



McDOWELL HOLDINGS LIMITED

MHL/CS/SE

29th September, 2016

The Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai-400001

The Asst. Vice President
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block - G
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051

BSE Scrip Code:532852

NSE Symbol: MCDHOLDING

Sub: Disclosure of voting result at the Annual General Meeting.

Dear Sir,

In terms of the provisions of Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are furnishing below the details of the voting and e-voting results of the 12th Annual General Meeting (AGM) of the Company held on Thursday, September 29, 2016 at Conference Hall, Level-1, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore - 560 001.

Date of AGM	29-09-2016
Total No. of shareholders on the record date	50,869
No. of shareholders present at the Meeting either in person or through proxy	
• Promoter and Promoter Group	3
• Public	44
No of shareholders attended the meeting through video conferencing	
• Promoter and Promoter Group	Not applicable
• Public	Not applicable

Agenda -wise disclosure:

Sl. No	Resolutions	Resolution Required	Mode of voting	Remarks
5.	Adoption of Audited Balance Sheet of the Company as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	Remote E-voting and through ballot at AGM	Passed with requisite majority
6.	Re-appointment of Mr. Anil Pisharody (DIN 02500666), who retires by rotation and, being eligible, offers herself for re-appointment. (Ordinary	Ordinary Resolution	Remote E-voting and through ballot at AGM	Passed with requisite majority

Registered Office : UB Tower, Level 12, UB City, 24, Vittal Mallya Road, Bangalore 560001, India

Tel.: +91 80 3985 6500, Fax: +91 80 2227 4890, www.mcdowellholdings.in

Corporate Identity Number - L05190KA2004PLC033485





McDOWELL HOLDINGS LIMITED

	Resolution)			
7.	Ratification of Auditors' appointment and fixing their remuneration(Ordinary Resolution)	Ordinary Resolution	Remote E-voting and through ballot at AGM	Passed with requisite majority
8.	Appointment of Mr. M. S. Kapur (DIN 00703815) as Independent Director of the Company. (Ordinary Resolution)	Ordinary Resolution	Remote E-voting and through ballot at AGM	Passed with requisite majority

In case of Poll/Postal ballot/E-voting:

Prompter/ Public	Mode of Voting	No. of sha res hel d	N. of vote polled	% of vote polled on outstan ding shares	No. of votes – in favour	No. of votes- again st	% of Votes in favour on votes polled	% of votes against on the votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(4)}{(2)} * 100$
Promoter and Promoter Group Public Institution Public Non- institution	-E-voting -Poll -Postal Ballot (if applicab le)	Detail as per Annexure – I						
Total								

A copy of Consolidated Scrutinizers Report on emote e-voting and poll at AGM is also attached herewith.

Kindly treat this as our compliance in terms of the applicable provision of Listing Regulations.

Thanking You

Yours Faithfully

For McDowell Holdings Limited

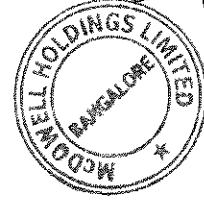
MANOJ KUMAR
[DGM – Legal & Company Secretary]



COMPANY NAME	MCDOWELL HOLDINGS LIMITED
Date of AGM	29-09-2016
No of Share Holders As on Record Date (cut off date)	50749
No of Share holders present in the meeting either in person or through Proxy:	Promoters and Promoter Group 4
Promoters and Promoters Group	Public -43
Public:	
No of Shareholders attended through video conferencing:	
Promoters and Promoters Group -	
Public -	NIL

