

Date: 27 December 2019

**National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051**

**BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001**

NSE SYMBOL: MCDHOLDING

BSE CODE: 532852

Dear Sir,

Sub: Voting Results of the Postal Ballot pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report on Postal Ballot.

Ref: Our letter dated November 15, 2019

The Company had conducted the Postal Ballot / E-Voting process seeking the members' approval for the special resolution regarding Alteration of Objects Clause in Memorandum of Association, pursuant to Sections 4 and 13 of the Companies Act, 2013.

The voting period commenced on Tuesday, November 26, 2019 and ended on Wednesday, December 25, 2019. Post the closing of the voting period the Scrutinizer submitted his report on the Postal ballot /E-Voting process on December 26, 2019.

Based on the Scrutinizer's Report it is hereby submitted that the resolutions as set out in the Postal Ballot Notice dated November 12, 2019 have been duly passed with the requisite majority.

The result of the Postal Ballot along with the Scrutinizer's Report is enclosed herewith for your kind information and records.

Thanking you,

**Yours Faithfully,
For McDowell Holdings Limited**



**Tushita Patel
Director**

Encl: As Above

Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	McDowell Holdings Limited
Date of Postal Ballot Notice:	November 12, 2019
Total Number of Shareholders on record date: (Cut-off date for E-voting/Postal Ballot: : 23rd November, 2019	47763
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Date of Commencement of E-voting / Postal Ballot	November 26, 2019
Date of Conclusion of E-Voting / Postal ballot	December 25, 2019
No. Of Shareholders voted through E-Voting/Postal Ballot	35
Agenda-wise Disclosure -Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	None of the Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other shareholder of the Company.
Description of resolution considered	APPROVAL OF THE MEMEBRS FOR THE ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY BY SUBSTITUTING THE EXISTING SUB-CLAUSE 4(a) UNDER PART-A OF CLAUSE III BY A NEW SUB CLAUSE 4 (a) BY WAY OF SPECIAL RESOLUTION

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						
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	5168807	1620458	31.3507	1620458	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1620458	31.3507	1620458	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8506419	8401	0.0988	8210	191	97.7265	2.2735
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		166	0.0020	166	0	100.0000	0.0000
	Total		8567	0.1007	8376	191	1628834	191
Total	Total	13992258	1629025	11.6423			99.9883	0.0117



K N Nagesha Rao

B Com, DSP, DBA, DEE, LLB, FCMA, FCS

"Sumukha" # 22, V Cross, I Stage, Gruhalaxmi Colony,
Basaveshwaranagar, Bangalore - 560 079

Practising Company Secretary

Mobile : 91 98450 50333

Phone : 080 - 2323 4353

e-mail : nageshknn@gmail.com

Scrutinizer's Report

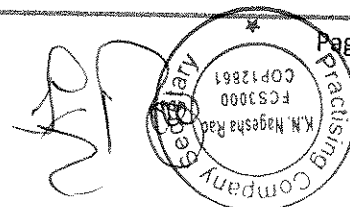
To
McDowell Holdings Limited
UB Tower, Level 12, UB City 24
Vittal Mallya Road
Bangalore 560001

Sub: Scrutiny Report on approval of the resolution By Postal Ballot

Dear Sirs,

In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 I, K N Nagesha Rao Company Secretary in Practice (FCS No. 3000, COP No. 12861), have been appointed as Scrutinizer by the Company in the Board Meeting held on November 12, 2019 to conduct the Postal Ballot Process in fair and transparent manner in respect of the following resolutions: -

Resolu- tion No.	Type of Resolution	Subject Matter of Resolution
1	Special Resolution	<p>Alteration in Memorandum of Association, pursuant to Sections 4 and 13 of the Companies Act, 2013, by substituting the existing Sub-Clause 4 (a) under Part - A of Clause III by a new sub clause 4 (a) as below :</p> <p>RESOLVED that pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Companies (Incorporation) Rules, 2014, any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), which the Board of Directors is authorised to accept, as it may deem fit the approval of the Company be and is hereby accorded for alteration/modification, substitution Sub-Clause 4 (a) of Clause III, Part-A (The Main Objects to be pursued by the Company on its incorporation) in the Memorandum of Association of the Company in the manner following:</p> <p>4.(a) To carry on the business of an investment company and to subscribe for acquire, hold, underwrite, invest in and dispose off shares, debentures,</p>





K N Nagesha Rao BCom, DSP, DEE, DBA, LLB, FCS, FCMA
Practising Company Secretary

"Sumukha"
22, 5th Cross, 1 Stage, Grihalaxmi
Colony, Basaveshwaranagar,
Bangalore 560079

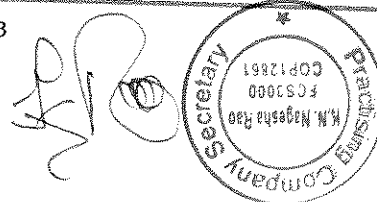
① 9845050333; 08023234353

✉ nageshknn@gmail.com

	<p><i>debenture stocks, bonds, mortgages, obligations and securities of any kind, issued or guaranteed by the Central or State Government or any company (body corporate and unincorporated), anywhere in India or elsewhere, provide financial advisory and consultancy services and to deal with any such business in any manner.</i></p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), be and is hereby authorized on behalf of the Company to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution.</p>
--	---

I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope on Monday November 25, 2019 to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Depositories as on Saturday, November 23, 2019.
2. The shareholders of the Company had an option to vote either through the postal ballot forms or through thee-voting facility.
3. The Company has entered into an agreement with CDSL for facilitating e-voting to the Shareholders who wish to cast their votes electronically. Shareholders opting for e-voting facility, casted their votes on the designated website www.evotingindia.com via Central Depository Services Limited (CDSL).
4. I have monitored the process of electronic voting through the Scrutinizer's securedlink provided by CDSL on the designated website.
5. The postal ballot envelops were opened on 25th December 2019 in my presence and scrutinized; the shareholding was matched/ confirmed with the Register of Members of the Company /list of beneficiaries as on November 23, 2019.





