June 29, 2021

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: Audited Financial Results of the Company for the quarter and year ended. March 31, 2021 and outcome of the Board Meeting.

Dear Sir,

Pursuant to the provisions under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at their meeting held today (March 09, 2021) have approved inter-alia the Audited Financial Results of the Company for the guarter and year ended March 31, 2021.

Time of commencement of Board Meeting : 2:00 P.M. Time of conclusion of the Board Meeting : 3:00 P.M.

A copy of the Audited Financial Results of the Company together with notes thereon for the guarter and year ended March 31, 2021 and Auditor's Report of the Statutory Auditors for the period ended March 31, 2021 are enclosed herewith.

The above is for your information and record.

Thanking you,

Yours faithfully, For McDowell Holdings Limited

harder

G.Sreenivas Director

encl: as above

MCDOWELL KOGANNGS LDMTSD Regd. Orfice: 38 Yover, Level 12, OB Cay, 24 Vitel Malya Road, Bangalore - 560 (01 Email: addinvestor@ubmail.com { website: www.mcdowellhol@nga.com { GB : L05190KA2094PLC033485

Sistement of Audited Financial Results for the guarter and year ended March 31, 2021

Particulars	For the quarter ended		Pos (be Year Ended		
Particulars	31-03-2021 Bpsod[ied	3 <u>5-12-2020</u>	01-03-2020 Mget/dited	31-03-2021 Antilted	31-03-2020 Audised
evenee fram Operations	NING	ngadicien		Kurstenn	Addised
(i). Saterest Ancome (ii) Dividend Income	:	629	:	120.06	126.35
(III] Restal Income	-	-		-	-
(IV) Fees and commission lecome (V) Set gain on fast value changes	-				
(vi) Net gain on dependentification francisk jasta anneuts coder anneutsed east		- 1	-		-
category (vii) Sale of products (ancluding lixeise lizery)	- 1	-	-	-	-
(vitz) Senare (scome (sk)) Oktores	-	-	550.00 0.22	SO.ZR	150.00
and volumes and a second s		6.29	150.11	200.34	276.46
si, (ii)eer (noveme					
Provision on longer Legulated written hack		•	12.29 0.27	46.55	951.72
Facess Grabulty Provision Writien Back Bad Advances Necovered	16.65 -		10 00	-	10.00
Interest on Income tax refund Interest on fixed deposit	-	:	n.00	-	0.00 3.93
B Tutal Officer Income	46.66		22.55 \$	46.55 {	965.65
. Totat iscome (1+f4)	46.66	6.29	172.66	246.89 }	1,242.10
, Akpenses (n) Filmerchaukte	25.63 5	25.92	26.15	10.205	605.07
[1] Fees and convertision expense		-		-	
(c) Net loss os fait value changes		.		.	-
 (d) Net loss on derecognition of financial instruments toplar and the data category (e) Insprücingst on financial instruments 			-		
([] Cost of melerfels consumed	-	-	-	-	-
(g) Purchases of stock in tazde	-	-	-	-	-
(h) Changes in Issentories of finished goods, stock-to-trade and work-to-progess	•	•	•	•	-
(). Շացվեցած հաղանք աշխատնեն (). Degazzistion	4.25 0.06	1100	109.07	104.90	562.23 0.35
(k). Diber expenses			-		
 (i) Travel and communication expenses (ii) Secretarial expenses 	0.67 1.19	1.05	2.RZ 5	3.2R) 4.03 \$	22.60 5.23
(iii), Prinking & stationary aspanaes	U21	u34 (0.40	2.31 }	8.52
(iv) Kractori's sätting tess (v): Auditori's renutteration	1.90 1.65	3.40	0.GD 0.65	26.60 } \$-65	99.00 1.65
(vi). Advertising expenses	0.25	0,18	0.37	5.15	5.RD
(vii), Depository and Jisting fees (viii), Legal charges	-	3.59 1 3.75	0.52	5.56 2.20	23.01 7.57
(IX) Professional charges	1./1	1.50	7.19	. 4.20	72.11
(x). Filing izos (xi). Interest on statutory dues	0.14 4 0.00 1	6.07	0.93	0.22	106
(xti). Loss on transfer of shares	-	-			3.63
(xiil) Provision for Dinomition in the solute of lovest nexts (giv), Just-argue for Illicators & Olitaris	:	:	550	601	1,049.27 10.53
(wy Miscellaneous expenses	2.09	5.46	17.83	81.20	62 95
V) Yotal Aspensia	40.29	83.25	178.49	360.55	Z,461.49
] Profit/Loss before Exceptional Item & tax (ITI-IV)	6.4D	(76.97)	(5.03)	(113.66)	[1.319.39]
/) Exceptional Items			1	-	
a. Profit on Sale of levestments	-		-		531.30
(P) Profit /Ense befare leastion (V-VI) /ht) Tex Expense:	G.48	[76.97]	(5.83)	(113.66)	(668.03)
I. Okuant. Ter		- 1	·	-	
II. Sarlier Years		-	3.99	-	3.99
Z] Proht/(loss) for the period / year from continuing operations (VCI-VIR)	6.63	(76.97)	(2.56)	(113.66)	(684.09)
.) Υπήτι/(Saret) Stram divisoritinged operations Ki) The expense of of Scontinued operations	-		:		
Fi)Peolit/[Loss] Both discontinued operations [after Tax] (X-X2]	-	-	-	-	-
(III) Tataf Pratty/(Cass) for the period (CX+XII) (IV) Other Comprehensiva Income	6.40	(76.97)	(1.84)	(115.66)	(684.09
(A) (i) Turnes that will not be reclassified no profit prioss	4,226.12	16,093.26	(22,573.52)	21,375.98 ؤ	(30,994.46
(ii) income car relating to items that will not be reclassified to probe m loss Subtotat [A]	4,126.15	- 14,893.26	(22,573.52)		[30,994.46
(B) (3) Items that will be reclassified to profit or has	-				
(11) In rouge the prioriting in juages that will be reclassified to profit or loss Solution (11)	·		:	:	•
(Biter Comprehensive Encases (A18)	4,126.11	14,893.26	[22,573.52]	21,375.92	[30,594.46
(V) Tusui Comprehensive income for the period (2012+72V) (Comprising Profit (Laws) wat	4,132.50	24,026.29	(22,575.36)	23,262.26	(31,678.55
ther Comprehensive income for the period] (V) (2003-up (apity Stone Capital (face value of Rc 10/- ands', fully paid Up)	3, 1999, 20 2	1,999.23	1,199.23	7,199.20	5/184.53
(VII) Earning perchase (for rozMoving operations)					
a. Basic earning per share (Defore Exceptional Resns) Dilutes earning per share (Defore Exceptional Resns)	N.05 3 D.05	{0.55] {0.55]	(024) [0.04}	[(20) [(20]	[97) [8.71
(Will) Parping persbare (inprisonalizasé operations)		[)	()	([
» (Josin saming par strate (Jušan, Exceptional luens) h. Diloted earning per shore (Sefure Exceptional luens)	:	:			•
(IX) Exceing per share (for condituling & Discontinued operations)		ļ			-
 Basic carding per share (Before Exceptional Instas) Dilatod carding per share (Before Exceptional Instas) 	0.05 0.05	(0.55) (0.55)	(1104); (1104)	(0.01) (0.81)	(1.71 (1.71
(X) Exeming per share (for continuing operations)					-
b, Basic earning per share (After Exceptional Items) Difinited an plag per share (After Exceptional Items)	ໄ ດມຣ ແທຣ	(845) (855)	(0.01) {0.02)	(0.81) (0.81)	(4.89 (4.89
(XI) Excelling an share (Sou discontinued operations)	, Low	[0.009	1419.61	14.0 4 1	(4.87
 Build carrière por share (After Exceptional Herro) Débuce carrière por share (After Exceptional Iterns) 			•	-	
COH) Exeming per stores (incremitping & itinenational operations)	-		-	-	
a. Bass: earning per share (After Kocaptional Itama)	0.05 0.07	(0.55) (0.55)	(0.95) [0.91]	(0.81) (0.81)	(4.8% (4.88
h. Biblied earning per shore (After Exceptional Licens) *Exceptings per shore for the futerior periods are not annualised	1	(0.55)	[0.01]	jest)	·····
- · · · · · · · · · · · · · · · · · · ·					
				¥	(<u>1</u>
				1	11