Resolution 1. ORDINARY RESOLUTION
 Adoption of Financial Statements for the year ended March 31, 2016 and Reports of Directors and the Auditors thereon
 Whether promoter/promoter Group are interested in the Agenda/Resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2517392	0	0.00	0	0	0.00	100.00
	Poll		2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public Institutions	Total	2517392	2517390	100.00	2517390	0	100.00	0.00
	E-voting	2963520	1332479	44.96	1332479	0	52.93	0.00
	Poll		0	0.00	0	0	0.00	0.00
Public Non Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2963520	1332479	0.00	1332479	0	100.00	0.00
	E-voting	8511346	762	0.01	737	25	0.02	3.281
Total	Poll		1443	0.017	1443	0	0.02	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	8511346	2205	0.03	2180	25	98.37	1.134
		13992258	3852074	27.53	3852049	25	99.999	0.001



Resolution 2 ORDINARY RESOLUTION

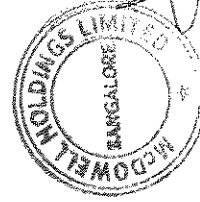
(Re-appointment of Mr. Acll Pisharody (DIN:02500666), who retires by rotation and being eligible offers himself for re-appointment
Whether promoter/promoter group are interested in the Agenda/Resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3) = \frac{(2) \times 100}{(1)}$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} \times 10$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 10$
Promoter and Promoter Group	E-voting		0	0.00	0	0	0.00	0.00
	Poll	2517392	2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public Institutions	Total	2517392	2517390	100.00	2517390	0	100.00	0.00
	E-voting		1332479	44.96	1332479	0	100.00	0.00
	Postal Ballot (if applicable)	2963520	0	0.00	0	0	0.00	0.00
Public Non Institutions	Total	2963520	1332479	44.96	1332479	0	100.00	0.00
	E-voting		762	0.01	697	65	91.47	8.53
	Poll	8511346	1443	0.017	1243	200	96.14	13.86
Total	Total	8511346	2205	0.03	1940	265	87.98	12.02
	E-voting	13992258	3852074	27.53	3851809	265	99.993	0.007

Resolution 3 ORDINARY RESOLUTION

(Ratification of appointment of Messrs. Vishnu Ram & Co. Chartered Accountants as Statutory Auditors.
Whether promoter/promoter group are interested in the Agenda/Resolution: NO

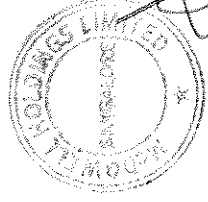
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3) = \frac{(2) \times 100}{(1)}$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} \times 10$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 10$
Promoter and Promoter Group	E-voting		0	0.00	0	0	0.00	0.00
	Poll	2517392	2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public Institutions	Total	2517392	2517390	100.00	2517390	0	100.00	0.00
	E-voting		1332479	44.96	1332479	0	100.00	0.00
	Postal Ballot (if applicable)	2963520	0	0.00	0	0	0.00	0.00
Public Non Institutions	Total	2963520	1332479	44.96	1332479	0	100.00	0.00
	E-voting		762	0.01	742	20	97.38	2.62
	Poll	8511346	1443	0.017	1443	0	100.00	0.00
Total	Total	8511346	2205	0.03	2185	20	99.09	0.91
	E-voting	13992258	3852074	27.53	3852054	20	99.999	0.001



Resolution 4 ORDINARY RESOLUTION

Appointment of Mr. M. S. Kasur (DIN 00703815) as Independent Director of the Company.
Whether promoter/promoter Group are Interested in the Agenda/Resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		0	0.00	0	0	0.00	0.00
	Poll	2517390	2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public Institutions	Total	2517390	2517390	100.00	2517390	0	100.00	0.00
	E-voting		1332479		1332479	0	100.00	0.00
	Poll	2963520	0	0.00	0	0	0.00	0.00
Public Non Institutions	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2963520	1332479	0.00	1332479	0	100.00	0.00
	E-voting		762	0.01	697	65	91.47	8.53
Total	Poll	8511346	1443	0.017	1243	200	86.14	13.86
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	8511346	2205	0.03	1940	265	87.98	12.02
		13997258	3852074	27.53	3851809	265	99.993	0.007



(Handwritten signature)



Sudhir V Hulyalkar
Company Secretary

To,

Date: September 29, 2016

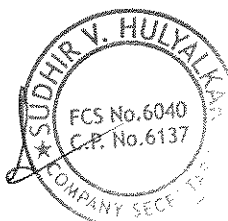
The Chairman,
Twelfth Annual General Meeting of the Members of
McDowell Holdings Limited
Bangalore

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and voting at Twelfth Annual General Meeting of **McDowell Holdings Limited** held on Thursday, September 29, 2016 at 3.15 P.M.