K N Nagesha Rao BCom, DSP, DEE, DBA, LLB, FCS, FCMA
Practising Company Secretary

"Sumukha"
22, 5th Cross, I Stage, Grihalaxmi
Colony, Basaveshwaranagar,
Bangalore 560079

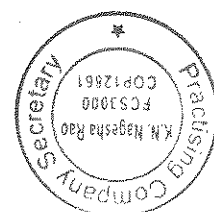
① 9845050333; 08023234353
✉ nageshknn@gmail.com

6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by CDSL in electronic registry.
7. Physical postal ballot were opened in due course of the scrutiny thereof. All the Postal Ballot Forms were scrutinized and processed. I have also downloaded e-voting report from the CDSL website for the Shareholders who have voted through e-voting.
8. The postal ballot forms were matched with the Register of Members of the Company as on Saturday, November 23, 2019.
9. All postal ballot forms and e-votes received up to 5.00 p.m. on Wednesday, December 25, 2019, the last date and time fixed by the Company for receipt of the forms were considered and none of the envelopes containing postal ballot forms received after aforesaid time were considered for the purpose of this report.
10. I did not find any defaced or mutilated ballot paper.
11. The shareholders exercised their voting either by electronic or physical mode. None of the shareholders opted for both the facilities.
12. A summary of the postal ballots is given below:

Resolution No.1 :

(i) Valid Votes in favour of the resolution:

Voting mode	Number of Members voted through electronic voting system and physical mode	Number of votes votes cast (Shares)	% of total cast number of valid
E-voting	25	1,628,668	99.98
Physical	5	166	00.01
Total	30	1,628,834	100.00





K N Nagesha Rao BCom, DSP, DEE, DBA, LLB, FCS, FCMA
Practising Company Secretary

"Sumukha"
22, 5th Cross, I Stage, Grihalaxmi
Colony, Basaveshwaranagar,
Bangalore 560079

① 9845050333; 08023234353
✉ nageshknn@gmail.com

(i) Valid Votes in against the resolution:

Voting mode	Number of Members voted through electronic voting system and physical mode	Number of votes votes cast (Shares)	% of total cast number of valid
E-voting	5	191	100.00
Physical	0	0	0
Total	5	191	100.00

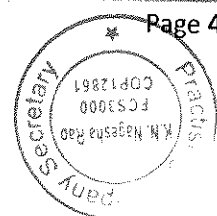
(iii) Invalid votes:

Voting mode	Total number of members whose votes were declared invalid	Number of votes votes cast (Shares)
E-voting		
Physical		
Total	None	

Result: Resolution No. 1:

Particulars	Number of Shareholders voted	Number of Equity Shares	Paid-up value of equity shares voted (Rs. 10 each)
Total votes received	35	1,629,025	16,290,250
Less: invalid votes	0	0	0
Net valid votes cast	35	1,629,025	16,290,250
Votes in favour of the Resolution (as a percentage of net valid votes cast)	30	1,628,834 (99.99%)	16,288,340
Votes against the Resolution (as a percentage of net valid votes cast)	5	191 (00.01%)	1910

Scrutinizer's Report under Section 110 of the Companies Act, 2013





K N Nagesha Rao BCom, DSP, DEE, DBA, LLB, FCS, FCMA
Practising Company Secretary

"Sumukha"
22, 5th Cross, 1 Stage, Grihalaxmi
Colony, Basaveshwaranagar,
Bangalore 560079

① 9845050333; 08023234353
✉ nageshknn@gmail.com

13. I have, on reckoning of the voting rights of the shareholders of the basis of paid up value of shares registered in their names, found that the total percentage in favour of the Resolutions are as under:

Resolution No. (fully described on page of this Report)	Total Valid Votes (No. of shares) (A)	Votes in favour (No. of shares) (B)	Percentage (B/A%)
1	1,629,025	1,628,834	99.99

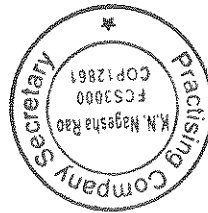
Accordingly, both the above Resolutions have been passed as the Special Resolutions with requisite majority.

14. You may accordingly declare the result of the voting by Postal Ballot.

15. I have handed over the postal ballot forms and related papers and records to Ms Tushita Patel Director, authorized by the Board to supervise the postal ballot process, on date along with the Reports.

Thanking you,

Yours faithfully,



K N Nagesha Rao
Practising Company Secretary
FCS 3000 COP: 12861; UDIN number Foo3000A000495855

Place: Bangalore
Date: December 26, 2019

Countersigned and received the Report, postal ballot forms and related papers and records

Tushita Patel
Director, McDowell Holdings Limited

Place: Bangalore
Date: December 26, 2019