DING

BANKER ORF

#

MCDOWELL HOLDINGS LIMITED

Regd. Office: UR Tower, Level 12, UB City, 24 Vittal Małlya Road, Bangalore - 560 001. Email: mhlinvestor@ubmail.com | website: www.mcdowellholdings.co.in | CIN : 1.05190KA2004PLC033485

Statement of Assets and Liabilities

÷

.

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Andited	Audited
ASSETS		
1 Financial Assets		
(a) Cash and cash equivalents	13.93	90.80
b) Bank balances other than Cash and Cash equivalents above		-
(c) Derivative financial Instruments		-
[d] Receivables	-	
(J) Trade Receivables	-	
(II) Other Receivables		-
(e) Loans and advances		
(t) Investments	79,679.10	58,303.1
(g) Other financial assols	4.15	67.4
2 Non Financial assets		
(a) Inventories		
 (b) Current tax assets (Net) (c) Deferred tax Assets (Net) 		-
(d) Investment Property		
(c) Biological assets other than beaver plants		
 Property, Plant and Equipment 	0.16	0.4
(g) Capital work-in-progress	,	-
(h) Intangible assets under development	-	-
(i) Goodwill	-	-
() Other Intaughle assets	-	-
(k) Other non-financial assets	186.61	181.4
Total Assets	79,883.95	58,643.2
LIABILITIES AND EQUITY LIABILITIES		
1 Financial Liabilities		
(a) Derivative financial instruments		
(b) Payables (i)Trade Payables		
 total outstanding dues of micro enterprises and small 		
enterprises	-	-
(ii) total outstanding dues of creditors other than micro		
enterprises and small enterprises	-	-
 (II) Other Payables (i) total outstanding dues of micro cortexprises and small 		-
enterprises	· .	· .
(ii) total outstanding dues of creditors other than micro		
enterprises and small enterprises	2.12	53
(a) Debt Securities	-	
(d) Borrowings (Other than Debt Securities)	1,437.62	1,363.3
(c) Deposits		-
(f) Subordinated Liabilities		
(g) Other Financial Liabilities (Interest Accrued & Duc)	32.25	36.
2 Non-Financial Liabilities		
(a) Current tax liabilities (Net)	-	-
(b) Provisions	0.66	47.
 (c) Deferred tax llabilities (Net) (d) Other non-financial liabilities(other current liabilities) 	- 114.71	156.
•••		
3 Equity (a) Equity Share capital	1,399,23	1,399.
(b) Other equily	76,897.36	
TOTAL - EQUITY AND LIABILITIES	79,883.95	58,643.

MCDOWELL HOLDINGS LIMITED

Regd. Office: UB Tower, Level 12, UB City, 24 Vittal Mallya Road, Bangalore - 560 001 Email: mhlinvestor@ubmail.com | website: www.mcdowellholdings.co.in | CIN : L05190KA2004P1.C033485

Audited Cash flow statement for the year ended March 31, 2021

	31-03-3	7071	31-03-	ees in Lakhs
	Audit		Audi	
CASH FLOW FROM OPERATING ACTIVITIES :	, cuti			
Net profit/(loss) before tax		(113.66)		(688.08
Adjustments for :		(,		L
Depreciation	0.25		0.35	
Dividend income	(120.06)	1	(126.35)	
Interest income	[120.00]		(3.93)	
	102.00		605.87	
Interest Expense	103.60			
Profit on sale of Fixed Assets	-		(0.11)	
Profit on sale of investments	-		(531.30)	
Provision for Gratuity	(46.55)		47.21	
Provision for Dimunition in the value of Investments	-		1,049.37	
Provision no longer required written back	-		(951.72)	
		(62.76)	-	89.3
Operating profit before working capital changes		{176.42]		(598.0
Changes in working capital:				
Financial Assets/liabilities:				
(Increase) / Decrease in receivables		58.07		35.
Increase/(decrease) in payables		(59.58)		147.
Cash generated from operations	-	(177.93)		(415.)
Direct taxes paid		(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		(3.
•		(177.93)		(411.3
Net cash generated / (used) in operations		(177.55)		[****
CASH FLOW FROM INVESTING ACTIVITIES :				
Sale value of Investments		-		
Dividend Roccivod		120.06		126.
(Purchase) / Sale of Pixed Assets		-		(0.
Interest income		-		3.
Net cash generated/(used) in investing activities		120.06		129.
CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of loan	(18.00)		(42.00)	
	(1.00)		(3.55)	
Interest Expenses	(1.00)	(19.00)	(0.50)	(45.
Net cash generated/ (used) in financing activities		(19.00)		[4.3.
Net increase in cash and cash equivalents		(76.87)		(327
Cash and cash equivalents at the beginning of the year	_	90.80		417
Closing balance of cash and cash equivalents		13.93		90.
Cash and cash equivalents comprises of :				
Cash on hand		0.62		0.
Balance with banks		13.31		90.
			•	