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of **McDowell Holdings Limited**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and voting by ballot at the Meeting in respect of the below mentioned resolutions placed before the shareholders at the Twelfth Annual General Meeting of **McDowell Holdings Limited** held on Thursday, September 29, 2016 at 3.15 P.M., submit my report as under:

1. The Notice dated July 4, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions placed at the Twelfth Annual General Meeting of the Company.
2. The Company had availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.



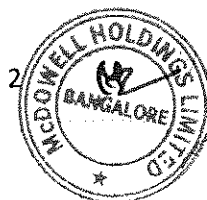
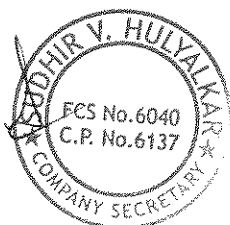
Sudhir V Hulyalkar
Company Secretaries
16/8, Ground Floor, 2nd Cross,
Gupta Layout, South End Road,
Basavangudi, Bangalore -560004
Tel : 080 26640932, Mobile: 9844266159
E mail: sudhir.compsec@gmail.com

3. The shareholders of the Company holding shares as on the cut-off date of Thursday, September 22, 2016 were entitled to vote on the resolutions as contained in the Notice of the Twelfth Annual General Meeting.
4. The voting period for remote e-voting commenced on Monday September 26, 2016 (9:00 AM IST) and ended on Wednesday September 28, 2016 (5:00 PM IST) and the CDSL e-voting platform was blocked thereafter.
5. The Company has also provided voting facility by ballot to the shareholders present at the Twelfth Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.
6. After the time fixed for the voting at meeting by the Chairman, two ballot boxes kept for polling were locked in my presence.
7. Upon conclusion of voting at meeting, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
8. Thereafter the votes cast through remote e-voting were unblocked by me in the presence of two witnesses who are not in the employment of the Company. The votes tendered therein were reviewed and scrutinized by me based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.
9. There were no invalid votes.

I now submit my consolidated Report on the result of the remote e-voting and voting at the meeting in respect of the Resolutions as below:

Resolution 1: Ordinary Resolution:

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Auditors and Directors thereon.



A handwritten signature in black ink, appearing to be "S. S. S.", written over a light blue grid background.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
40	38,52,049	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	25	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution 2: Ordinary Resolution:

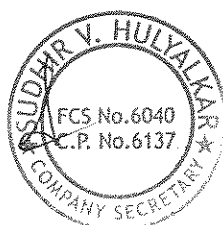
To appoint a Director in place of Mr. Anil Pisharody (DIN: 02500666), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

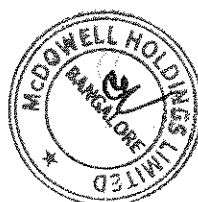
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
37	38,51,809	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	265	0.01



3



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution 3: Ordinary Resolution:

Ratification of Auditor's appointment and fix their remuneration.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
40	38,52,054	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	20	0

(iii) Invalid votes:

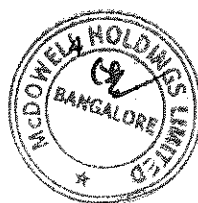
Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution 4: Ordinary Resolution:

Appointment of Mr. Manmohan Singh Kapur as an Independent Director.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
37	38,51,809	99.99



S. Raju

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	265	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

10. The registers and all other papers relating to voting by electronic means and ballot papers shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully



Sudhir V Hulyalkar

Company Secretary in Practice

FCS: 6040 CP No.: 6137

(Scrutinizer)

