

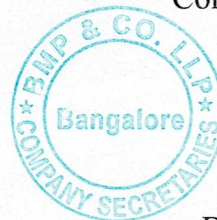


**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
FOR THE HALF YEAR ENDED MARCH 31, 2021**

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **MCDOWELL HOLDINGS LIMITED** (“the Company”), having registered office at UB Tower, Level 12, UB City, No.24, Vittal Mallya Road, Bengaluru – 560001, maintained by **INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD** [the Registrar and Transfer Agent (“RTA”)], pertaining to transfer of Equity Shares of the Company for the period from **October 01, 2020 to March 31, 2021** for the purpose of issuing this Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on our examination as well as information and explanation furnished to us by the Company / RTA, we hereby certify that the Company has delivered during the half year ended on **March 31, 2021**:

- a) Share Certificate(s) relating to the transfer of shares, if any, received during the period from **October 01, 2020 to March 31, 2021** as entered in the Memorandum of Transfers that have been issued within the prescribed time limit from the date of lodgment for transfer, sub-division, consolidation, renewal, exchange, or endorsement of calls / allotment monies from the respective date of lodgment of each deed excepting those rejected on technical grounds.
- b) Any other information, if applicable - None.

For **BMP & Co. LLP**,
Company Secretaries



Pramod S M
Designated Partner

Membership No. F7834, CP No: 13784
UDIN: **F007834C000213204**

Place: Bengaluru
Date: April 30, 2021

BMP & Co. LLP

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 31ST MARCH, 2021**

1	For Quarter Ended	31ST MARCH, 2021					
2	ISIN	INE836H01014					
3	Face Value	Rs. 10/- each					
4	Name of the Company	McDowell Holdings Limited CIN: L05190KA2004PLC033485					
5	Registered Office Address	UB Tower, Level-12, UB City, No. 24, Vittal Mallya Road, Bengaluru - 560001, Karnataka, India					
6	Correspondence Address	UB Tower, Level-12, UB City, No. 24, Vittal Mallya Road, Bengaluru - 560001, Karnataka, India					
7	Telephone & Fax Nos.	Tel.: 080-46686045 Fax: 080-22274890					
8	Email address	sreeni@corp.in					
9	Names of the Stock Exchanges where the company's securities are listed :	BSE Ltd., National Stock Exchange of India Ltd.					
		Number of shares			% of Total Issued Cap.		
10	Issued Capital	1,39,92,258			100.00		
11	Listed Capital (Exchange-wise)	1,39,92,258			100.00		
12	Held in dematerialised form in CDSL	24,63,473			17.61		
13	Held in dematerialised form in NSDL	1,11,43,071			79.64		
14	Physical	3,85,714			2.76		
15	Total No.of shares (12+13+14)	1,39,92,258			100.00		
16	Reasons for difference if any, between (10&11), (10&15), (11&15):	N.A					
17	Certifying the details of changes in share capital during the quarter under consideration as per Table below :						
	Particulars***	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	whether intimated to CDSL	whether intimated to NSDL	In-principle approval pending for Stock Exchange (s) (specify Names)
		N.A					
18	Register of Members is updated (Yes / No) If not, updated upto which date	Yes					
19	Reference of previous quarter with regards to excess dematerialised shares, if any.	Not Applicable					
20	Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ?	Not Applicable					
21	Mentioned 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	None	Nil	N.A.			
	Pending for more than 21 days	None	Nil	N.A.			
22	Name, Telephone & Fax No. of the Compliance Officer of the Company	Mr. G. Sreenivas, Director Tel: 080-46686045 Fax. 080-22274890 E-mail: sreeni@corp.in					
23	Name, Address, Tel. & Fax No., Regn. no. of the Auditor	BMP & Co. LLP, Company Secretaries # 4272, Saphthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560085 Telephone: +91 80 26728442 Email: pramod@bmpandco.com / biswajit@bmpandco.com					
24	Appointment of common agency for share registry work (if yes, name and address)	Integrated Registry Management Services Private Ltd # 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram Bengaluru - 560003 Phone: 080-23460815 /23460819					
25	Any other detail that the auditor may like to provide.	Nil					

Place: Bengaluru
Date: 30-04-2021



For BMP & Co. LLP,
Company Secretaries

Pramod S M
Designated Partner
Membership No. F7834, CP No: 13784
UDIN: F007834C000213182