:

MCDOWELL HOLDINGS LIMITED

Regd. Office: UB Tower, Level 12, UB City, 24 Vittal Mallya Road, Bangalore - 560 001 Email: mhlinvestor@ubmail.com | website: www.mcdowellboldings.co.in | CIN : L05190KA2004PLC033485

Annexure 1

Segment wise Revenue, results and capital employed for Financial results under regulation 33 of the listing regulations 2013

	R	upees in Lakhs
Particulars	Year En	ded
Particulars	March 31, 2021	March 31, 2020
Segment Revenue		
a. NBFC	120.06	126.35
b, Others	126.83	150.00
Total Revenue	246.89	276.35
Segment Results		
a NBFC	105.31	(709.31)
b. Others	(218.97)	21.22
Profit Before tax	(113.66)	(688.08)
Segment Assets		-
a. NBFC	79,893.95	58,643.23
b. Others		-
Total	79,883.95	58,643.23
Segment Liabilities		
a, NBFC	1,587.36	1,545.34
b. Others	-	63.56
Total	1,587.36	1,608.90
Capital Employed (Segment Assets-Segment Liabilities)		
a. NBFC	78,296.59	57,097.89
b. Others		(63.56)
Total	78,296.59	57,034.33

NBFC segment includes income from investments and expenses relates to interest expenses, employee benefit expenses, statutory and other administrative expenses

