



McDOWELL HOLDINGS LIMITED

28th September, 2018

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 14th 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 14th Annual General Meeting (AGM) of the Company held on Friday, 28th September, 2018 at Conference Hall, Level-1, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore – 560 001.

Date of AGM	28-09-2018
Total No. of shareholders on the record date	48,935
No. of shareholders present at the Meeting either in person or through proxy	
• Promoter and Promoter Group	0
• Public	47
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, 2018, 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
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 E-voting and through ballot at AGM	Passed with requisite majority





McDOWELL HOLDINGS LIMITED

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 (if applicable)	Detail as per Annexure – I						
Public Institution								
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 Obligation and Disclosure Requirements) Regulations, 2015.

Thanking You

Yours Faithfully

For McDowell Holdings Limited

MANOJ KUMAR
[DGM – Legal & Company Secretary]

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 / Date of declaration of results (in case of Postal Ballot)	28-09-2018
Start time of the meeting	2:30 PM
End time of the meeting	2:50 PM

Voting results	
Record date	24-08-2018
Total number of shareholders on record date	48935
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	47
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	2
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				Adoption of Financial Statements for the year ended March 31, 2018 and Reports of Directors and the Auditors 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)							
	Total	317032	0	0	0	0	0	0
Public-Institutions	E-Voting	2980379	2952937	99.0792	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2980379	2952937	99.0792	2952937	0	100	0
Public- Non Institutions	E-Voting	10694847	4846	0.0453	4846	0	100	0
	Poll		856	0.008	822	34	96.028	3.972
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10694847	5702	0.0533	5668	34	99.4037	0.5963
Total		13992258	2958639	21.1448	2958605	34	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appoint Mrs. Tushita Patel (DIN 07017591) as Director, who retires by rotation and, being eligible, offers herself for re-appointment.				
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)							
	Total	317032	0	0	0	0	0	0
Public-Institutions	E-Voting	2980379	2952937	99.0792	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2980379	2952937	99.0792	2952937	0	100	0
Public- Non Institutions	E-Voting	10694847	2846	0.0266	2773	73	97.435	2.565
	Poll		856	0.008	631	225	73.715	26.285
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10694847	3702	0.0346	3404	298	91.9503	8.0497
Total		13992258	2956639	21.1305	2956341	298	99.9899	0.0101
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





Sudhir V Hulyalkar
Company Secretary

To,

Date: 28/09/2018

The Chairman,
Fourteenth 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 Fourteenth Annual General Meeting of **McDowell Holdings Limited** held on Friday, September 28, 2018 at 2.30 P.M. at Conference Hall, 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 Fourteenth Annual General Meeting of **McDowell Holdings Limited** held on Friday, September 28, 2018 at 2.30 P.M. at Conference Hall, Level - 1, UB Tower, UB City, 24, Vittal Mallya Road, Bengaluru - 560 001 submit my report as under:

1. The Notice dated August 07, 2018 were sent to the shareholders in respect of the below mentioned resolutions placed at the Fourteenth 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.
3. The shareholders of the Company holding shares as on the cut-off date of September 22, 2018 were entitled to vote on the resolutions as contained in the Notice of the Fourteenth Annual General Meeting.
4. The voting period for remote e-voting commenced on Tuesday, September 25, 2018 (9:00 AM IST) and ended on Thursday September 27, 2018 (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 Fourteenth 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 boxes were opened by me in 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, a ballot paper with votes casted at both yes and no places are 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, 2018, 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
49	29,58,605	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	34	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	10

Resolution 2: Ordinary Resolution:

To appoint a Director in place of Mrs. 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
43	29,56,341	99.99%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
8	298	0.01%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	10

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)

