



McDOWELL HOLDINGS LIMITED

Date: 14-04-2016

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: Reconciliation of Share Capital Audit for the quarter ended 31st March, 2016.

Dear Sir,

Pursuant to SEBI Circular No. D & CC/FITTC/CIR-16/2002 dated 31.12.2002, we enclose herewith a copy of Reconciliation of Share capital audit for the quarter ended on 31st March, 2016.

This may please be treated as compliance of the provisions under the above said Circular.

Thanking You

Yours Faithfully

For **McDowell Holdings Limited**

MANOJ KUMAR
DGM legal & Company Secretary

Encl: As above

ANNEXURE - II
RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
(Separate for each ISIN)
(DETAILS SHOULD BE CERTIFIED BY THE AUDITOR)

1. For Quarter ended : 31.03.2016
2. ISIN : INE836H01014
3. Face Value : Rs.10/- each
4. Name of the Company : McDowell Holdings Limited
5. Registered Office Address : UB Towers- Level-12
UB City
No.24 Vittal Mallya Road
BANGALORE 560001
6. Correspondence Address : ---- same as above ----
7. Telephone & Fax No. : 080-39856032/Fax.22274890
8. Email Address : manojkumar@ubhl.in
9. Names of the Stock Exchanges where the Company's securities are listed :

Name	Stock Code	Remark
The Bombay Stock Exchange Limited	532852	BSE
National Stock Exchange of India Limited	MCDHOLDING	NSE



10. Issued capital : Number of Shares : 1,39,92,258 % of Total Issued Capital : 100%
11. Listed Capital (Exchange-wise) : 1,39,92,258 of Rs.10/- each
(As per company records) is Rs.13,99,22,580/-
12. Held in dematerialized form in CDSL : 23,97,057 Shares
13. Held in dematerialized form in NSDL : 1,11,54,951 Shares
14. Physical : 4,40,250 Shares
15. Total No. of shares (12 + 13 + 14) : 1,39,92,258 Shares
16. Reasons for difference if any between (10&11), (10&15), (11&15) : NIL
17. Certifying the details of changes in share capital during the quarter under consideration as

Particulars	No. of shares	Applied/ Not applied for listing	Listed on stock exchanges (specify name)	Whether intimated to CDSL	Whether intimated to NSDL	In principle approval pending for SE (specify name)
.....	NIL

***Rights, Bonus, Preferential, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any others (specify)

18. Register of Members is updated (Yes/No) : YES
19. Difference of previous quarter with regards to excess dematerialized shares, if any: NIL
20. Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?: NIL



(Handwritten signature)

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.

Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL		
Pending for more than 21 days	NIL		

22. Name, Telephone & Fax No. of the Compliance Officer of the Company.

Mr. Manoj Kumar,
Company Secretary
U.B. Tower, Level - 12, U.B. City,
24, Vittal Mallya Road, Bangalore - 560001.
Tel: 080-39856080, Fax.No: 080-22274890 & E-mail: manojkumar@ubhl.in

23. Name, address, Tel. & Fax No. Regn.No. of the Auditor:

MANGALA ROHITH,
COMPANY SECRETARY IN PRACTICE
ACS: 20315 CP: 7438
I FLOOR, 252/B, II C Main
Girinagar I Phase
BANGALORE - 560085
Tel; 26728442, 26729012, Tel.Fax:26728442
E-mail:mangalarohith@gmail.com

Mangalarohith

MANGALA ROHITH B.Com.,A.C.S.,
COMPANY SECRETARY
252/B, "RUKMINI"
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BANGALORE - 560 085.
ACS 20315 CP7438

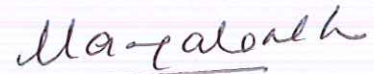
24. Appointment of common agency for share registry work
If yes (name & address) :

Integrated Enterprises (India) Limited
30, Ramana Residency, 4th Cross
Sampige Road, Malleswaram
Bangalore - 560003

Tel: 080-23460815 Fax: 080-23460819

25. Any other detail that the auditor may like to provide
(E.g. BIFR Company, delisting from SE) : NIL

Date: 11.04.2016
Place: Bangalore



MANGALA ROHITH
COMPANY SECRETARY
IN WHOLE TIME PRACTICE
ACS 20315 CP 7438

MANGALA ROHITH B.Com.,A.C.S.,
COMPANY SECRETARY
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BANGALORE -85

Hello: 26728442 26729012 Fax 26728442 E-mail: mangalarohith@gmail.com

CERTIFICATION OF COMPLIANCE
AS PER SEBI GUIDELINES FOR DEMATERIALISATION OF SHARES
FOR TRANSFER BY INVESTORS AND CUSTODIANS


I have examined all relevant books, registers, forms, documents and papers maintained by M/s. INTEGRATED ENTERPRISES (INDIA) LIMITED, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, BANGALORE 560 003 acting as the Share Transfer Agent for **McDOWELL HOLDINGS LIMITED**, CIN: L05190KA2004PLC033485 having their registered office at UB Towers- Level-12, UB City, No.24, Vittal Mallya Road, BANGALORE - 560001 for the purpose of issuing certificate for Procedural Compliance of SEBI guidelines for Demat of shares sent for transfer and hereby certify that during the period 01.01.2016 to 31.03.2016:-

01. The Share Transfer Agent has followed the necessary procedure for effecting the original transfer.
02. The Register of Members of the Company was accordingly amended and the shares were transferred in favour of the transferee.
03. The Share Transfer Agent has adequate procedures and has satisfied itself that the transferee and the entity requesting dematerialization are one and the same and before confirming the dematerialization request, the company has further amended its Register of Members to indicate the transfer from the transferee to NSDL and CDSL.
04. The company has defaced and cancelled all the certificates.
05. The company has adequate systems to ensure that the investor does not lose his corporate benefits on account of the transfer entries made in favour of NSDL and CDSL.



01. The Share Transfer Agent and the Company has received requests for transfer of shares under Demat including Transfer Cum Demat (NSDL & CDSL) covering 6509 (SIX THOUSAND FIVE HUNDRED AND NINE) shares out of which 3479 (THREE THOUSAND FOUR HUNDRED SEVENTY NINE) shares have been accepted and 3030 (THREE THOUSAND AND THIRTY) shares have been rejected during the quarter under report (01.01.2016 to 31.03.2016) (It has been informed that the rejection of transfer under Demat is due to non-compliance of Demat transfer conditions)
02. This certificate is issued in accordance with SEBI guidelines on Dematerialization of Shares sent for transfer to the Company.

BANGALORE
Date: 11.04.2016


MANGALA ROHITH
COMPANY SECRETARY
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