Others includes consultancy services



Image: Second				Ioldings Limited		
Statement on Impact of Audi Qualification for the Year Ended March 31, 2021			Email: inhibiovestor@ubinail.com website: www.co	odowelšizaidings.ca.in CIN : 1.05190		
Statement on Impact of Aukil Qualification for the Year Ended March 31, 2021 Jano Particular Lanaddide Hymes Adjustent for Aukil Qualification (Republicing) Adjustent for Aukil Qualifications (Republicing) Adjustent for Aukil Qualification (Repu			AMN	KXIIRE - I		······
SLR0 Particulars (as reported before adjusting for qualifications Addit Qualifications Carcting for qualifications 1 Therpower / Toble innome 246.27 - 246.27 - 246.27 - 246.27 - 246.27 - 246.27 - 340 2 Toble Dependiture 360.25 - - 340 - 340 3 New Finite (Law) (113.66) (113.66) (123.27) - 0 0 4 New Finite (Claw) 79.8292 / - - 0 0 - 70.00 - 1.00<						Amounts III its. Lakes
In Inclusion Inclusion Description Addition			-	Unaudified Figures	Adjustment for	Adjusted Figures
2 Total Expenditure 360.55 - 360 3 Exceptional Rem (113.66) - 360 4 Net Prolif (Laws) (113.66) - (113.66) (113.66) 5 Earnings Per Share (113.66) - (113.66) (113.66) 6 Total Assets 1597.36 - 7980 7 Total Company Per Share (here exceptional lem) (0.81) - (0 6 Total Assets 1597.36 - 7980 7 Total Company Per Share (here exceptional lem) (0.81) - (0 7 Total Company Per Share (here exceptional lem) (0.81) - (0 7 Total Company Per Share (here exceptional lem) (0.81) - 7980 9 Gas (He appropriate by the management of the met its recurring financial obligations. The Company has defaulted in repaying the inter-exceptional stand hous bake by It. These factors have site states and the antificent is an exception of financial statements. 0. Type of Audit Qualification : Qualified Opticon 1 Tradic Qualification is approximate to antificient or antificent or an	. 51	I.No	Particulars			(audited figures after adjusting for qualifications)
a bxceptional them (113.66) (133.66) b b best? / Diluted earning per share (after exceptional item) (0.81) (0.81) b b basi? / Diluted earning per share (after exceptional item) (0.81) (0.81) c basi? / Diluted earning per share (after exceptional item) (0.81) (0.81) (0.81) c basi? / Diluted earning per share (after exceptional item) (0.81) (0.81) (0.81) c basi? / Diluted earning per share (after exceptional item) (0.81) (0.81) (0.81) c basi? / Diluted earning per share (after exceptional item) (0.81) (0.81) (0.81) c hard (dualification (ascel ascel item) (0.81) (0.81) (0.82) d hording dualification (0.81) (0.81) (0.82) d hording dualification (0.81) (0.82) (0.82) d hording dualification (0.81) (0.82) (0.82) d Actif Qualification (ascel asceli transmiting by the astire, for earsing financial obligations. The Company has defaulted the regarging the inter-curpt deposits and how basets by fit Trase factors have since fit or eastire, for earsing fit or earsing financial ob				246.89	•	Z16.89
4 Net Product (Jussy) (113.66) (113.67) 5 Forming Per Share (0.31) (0.31) 6 Forming Per Share (0.31) (0.31) 7 Forming Per Share (0.31) (0.31) 6 Total Assets (1.367.36) (1.37.36) 7 Total Assets (1.37.36) (1.37.36) 7 Total Assets (1.37.36) (1.37.36) 8 Net Works 78.296,59 (1.37.36) 9 Ass fet appa optiate by See management() (1.37.36) (1.37.36) 10 Case fet appa optiate by See management() (1.37.36) (1.37.36) 2 Ass fet appa optiate by See management() (1.37.36) (1.37.36) 2 Ass fet appa optiate by See management() (1.37.36) (1.37.36) 2 Ass fet appa optiate by See management() (1.37.36) (1.37.36) 3 Type of Audit Qualification : Qualified Optiaton (1.37.36) (1.37.36) (1.37.36) 4 Per Audit Qualification : Qualified Optiaton (1.37.36) (1.37.36) (1.37.36) (1.37.36) 5 For				360.55	-	360.55
5 Bornings For State (bitter descripting per share (before exceptional item) (0.00) (0.00) (0.00) 6 Total Chalification (bitter descripting per share (bitter exceptional item) (0.00) (0.00) (0.00) 6 Total Chalification (bitter descripting per share (bitter exceptional item) (0.00) (0.00) (0.00) 7 Total Chalification (bitter descripting per share (bitter exceptional item) (bitter descripting per share (bitter descripting per share (bitter descripting per share) (bitter descripting per share) (bitter descripting per share (bitter descripting per share) (citter descripting per share)						
a. State / Diluted carping per share (before exceptional item) (0.31) - (0.31) b. Basit / Diluted carping per share (after exceptional item) (0.31) - (0.31) 7 Total Asset 1.502.95 - 79.80.35 8 Net Work 1.502.95 - 79.80.35 9 Any other financial item(s) 1.502.95 - 79.80.35 1 Any other financial item(s) 1.502.95 - 79.80.35 8 Net Work 1.502.95 - 79.80.35 9 As Work 1.502.95 - 79.80.35 10 Ret Work 1.502.95 - 79.80.35 8 Ret Work 1.502.95 - 79.80.35 8 Ret Company is incone streams are not sufficient to meet its recurring financial obligations. The Company has defaulted its repaying the inter-curps deposits and uses before the Impact is and your biffer and the stream of a sufficient of the autifier. -				(113.06)		(333.66
b. Basic / Diluted earning per share (after exceptional licen) 0 (01) - (010) 6 Total Labilities 1,507.36 7.988.395 1 Net Workin 2,807.36 7.988.395 2 fas felt appo opriate by the management() 28,296,59 7.822.90 2 fas felt appo opriate by the management() 28,296,59 7.822.90 2 fas felt appo opriate by the management() 28,296,59 7.822.90 4 Morkit Qualification separately): * 28,296,59 7.822.90 * Details of Audit Qualification separately): * * Details of Audit Qualification: separately): * Details of Audit Qualification: Qualified Upinton * Type of Audit Qualification : Qualified Upinton C Frequency of qualification ? Nonagement's eleves: NOT APPLICABLE * • Type of Audit Qualification : Qualified Upinton * * C Frequency of qualification is apport and by the auditor; NOT APPLICABLE * • Type of Audit Qualification is apport and the qualification is a quantified by the auditor; * * * • Type of Audit Qualification is a qua		1		(4 91)		(8.81
6 Total Assets 78,885.5 79,885.5 7 Total Labilities 1,873.6 1,873.6 8 Net Work 28,296,59 78,220 9 (as feit appropriate by Size management() 28,296,59 78,200 c. [Addit Qualification (sparstely): 28,296,59 78,200 a. [Datalits of Audit Qualification separately): 28,296,59 78,200 a. [Datalits of Audit Qualification separately]: 28,296,59 78,200 a. [Datalits of Audit Qualification separately]: 28,296,59 78,200 a. [Datalits of Audit Qualification separately]: 28,296,59 78,200 b. Type of Audit Qualification (sparstely): 28,296,59 78,200 c. [Addit Qualification (sparstely): 28,296,59 78,200 b. Type of Audit Qualification (sparstely): 28,296,59 78,200 c. [Addit Qualification (sparstely): 28,296,59 78,200 c. [Addit Qualification (sparstely): 28,296,59 78,200 c. [Addit Qualification (sparstely): 28,296,59 78,200 c. <td< td=""><td></td><td></td><td></td><td></td><td>-</td><td>(B.8)</td></td<>					-	(B.8)
7 Total Liabilities 1.587.36 1.587.36 8 Any other financial item(\$1 28,296,59 78,290 9 (as left appropriate by the management() 28,296,59 78,290 1 Addit Qualification (spearately): 7 7 * Total Liabilities 1.587.36 78,290 * Total Liabilities 1.581.66 1.581.66 *		6				79,813.95
B Net Words 78,296,59 76,220 9 fas felt appo optiate by the management? 76,220 1 Audit Qualification (each aveit qualification reparately):						1,587,36
2 Any other financial item(s) (as felt appropriate by the management) 2 Audit Qualification (each audit qualification separately): 3 Details of Audit Qualification: The Company's income streams are not sufficient to meet its recurring financial oblgatious. The Company has defaulted its repaying the inter-curps deposits and how taken by it. These factors have adversely affected the going concern assumptions used in the proparation of financial statements. b. Type of Audit Qualification: Qualified Optimon c. Prequency of qualification: Qualified Optimon d. Prequency of qualification: Separate for addit qualification: (I) Management's estimation on the Impact for a disputicitation: (I) Management's estimation on the Impact for a disputicitation: (I) Informative Chairman; Height Commony's cash flows are strained). (ii) Additional to continue to uperate in the future: Additis factoris an above: The Qualification is resterated. </td <td></td> <td>-</td> <td></td> <td>· · · ·</td> <td>· -</td> <td>78,296.59</td>		-		· · · ·	· -	78,296.59
			Any other financial item(s)			1
