¹ (Independent Director)	Nil	Nil	Nil	Nil
2.	Mr. Nitin Kochhar ² (Independent Director)	Nil	Nil	Nil	Nil
3.	Mr. Ajay Kumar Vijay ³ (Executive Director)	Nil	Nil	Nil	Nil
4.	Ms. Tushita Patel (Non-Executive Director)	Nil	Nil	Nil	Nil
5.	Mr. Raghuvveeran Kasargod ⁴ (Independent Director)	Nil	Nil	Nil	Nil
6.	Mr. Manoj Kumar ⁵ (Company Secretary)	Nil	Nil	Nil	Nil
7.	Mr .Arindam Ash (Chief Financial Officer)	Nil	Nil	Nil	Nil

¹ upto 28.9. 2019; ² upto 29.2.2020; ³ w.e.f. 9.5.2019; ⁴ w.e.f.26.9.2019

V. INDEBTEDNESS:

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

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	(Rs.) Total Indebtedness
i) Principal Amount	-	20,70,00,000	-	20,70,00,000
ii) Interest due but not paid	-	3,24,00,003	-	3,24,00,003
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	23,94,00,003	-	23,94,00,003
Change in Indebtedness during the financial year				
* Addition	-	5,45,28,156	-	5,45,28,156
* Reduction	-	15,75,89,582	-	15,75,89,582
Net Change	-	10,30,61,426	-	10,30,61,426
i) Principal Amount	-	5,96,13,786	-	5,96,13,786
ii) Interest due but not paid	-	7,67,24,791	-	7,67,24,791
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	13,63,38,577	-	13,63,38,577

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of Whole-time Director	Total Amount (Rs.)
		Mr. Ajay Kumar Vijay *	
1.	Gross salary		
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	27,20,000	27,20,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	37,50,514	37,50,514
(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		
5.	-Others- Contribution to Provident and Superannuation Fund	7,34,400	7,34,400
	Total	72,04,914	72,04,914

*employed for part of the year

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total (Rs)
		Mr. M. S. Kapur (upto 28.9.2019)	Mr. Nitin Kochhar (upto 29.2.2020)	Mr. Raghuvveeran Kasargod (w.e.f. 26.9.2019)	Ms. Tushita Patel	
1.	Independent Directors					
	Fee for attending board/ committee meetings	9,60,000	12,00,000	2,40,000	-	24,00,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	9,60,000	12,00,000	2,40,000	-	24,00,000
2.	Other Non-Executive Directors					
	Fee for attending board/ committee meetings	-	-	-	9,00,000	9,00,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	9,00,000	9,00,000
3.	Total Managerial Remuneration =(1+2)	9,60,000	12,00,000	2,40,000	9,00,000	33,00,000
	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. Manoj Kumar (Company Secretary) (upto 10.12.2019)	Mr. Arindam Ash (Chief Financial Officer)
1.	Gross salary		
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	8,00,000	6,94,103
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	11,27,590	14,03,272
(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	-	-
5.	- others, specify...	-	-
	Total	20,97,375	19,27,590

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					