



McDOWELL HOLDINGS LIMITED

26th September, 2017

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 13th 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 13th Annual General Meeting (AGM) of the Company held on Tuesday, September 26, 2017 at Conference Hall, Level-1, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore – 560 001.

Date of AGM	26-09-2017
Total No. of shareholders on the record date	48,753
No. of shareholders present at the Meeting either in person or through proxy	
• Promoter and Promoter Group	3
• Public	75
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, 2017, 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 Mrs. Tushita Patel (DIN 07017591), who retires by rotation and, being eligible, offers herself for re-appointment. (Ordinary	Ordinary Resolution	Remote E-voting and through ballot at	Passed with requisite majority



McDOWELL HOLDINGS LIMITED

	Resolution)		AGM	
7.	Auditors' appointment and fixing their remuneration(Ordinary Resolution)	Ordinary Resolution	Remote voting through ballot at AGM	Passed with requisite majority
8.	Appointment of Mr. Nitin Kochhar (DIN 03559734) as Independent Director of the Company. (Ordinary Resolution)	Ordinary Resolution	Remote voting 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)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)+[(4)/(2)]*100$	$(7)+[(4)/(2)]*100$
Promoter and Promoter Group Public Institution Public Non- institution	-E-voting -Poll -Postal Ballot (if applicable)	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]

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.co.in

Corporate Identity Number - L05190KA2004PLC033485



General information about company	
Scrip code	532852
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)	26-09-2017
Start time of the meeting	02:30 PM
End time of the meeting	3:15 PM



Voting results	
Record date	20-09-2017
Total number of shareholders on record date	48753
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	75
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				ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017 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		0	0	0	0	0	0
	Poll	2517392	2027908	80.5559	2027908	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2517392	2027908	80.5559	2027908	0	100	0
Public-Institutions	E-Voting		2952937	98.7953	2952937	0	100	0
	Poll	2988946	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2988946	2952937	98.7953	2952937	0	100	0
Public- Non Institutions	E-Voting		395	0.0047	384	11	97.2152	2.7848
	Poll	8485920	14031	0.1653	3806	10225	27.1257	72.8743
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8485920	14426	0.17	4190	10236	29.0448	70.9552
Total		13992258	4995271	35.7002	4985035	10236	99.7951	0.2049
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 A DIRECTOR IN PLACE OF MRS. TUSHITA PATEL (DIN 07017591), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF 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	2517392	0	0	0	0	0	0
	Poll		2027908	80.5559	2027908	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2517392	2027908	80.5559	2027908	0	100
Public-Institutions	E-Voting	2988946	2952937	98.7953	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2988946	2952937	98.7953	2952937	0	100
Public- Non Institutions	E-Voting	8485920	395	0.0047	384	11	97.2152	2.7848
	Poll		13831	0.163	13625	206	98.5106	1.4894
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8485920	14226	0.1676	14009	217	98.4746
Total		13992258	4995071	35.6988	4994854	217	99.9957	0.0043
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF MESSRS. BVC & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIXATON OF THEIR REMUNERATION.				
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	2517392	0	0	0	0	0	0
	Poll		2027908	80.5559	2027908	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2517392	2027908	80.5559	2027908	0	100
Public- Institutions	E-Voting	2988946	2952937	98.7953	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2988946	2952937	98.7953	2952937	0	100
Public- Non Institutions	E-Voting	8485920	395	0.0047	379	16	95.9494	4.0506
	Poll		13831	0.163	3626	10205	26.2165	73.7835
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8485920	14226	0.1676	4005	10221	28.1527
Total		13992258	4995071	35.6988	4984850	10221	99.7954	0.2046
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF MR. NITIN KOCHHAR AS AN INDEPENDENT DIRECTOR.				
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	2517392	0	0	0	0	0	0
	Poll		2027908	80.5559	2027908	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2517392	2027908	80.5559	2027908	0	100
Public- Institutions	E-Voting	2988946	2952937	98.7953	2952937	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2988946	2952937	98.7953	2952937	0	100
Public- Non Institutions	E-Voting	8485920	395	0.0047	379	16	95.9494	4.0506
	Poll		13831	0.163	13605	226	98.366	1.634
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8485920	14226	0.1676	13984	242	98.2989
Total		13992258	4995071	35.6988	4994829	242	99.9952	0.0048
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





Sudhir V Hulyalkar
Company Secretary

To,

Date: 26/09/2017

The Chairman,
Thirteenth 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 Thirteenth Annual General Meeting of **McDowell Holdings Limited** held on Tuesday, September 26, 2017 at 2.30 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 Thirteenth Annual General Meeting of **McDowell Holdings Limited** held on Tuesday, September 26, 2017 at 2.30 P.M., submit my report as under:

1. The Notice dated August 16, 2017 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 Thirteenth Annual General Meeting of the Company.
2. The Company had availed the e-voting facility offered by the Central Depositories Services 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 20, 2017 were entitled to vote on the resolutions as contained in the Notice of the Thirteenth Annual General Meeting.
4. The voting period for remote e-voting commenced on Saturday, September 23, 2017 (9:00 AM IST) and ended on Monday September 25, 2017 (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 Thirteenth 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 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 Depositories Services Limited (CDSL) e-voting system.
9. In the case of voting at meeting, ballot papers with no votes casted 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 on 31st March 2017, the statement of Profit and Loss and Cash Flow statement for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors 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
42	49,85,035	99.79

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	10,236	0.21

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	20

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
42	49,94,854	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	217	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	20

Resolution 3: Ordinary Resolution:

Auditors' appointment and fixation of their remuneration

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
41	49,84,850	99.79

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	10,221	0.21

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	20



Resolution 4: Ordinary Resolution:

Appointment of Mr. Nitin Kochhar as an Independent Director

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
40	49,94,829	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	242	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	20

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)