a Details of Audit Qualification: The Company's Income streams are not sufficient to meet its recurring financial obligations. The Company has defaulted its repaying the inter-curp deposits and han taken by it. These factor's have adversely affected the going concern assumptions used in the proparation of financial statements. b. Type of Audit Qualification : Qualified Uptimion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Typinion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Typinion c. For Audit Qualification : Qualified Typinion c. For Audit Qualification is quantified by the auditor: . (1) Management's estimation on the Impact is quantified by the auditor: . . (1) If management's estimation on the Impact is an ot quantified to the activet value of its investments, would be more than adequate to a uB its liabilities and to continue to upperate in the future. Accordingly, the Company continues to present its financial statements on the grint applicable to foot function is retreased. fifl Auditor's Comments on above: The Qualification is retreased. Audit Cuantities Chairman: Survemangela Bractories: Statutory Auditor: Vickiwas Sheats T Streamented. U. Signatofies: Vickiwas Sheats T		9		-	-	
a Details of Audit Qualification: The Company's Income streams are not sufficient to meet its recurring financial obligations. The Company has defaulted its repaying the inter-curp deposits and han taken by it. These factor's have adversely affected the going concern assumptions used in the proparation of financial statements. b. Type of Audit Qualification : Qualified Uptimion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Typinion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Typinion c. For Audit Qualification : Qualified Typinion c. For Audit Qualification is quantified by the auditor: . (1) Management's estimation on the Impact is quantified by the auditor: . . (1) If management's estimation on the Impact is an ot quantified to the activet value of its investments, would be more than adequate to a uB its liabilities and to continue to upperate in the future. Accordingly, the Company continues to present its financial statements on the grint applicable to foot function is retreased. fifl Auditor's Comments on above: The Qualification is retreased. Audit Cuantities Chairman: Survemangela Bractories: Statutory Auditor: Vickiwas Sheats T Streamented. U. Signatofies: Vickiwas Sheats T	Ι		E	I		1
a Details of Audit Qualification: The Company's Income streams are not sufficient to meet its recurring financial obligations. The Company has defaulted its repaying the inter-curp deposits and han taken by it. These factor's have adversely affected the going concern assumptions used in the proparation of financial statements. b. Type of Audit Qualification : Qualified Uptimion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Typinion c. Frequency of qualification : Qualified Uptimion c. Frequency of qualification : Qualified Typinion c. For Audit Qualification : Qualified Typinion c. For Audit Qualification is quantified by the auditor: . (1) Management's estimation on the Impact is quantified by the auditor: . . (1) If management's estimation on the Impact is an ot quantified to the activet value of its investments, would be more than adequate to a uB its liabilities and to continue to upperate in the future. Accordingly, the Company continues to present its financial statements on the grint applicable to foot function is retreased. fifl Auditor's Comments on above: The Qualification is retreased. Audit Cuantities Chairman: Survemangela Bractories: Statutory Auditor: Vickiwas Sheats T Streamented. U. Signatofies: Vickiwas Sheats T	. A	die Orie	lifesting fasch aufür gestifesting and and all			
The Company's Income streams are not sufficient to meet its recurring financial obligations. The Company has defaulted in repaying the inter-curpt deposits and han taken by it. These factors have adversely affected the going concern assumptions used in the preparation of financial statements. b. Type of Audit Qualification : Qualified Opinion c. Frequency of qualification : Repetitive since FY 2D13-24 d. For Audit Qualification : Repetitive since FY 2D13-24 d. For Audit Qualification : Repetitive since FY 2D13-24 d. For Audit Qualification : Repetitive since FY 2D13-24 d. For Audit Qualification : Qualified Opinion 1) Management's returnation on file impact is non-opiniofied by the auditor: - (1) Management's returnation on file impact is not opiniofied by the auditor: - (1) Management's returnation on the Impact is not opiniofied on the subject reasons for the same it is investments, would be more than adequate to r ull bla habitities and to continue to operate in the future. Accordingly, the Company continues to present its financial statements on the grant of the factor opiniofied account the is non-opiniofied account is returnated. (ii) Audit Comments on above: The Qualification is returnated. (iii) For B Y C & Co, Company is cash flows are strained). (iii) Gautories: Structury woulder: Non-Open-Structories Structury woulder: Structury for the fill the foling open-Structories		une 120				· · · ·
deposits and loan taken by IC. These factors have adversely affected the going concern uscomptions used in the preparation of financial statements. b. Type of Audit Qualification : Qualified Optnion c. Frequency of qualification : Qualified Optnion c. Frequency of qualification : Qualified Optnion c. Frequency of qualification : Qualified Dytaion d. For Audit Qualification (S) where the impact is quantified by the auditor; - (1) Management's estimation on the Impact of audit qualification: (1) If management's restantion on the Impact of audit qualification: (1) If management's restantion on the Impact of audit qualification: (1) If management's restantion on the Impact of audit qualification: (1) If management's restantion on the Impact of audit qualification: (1) If management's restantion on the Impact of audit qualification: (1) If management's restantion to one statuse the Index (resconding), the Company continues to present its financial statements on the principal phase to account the index let audit of audit formers and the principal phase is restarted. (1) Auditor's Comments on above: The Qualification is returned. (1) Signatorises Audit Committee Chairman: Statutory Auditor: Statutory Auditor: Vietward Sheisy T Statutory Sheisy T Partner, B V C & Co. Streamy of dy Theerthesh Membe	•			antes Assaslal abliasMana Tha Car		
The Qualification is reterred. II. Signatorises: For B V C & Co., Chartered Accountants Firm Rogist ration No.009154S Statutory Auditar: Statutory Auditar: Vishwas Speity T Partner, B V C & Co. Membership No. 218619 Diff. 08955326						
For B V C & Co., Chartered Accountants Firm Registration No.008154S Image: Chartered Accountants Statutory Auditor: Audit Committee Chairman : Vishwas Sheity T Director ; Partner, B V C & Co. Sircamaroddy Theorthosh Membership No. 218619 DIN: 08955326	े त,		Frequency of qualification : Repetitive since FY 2Di3-24 For Audit Qualification(s) where the impact is quantified by the nur For Audit Qualification(s) where the impact is not quantified by the (1) Management's estimation on the impact of audit qualification: (ii) if mangement is unable to estimate the impact, reasons for the For Qualification above : The Company's net worth taking into all its limbilities and to continue to operate in the future. Acco	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	
Chartered Accountants Firm Registration No.0081545 Statulory Auditar: Vishwas Sheity T Partner, B V C & Co. Membership No. 218619 DIN: 08955326 DIN: 08955326 DIN: 08955326 DIN: 08955326	े त,		Frequency of qualification : Republive since FY 2D i 3-24 For Audit Qualification(s) where the impact is quantified by the aut For Audit Qualification(s) where the impact is not quantified by the (1) Management's estimation on the Impact of sudit qualification: (ii) If management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking into all its liabilities and to continue to operate in the fature. Acco applicable to 'going concern', (Though the Company's cash flay (iif) Auditors' Comments on above:	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	
