



McDOWELL HOLDINGS LIMITED

27th September, 2019

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 15th 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 15th Annual General Meeting (AGM) of the Company held on Thursday, 26th September, 2019 at Level-1, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore - 560 001 at 03:30 PM.

Date of AGM	26-09-2019
Total No. of shareholders on the record date	47,998
No. of shareholders present at the Meeting either in person or through proxy	
• Promoter and Promoter Group	0
• Public	59
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
1.	Adoption of Audited Balance Sheet of the Company as at March 31, 2019, 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 voting through ballot at AGM	Passed with requisite majority
2.	Re-appointment of Mrs. Tushita Patel (DIN 07017591), who retires by rotation and, being eligible, offers herself for re-appointment. (Ordinary Resolution)	Ordinary Resolution	Remote voting through ballot at AGM	Passed with requisite majority
3.	Appointment of Mr. Ajay Kumar Vijay as the Director of the Company, by Ordinary Resolution.	Ordinary Resolution	Remote voting 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 4668 6060 Fax: +91 80 2227 4890, www.mcdowellholdings.co.in

Corporate Identity Number - L05190KA2004PLC033485





McDOWELL HOLDINGS LIMITED

4.	Appointment of Mr. Ajay Kumar Vijay as the Whole Time Director designated as the Executive Director and Chief Executive Officer of the Company, by Special Resolution.	Special Resolution	Remote voting through ballot at AGM	E- and at	Passed with requisite majority
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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)=[(2)/(1)]*100	(4)	(5)	(6)+[(4)/(2)]*100	(7)+[(4)/(2)]*100
Promoter and Promoter Group	-E-voting -Poll -Postal Ballot	Detail as per Annexure – I						
Public Institution	(if applicable)							
Public Non- institution								
Total								

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

Kindly treat this as our compliance in terms of the applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You
Yours Faithfully

For McDowell Holdings Limited

MANOJ KUMAR
[DGM – Legal & Company Secretary]

Annexure-I

General information about company	
Scrip code	532852
NSE Symbol	MCDHOLDING
MSEI Symbol	NA
ISIN	INE836H01014
Name of the company	MCDOWELL HOLDINGS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-09-2019
Start time of the meeting	03:30 PM
End time of the meeting	04:00 PM

Scrutinizer Details	
Name of the Scrutinizer	SUDHIR V HULYALKAR
Firms Name	M/S SUDHIR V HULYALKAR
Qualification	CS
Membership Number	CP-6137
Date of Board Meeting in which appointed	02-08-2019
Date of Issuance of Report to the company	26-09-2019

Voting results	
Record date	19-09-2019
Total number of shareholders on record date	47998
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	59
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, and the Reports of the Auditors and Directors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	317032	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		317032	0	0	0	0	0
Public-Institutions	E-Voting	5168807	2952937	57.13	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5168807	2952937	57.13	2952937	0	100
Public- Non Institutions	E-Voting	8506419	8559	0.1006	2675	5884	31.2537	68.7463
	Poll		570	0.0067	570	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8506419	9129	0.1073	3245	5884	35.5461
Total		13992258	2962066	21.1693	2956182	5884	99.8014	0.1986
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the a				No				
Description of resolution considered				Re-appointment of Ms. Tushita Patel (DIN 07017591) as Director, liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	317032	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		317032	0	0	0	0	0
Public-Institutions	E-Voting	5168807	2952937	57.13	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5168807	2952937	57.13	2952937	0	100
Public- Non Institutions	E-Voting	8506419	8559	0.1006	8478	81	99.0536	0.9464
	Poll		570	0.0067	570	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8506419	9129	0.1073	9048	81	99.1127
Total		13992258	2962066	21.1693	2961985	81	99.9973	0.0027
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ajay Kumar Vijay (DIN 02599167) as Director, not liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	317032	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		317032	0	0	0	0	0
Public-Institutions	E-Voting	5168807	2952937	57.13	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5168807	2952937	57.13	2952937	0	100
Public- Non Institutions	E-Voting	8506419	8559	0.1006	8475	84	99.0186	0.9814
	Poll		570	0.0067	570	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8506419	9129	0.1073	9045	84	99.0799
Total		13992258	2962066	21.1693	2961982	84	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr.Ajay Kumar Vijay as Whole Time Director being designated as the Executive Director and Chief Executive Officer of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	317032	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		317032	0	0	0	0	0
Public-Institutions	E-Voting	5168807	2952937	57.13	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5168807	2952937	57.13	2952937	0	100
Public- Non Institutions	E-Voting	8506419	8559	0.1006	2632	5927	30.7513	69.2487
	Poll		570	0.0067	570	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8506419	9129	0.1073	3202	5927	35.075
Total		13992258	2962066	21.1693	2956139	5927	99.7999	0.2001
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Sudhir V Hulyalkar
Company Secretary

To,

Date: 27/09/2019

The Chairman,
Fifteenth Annual General Meeting of the Members of
McDowell Holdings Limited
CIN-L05190KA2004PLC033485
UB Tower, Level 12, UB City 24, Vittal Mallya Road,
Bengaluru - 560001

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 the venue of Fifteenth Annual General Meeting of **McDowell Holdings Limited** held on Thursday, September 26, 2019 at 03:30 p.m. at Level - 1, UB Tower, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001.

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 Fifteenth Annual General Meeting of **McDowell Holdings Limited** held on Thursday, September 26, 2019 at 03:30 p.m. at Level - 1, UB Tower, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001 submit my report as under:

1. The Notice dated August 02, 2019 were sent to the shareholders in respect of the below mentioned resolutions placed at the Fifteenth Annual General Meeting of the Company.
2. The Company had availed the e-voting facility offered by the Central Depositories Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.



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Sudhir Vishnupant Hulyalkar
Company Secretaries

16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004
Phone: 080 26640932; 080-41123587 Mobile : 9844266159 Email : cssudhirvh@gmail.com

3. The shareholders of the Company holding shares as on the cut-off date of September 19, 2019 were entitled to vote on the resolutions as contained in the Notice of the Fifteenth Annual General Meeting.
4. The voting period for remote e-voting commenced on Monday, September 23, 2019 (9:00 AM IST) and ended on Wednesday September 25, 2019 (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 Fifteenth 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, one ballot box kept for polling was locked in my presence.
7. Upon conclusion of voting at meeting, the locked ballot box was opened by me in the presence of two witnesses who are not in the employment of the Company 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 not in the employment of the Company. The votes tendered therein were reviewed and scrutinized by me based on the data downloaded from the CDSL e-voting system.
9. In the case of voting at meeting, one ballot paper with signature mismatch is considered as invalid and in the case of remote e-voting, 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 as at March 31, 2019, 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.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
58	29,56,182	99.80%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	5,884	0.20%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	12

Resolution 2: Ordinary Resolution:

To appoint a Director in place of Ms. Tushita Patel (DIN 07017591), who retires by rotation and being eligible, offers herself for re-appointment

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
57	29,61,985	100%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	81	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	12

Resolution 3: Ordinary Resolution:

Appointment of Mr. Ajay Kumar Vijay (DIN: 02599167), as Director of the Company.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	29,61,982	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	84	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	12



Resolution 4: Special Resolution:

Approval of appointment and terms of remuneration of Mr. Ajay Kumar Vijay (DIN: 02599167) as the Whole Time Director being designated as the Executive Director and Chief Executive Officer of the Company.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
55	29,56,139	99.80%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	5,927	0.20%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	12

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)

