



McDOWELL HOLDINGS LIMITED

Date: 18-07-2016

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 30th June, 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 30th June, 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

CS Hemanth B
CS Biswajit Ghosh
CS Pramod S M
CS Mangala Rohith

HBP & CO
Company Secretaries
BANGALORE | NEW DELHI

McDowell Holdings Limited
UB Towers- Level-12
UB City
No.24 Vittal Mallya Road
BANGALORE 560001

13.07.2016

Sir,

In accordance to Circular No.D &CC/FITTC/CIR-16/2002 dated 31.12.2002 issued by the Securities and Exchange Board of India and as per your instruction, I have conducted a RECONCILIATION OF SHARE CAPITAL AUDIT and to issue a Certificate on the reconciliation of the total shares of the company held in NSDL, CDSL and in physical Form by the Shareholders with the total Issued & Listed Capital (Paid Up Capital) and enclose the following in duplicate:

- a. Reconciliation of Share Capital Audit report for the period 01.04.2016 to 30.06.2016
- b. Certification of compliance as per SEBI Guidelines for De-materialization of shares for transfer by investors and custodians for the period 01.04.2016 to 30.06.2016

Please acknowledge the same.

Thanking you
Yours faithfully
For M/s. HBP & Co.,



MANGALA ROHITH

Encl: as above

ANNEXURE - II
RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
(Separate for each ISIN)

1.	For Quarter Ended	30 TH JUNE 2016	
2.	ISIN	INE836H01014	
3.	Face Value	Re.10/- each	
4.	Name of the Company	McDowell Holdings Limited	
5.	Registered Office Address	UB Tower- Level-12, UB City No.24 Vittal Mallya Road BANGALORE - 560001	
6.	Correspondence Address	---- same as above ----	
7.	Telephone & Fax Nos.	080-39856032/Fax.22274890	
8.	Email Address	manojkumar@ubhl.in	
9.	Names of the Stock Exchanges where the Company's securities are listed.	Bombay Stock Exchange Ltd., 532852 National Stock Exchange of India MCDHOLDING	
		No. of Shares	% of Total Issued
10.	Issued Capital – Equity	1,39,92,258	100
11.	Listed Capital (Exchange –wise)	1,39,92,258	-
12.	Held in dematerialised form in CDSL	24,49,249	-
13.	Held in dematerialised form in NSDL	1,11,04,728	-
14.	Physical	4,38,281	-
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).	NIL	



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	Whether intimated to CDSL	Whether intimated to NSDL	In-prin.appr. pending form SE
N.A	N.A	N.A	N.A	N.A	N.A	N.A

18. Register of Members is updated (Yes/No) If not updated, upto which date.

19. Reference of previous quarter with regards to excess dematerialised shares, if any.

20. Has the Company resolved the matter mentioned in point No.19 above in current quarter? If not, reason, why?

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 Confirmed after 21 days Pending for more than 21 days	No. of requests	No. of Shares	Reasons for delay
Nil	Nil	Nil	N.A.

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

23. Name, Address, Tel. & Fax No., of the Auditor

24. Appointment of common agency for Share registry work. Name and Address

25. Any other details that the auditor may like to provide.

For HBP & CO.

Mangala Rohith
Mangala Rohith

Membership No.: 20315, CP No: 7438.

Place : Bangalore
Date : 13th July 2016



CS Hemanth B
CS Biswajit Ghosh
CS Pramod S M
CS Mangala Rohith

HBP & CO
Company Secretaries
BANGALORE | NEW DELHI

**CERTIFICATION OF COMPLIANCE
AS PER SEBI GUIDELINES FOR DE MATERIALISATION OF SHARES
FOR TRANSFER BY INVESTORS AND CUSTODIANS**

I have examined all relevant books, registers, forms, documents and papers maintained by **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 01.04.2016 to 30.06.2016:-

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 2987 (Two Thousand Nine Hundred and Eighty Seven) shares out of which 1969 (One Thousand Nine Hundred and Sixty Nine) shares have been accepted and 1018 (One Thousand and Eighteen) shares have been rejected during the quarter under report (01.04.2016 to 30.06.2016) (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.

Place : Bangalore
Date : 13th July 2016

For HBP & CO.

Mangala Rohith

Mangala Rohith

Membership No.: 20315, CP No: 7438.