Firm Registration No.0081545 July July Statutory Auditor: Audit Committee Chairman : Director ; Director ; Visfuwas Sheity T Srigamaroddy Theorthosh Sarvamaogala Sreentvasan Govindaraj Partner, B V C & Co. DIN: 08955326 DIN: 08955326 DIN: 07805594	્ ત. ૨.	mátor	Frequency of qualification : Republive since FY 2D i 3-24 For Audit Qualification(s) where the impact is quantified by the aud For Audit Qualification(s) where the impact is not quantified by the (1) Management's estimation on the Impact of sudit qualification: (ii) If management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking into all sits liabilities and to continue to operate in the fature. Acco applicable to 'going concern', (Though the Company's cash flow (iii) Auditors' Comments on above: The Qualification is rettarated.	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	
Statutory Auditor: Vishwas Speity T Partner, B V C & Co. Membership No. 218619 DIN: 078055926 DIN: 07805594	્ ત. ૨.	maltors	Frequency of qualification : Republive since FY 2D i 3-24 For Audit Qualification(s) where the impact is quantified by the nur For Audit Qualification(s) where the impact of sudit qualification (1) Management's estimation on the Impact of sudit qualification (ii) If management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking into all its limitities and to continue to operate in the future. Acco applicable to 'going concern', (Though the Company's cash flow (if) Auditors' Comments on above: The Qualification is retterated. See:	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	
Vishwas Sheity T Sritamareddy Theertbosh Sarvamangala Sreenlvasan Govindaraf Partner, B V C & Co. Hadapada Membership No. 2186 19 DIN: 07805594 DIN: 08955326 DIN: 08955326	્ ત. ૨.	n3(0)*	Frequency of qualification : Repetitive since FY 2D i 3-?4 For Andir Qualification(s) where the Impact is quantified by the num For Andir Qualification(s) where the Impact is not quantified by the (1) Management's estimation on the Impact of andir qualification: (ii) if management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking Into all its liabilities and to continue to operate in the father. Acco applicable to 'going concern', (Though the Company's cash flow (iii) Anditors' Comments on above: The Qualification is retreated. For B V C & Co., Chartered Accountants	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	al statements on the principle
Vishwas Sheity T Sritamaroddy Theorthosh Sarvamangala Sreenlvasan Govindaraj Partner, B V C & Co. Hadapada Momborship No. 2186 19 DIN: 07805594 DIN: 08955326 DIN: 08955326	્ ત. ૨.		Frequency of qualification : Repetitive since FY 2D i 3-?4 For Andir Qualification(s) where the Impact is quantified by the num For Andir Qualification(s) where the Impact is not quantified by the (1) Management's estimation on the Impact of andir qualification: (ii) if management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking Into all its liabilities and to continue to operate in the father. Acco applicable to 'going concern', (Though the Company's cash flow (iii) Anditors' Comments on above: The Qualification is retreated. For B V C & Co., Chartered Accountants	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	al statements on the principle
Vishwas Sheity T Stitamaroddy Theortbosh Sarvamangala Sreenlvasan Govindaraj Partner, B V C & Co. Hadapada Momborship No. 2186 19 DIN: 07805594 DIN: 07805594	્ ત. ૨.	makors	Frequency of qualification : Repetitive since FY 2D i 3-?4 For Andir Qualification(s) where the Impact is quantified by the num For Andir Qualification(s) where the Impact is not quantified by the (1) Management's estimation on the Impact of andir qualification: (ii) if management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking Into all its liabilities and to continue to operate in the father. Acco applicable to 'going concern', (Though the Company's cash flow (iii) Anditors' Comments on above: The Qualification is retreated. For B V C & Co., Chartered Accountants	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	al statements on the principle
Vishwas Sheity T Sritamareddy Theertbosh Sarvamangala Sreenlvasan Govindaraf Partner, B V C & Co. Hadapada Membership No. 2186 19 DIN: 07805594 DIN: 08955326 DIN: 08955326	્ ત. ૨.	nator	Frequency of qualification : Repetitive since FY 2D i 3-?4 For Andir Qualification(s) where the Impact is quantified by the num For Andir Qualification(s) where the Impact is not quantified by the (1) Management's estimation on the Impact of andir qualification: (ii) if management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking Into all its liabilities and to continue to operate in the father. Acco applicable to 'going concern', (Though the Company's cash flow (iii) Anditors' Comments on above: The Qualification is retreated. For B V C & Co., Chartered Accountants	anditor: - same: account the sourcket value of its in cdingly, the Company continues to	Yestments, would b	al statements on the principle
Partner, B V C & Co. Hadapada Membership No. 218619 DIN: 08955326 DIN: 08055326	્ ત. ૨.	mattors	Frequency of qualification : Republive since FY 2D i 3-24 For Audit Qualification(s) where the impact is quantified by the nor For Audit Qualification(s) where the impact is not quantified by the (1) Management's estimation on the Impact of sudit qualification: (ii) If management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking into all its liabilities and to continue to operate in the fature. Acco applicable to 'going concern', (Though the Company's cash flow (iii) Auditors' Comments on above: The Qualification is retterated. Ses: For B V C & Co., Chartered Accountants Firm Registration No.0031545 WWWWWWWWWWWWWWWWWWWWWWWWWWWWWWWWWWW	same: same: second the sourket value of its in rdingly, the Company continues to vs are strained).	vestments, would f present its financi	al statements on the principle
	્ ત. ૨.	matory	Frequency of qualification : Repetitive since FY 2013-24 For Andir Qualification(s) where the impact is quantified by the For Andir Qualification(s) where the impact of andir qualification: (i) Management's estimation on the Impact of andir qualification: (ii) if management's estimation on the Impact of andir qualification: (iii) if management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking Into all its liabilities and to continue to operate in the father. Acco applicable to 'going concern', (Though the Company's cash flow (slif) Anditors' Comments on above: The Qualification is retreated. See: For B V C & Co, Chartered Accountants Firm Registration No.0081548 Statutory Auditor:	Auditor: - same:) account the sourcket value of its in rdingly, the Company continues to vs are strained).	vestments, would f present its financia Director ;	al statements on the principle
	્ ત. ૨.	matory	Frequency of qualification : Republive since FY 2013-24 For Andir Qualification(s) where the Impact is quantified by the Por Andir Qualification(s) where the Impact is not quantified by the (1) Management's estimation on the Impact of andir qualification: (11) If management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking Into all its liabilities and to continue to operate in the father. Acco applicable to 'going concern', (Though the Company's cash flow (slf) Anditors' Comments on above: The Qualification is retterated. For B V C & Co, Chartered Accountants Firm Registration No.0091545 Statutory Auditor: Vishwas Speity T	Auditor: - same:) account the sourcket value of its in rdingly, the Company continues to vs are strained).	veštments, would t present its financi: Director ; Sarvamangala	al statements on the principle
	્ ત. ૨.	mattor	Frequency of qualification : Republive since FY 2013-24 For Audit Qualification(s) where the impact is quantified by the for Audit Qualification(s) where the impact is not quantified by the (1) Management's estimation on the Impact of sudit qualification: (11) If management is unable to estimate the Impact, reasons for the For Qualification above : The Company's net worth taking into a B its liabilities and to continue to operate in the factore. Acco applicable to 'going concern', (Though the Company's cash flow (slf) Auditors' Comments on above: The Qualification is retterated. For B V C & Co, Chartered Accountants Firm Registration No.0081548 Mathematics Sheity T Partner, B V C & Co, Membership No. 218619	Auditor: - saute: account the sourcet value of its in rdingly, the Company continues to vs are strained). Audit Committee Chairman : Sciramaroddy Theorthosh	veštments, would t present its financi: Director ; Sarvamangala Hadapada	al statements on the principle



.

McDowell Holdings Limited

<u>NOTES</u>

- The accompanying Statement of audited Financial Results as audited by the Statutory Auditor of the Company for the quarter ended on 31st March 2021 have been reviewed and recommended by the Audit Committee and thereafter approved and taken on record by the Board of Directors at their meeting held on 29th June 2021 and has been.
- 2. The aforesaid audited financial results are reported as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These financial results have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standard ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 (as amended).
- 3. The Hon'ble High Court of Karnataka on 7th February 2017 had passed an order of winding-up on a Promoter Company being United Breweries (Holdings) Ltd. (hereinafter referred to "UBHL"), in which the Company also holds 52,60,002 equity shares. As understood, UBHL had filed an appeal against the said winding up order before the Hon'ble Divisional Bench of High Court of Karnataka The Hon'ble High Court of Karnataka vide order dated 6th March 2020 dismissed this appeal of UBHL. Thereafter, UBHL had filed a Special Leave Petition challenging the order dated 6th March, 2020. The aforementioned Special Leave Petition filed by UBHL was dismissed by an Order dated 26th October, 2020 passed by the Hon'ble Supreme Court of India confirming UBHL's winding up. Meanwhile, the Stock Exchanges have also delisted the shares of UBHL. Considering all these facts, the Company has written off the investments in UBHL (which was previously provided for).
- 4. The Official Liquidator (OL) of UBHL vide an advertisement dated 28th September, 2020 (published in the Times of India (Bangalore Edition) on 30th September 2020) has asked for furnishing of claims by the creditors of UBHL on or before 29th October 2020. Pursuant to the same, the Company has on 27th October 2020 filed its claim of Rs.329.52 crores against UBHL with the OL.
- 5. Two investee companies being United Breweries Limited (hereinafter referred to "UBL") and UBHL in which the Company holds strategic investments have received orders in May 2016 from Enforcement Directorate (hereinafter referred to as "ED") directing them not to allow the Company to sell / alienate / create third party mortgage rights in any manner on the shares of such investee companies. These investee companies have thereafter written to NSDL and CDSL through their Registrar and Transfer Agent (RTA) to implement the directives of ED.



- 6. The Company's investments include 45,51,000 shares in UBL lying in its demat account which were pledged in favour of erstwhile lenders. As per Company records, as on date no dues are outstanding to these lenders but the pledge on these shares have not been released by them, pursuant to the directions of ED.
- 7. Further, 1,22,667 shares of UBL, (being the balance pledged shares), consequent to invocation by the erstwhile lenders and after liquidation of their dues, are lying in the demat accounts of the said lenders. The Company understands from these lenders that pursuant to the directions of ED, these shares, dividend thereon and also the excess sum recovered by the lenders will not be released by the lenders.
- 8. The Company's investment of 16,71,344 shares in UBL was unilaterally transferred from the demat account of the Company to the demat account of the Deputy Director, ED, Mumbai on 3rd May, 2018. As per the statutory requirements the Company had intimated the Stock Exchanges. With respect to the same, the Company came to know vide newspaper articles dated 30th May 2021 and 7th June 2021 that pursuant to orders passed by the PMLA court, the ED had transferred 4,13,15,690 UBL shares to the Recovery officer of the DRT for the purpose of sale. The company has written to the ED on 15th June 2021 seeking clarity on its shareholding of 16,71,344 UBL shares. Further, UBL has disclosed to the Stock Exchanges that Heineken N.V. has acquired 3,96,44,346 UBL shares on 23rd June 2021.
- 9. The Company had received a Show Cause Notice dated 3rd July 2018 under the Fugitive Economic Offenders Act 2018 (hereinafter referred to as "FEOA") to show cause why the Company's investments in UBL and UBHL should not be confiscated. The Company has filed its objections in the designated court for FEOA, Mumbai. The matter is still pending in Court.
- 10. In a separate proceeding before the Court of Special Judge for Prevention of Money Laundering Act, 2002 (hereinafter referred to as "PMLA"), an individual promoter of the Company has been declared as a proclaimed offender. Pursuant to this declaration, the Company's investments in UBL and UBHL have been attached under the PMLA. In related proceedings, before the PMLA Court the Company had placed its objections on record. The PMLA Court vide order dated 31st December 2019 lifted the attachment on assets in the name of the individual promoter. The Company is in consultation with the lawyers on this issue.
- 11. The Company's demat account maintained with Stock Holding Corporation of India has been suspended for debit on the instructions of ED since 29th July 2019. The Company has filed submissions with ED seeking removal of this attachment.



Thereafter ED had issued summons pursuant to which details were submitted and a statement has also been given. Further hearings were held by the Enforcement Directorate in which clarification have been submitted and the matter is pending.

12. On 3rd May 2018, the Deputy Director, ED, Mumbai had transferred a total of 22,00,360 shares of the Company, held by three Promoters, to the ED's demat account from the demat accounts of the respective Promoters. The ED under the PMLA has also attached 2 shares of the Company held by an individual Promoter. The Company has been given to understand now that these Promoters have filed appeals before the Appellate Tribunal under the PMLA against the attachment of its shares in the Company and the appeals are pending.

Further, as understood from the letter dated 17th June 2021 of the RTA to the Company, these shares have been transferred by ED to the Recovery Officer of DRT on 4th June 2021.

Further, a total of 25,17,189 shares (which total includes the above 22,00,159 shares) of the Company held by two Promoters (included in three Promoters above) has also been attached by an order of attachment dated 21st June 2018 passed by the Recovery Officer, Debt Recovery Tribunal, Bangalore.

- 13. The Company's investments include 57,219 shares in Mangalore Chemicals and Fertilizers Limited (hereinafter referred to as "MCF") which were frozen by the Stock Holding Corporation of India Limited under an instruction from the Stock Exchanges, where the shares of the Company are listed. The Company has filed an appeal before the Securities Appellate Tribunal, Mumbai (hereinafter referred to as "SAT") which is pending adjudication.
- 14. The Company is one of the claimants in an arbitration matter against Zuari Fertilisers & Chemicals Limited (hereinafter referred to as "ZFCL") ZFCL and Zuari Agro Chemicals Ltd (hereinafter referred to as "ZACL"), the respondents. The arbitration proceedings have been concluded and vide the Arbitration Award dated 8th May 2017, the Arbitrator has dismissed the Company's claims and has ordered all the claimants to pay to the respondents costs of a total sum of Rs. 75 lakhs. The appeal filed by the Company against the Arbitration Award before the Hon'ble High Court, Bombay was disposed of in January 2020. The Company has filed an appeal against the aforesaid order before a Division Bench of the Hon'ble High Court, Bombay which is pending. Thus this amount is treated as contingent in nature.
- 15. The Company has entered into a Settlement Agreement dated 17th June, 2019 (herein after referred to as "SA") with ZACL wherein, the Company's dues to ZACL was finalised at Rs.18.97 crores (this includes interest of Rs.8.36 crores and Principal of Rs.10.61 crores).



ZACL had instituted insolvency proceedings and other associated proceedings for recovery of their dues from the Company.

The SA was executed to bring an end to the Insolvency proceedings, as well as other associated proceedings by/against the Company in various Courts. Pursuant to the SA, the dues of ZACL have been partly paid (Rs. 5.91 crores) by transfer of 11,85,151 nos. of MCF shares held by the Company to ZACL. Pursuant to this adjustment, and after further application of interest the amount outstanding to ZACL as on 31st March 2021 is Rs.14.25 crores only. The interest is accruing @18% per annum. As per the SA, this balance is payable within 18 months from the date of SA and non-payment within this period gives a right to ZACL to re-initiate the Insolvency proceedings against the Company. 'On execution of this SA, all the related proceedings in City Civil Court, flon'ble Supreme Court, Hon'ble High Court of Karnataka and NCLT (insolvency proceedings) have been withdrawn by both the parties, and currently no proceedings are pending against the Company in this regard.

The Company vide its letter dated 15th December 2020 appraised ZACL of the current situation and requested ZACL to extend the time limit for repayment for a further period of 1 year from the time limit granted as per the SA. ZACL vide letter dated 16th December 2020 informed that the time limit as per SA is 18th December 2020 and requested the Company to pay the dues. Further, ZACL vide letter dated 20th January 2021 informed the Company that in view of Company's request they are extending the time limit till 16th June 2021 provided the Company makes a payment of Rs.10 lakhs towards the outstanding dues. The Company vide letter dated 18th February 2021 informed ZACL of its continuing financial crisis due to which it could pay Rs.11akh only.

Due to the ongoing Covid-19 pandemic and subsequent lockdowns, the adjudication of the litigations of the Company did not take place and the necessary reliefs have been delayed. Thus the Company is unable to generate funds and in view of this the Company vide letter dated 15th June 2021, has requested ZACL to extend the time for repayment for a period of 6 months.

16. The Company's net worth taking into account the market value of its investments, would be more than adequate to meet all its liabilities and to continue to operate in the future. Accordingly, the Company continues to present its financial statements on the principles applicable to 'going concern'. (Though the Company's cash flows are strained).

Exigent circumstances are prevailing upon the company where upon its investments which could generate income has been attached and frozen by the ED. Under these circumstances, the company is unable to pay salaries from May'2020. The Company is finding it difficult to meet its daily routine expenses.



The required data to ED has been submitted alongwith the fact that the company is unconnected and independent company which has been unnecessarily drawn in to the investigation, being carried out in the matter of Kingfisher Airlines Ltd / Dr Vijay Mallya. Till date, the investments have not been de-frozen.

- 17. The National Stock Exchange on 28th October 2020 intimated the Company about a complaint/query/request filed by an investor regarding the disclosures of the Company. Under advice of its counsels, the Company vide its reply dated 2nd November 2020 has clarified its position to the National Stock Exchange. Subsequently NSE has sought further clarification which has been duly replied last being on 12th February 2021.
- 18. The position of Company Secretary, Chief Financial Officer and the Executive Director of the Company fell vacant on 10th December 2019, 16th November 2020 and on 18th November 2020 respectively and efforts to identify the successors, has been delayed due to COVID 19 pandemic. Further, due to the attachment of Company's investments by the ED and the resultant financial crisis on the company, no person is willing to join the company.
- 19. The Stock Exchanges has sought clarifications from the Company on non-appointment of a Company secretary, last being on 22nd February 2021 and also on Corporate Governance Reports, Further, the Stock Exchange has sought clarification for nonappointment of six Directors, last being 17th May 2021. Under advice of its counsels, the Company has filed its reply explaining the reasons.
- The SARS-CoV-2 virus responsible for COVID-19 continues to spread across the globe 20.and India, contributing to a significant decline and volatility in global and Indian financial markets and a significant decrease in global and local economic activities. On March 11, 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended by 46 days up till May 31, 2020 across the country to contain the spread of the virus. Further, in Bangalore where the Company is situated, there was another lockdown from 8p.m. 14th July 2020 to 5.am. 22nd July 2020. The extent to which the COVID-19 pandemic will impact the results of the Company will depend on future developments, which are incapable of assessment at this point in time, including among other things, any new information concerning. the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government mandated or elected by the Company. The Company substantively holds investments in other companies. On the Company, there is no material impact of COVID-19, other than the fall in the market value of its investments in the initial days of lockdown in March 2020. Further, on the outbreak of 2nd wave of Covid-19 pandemic, restrictions/curfew/lockdown has been imposed.



In Bangalore, from 25th April 2021 to 21st June 2021 restrictions/curfew/lockdown were imposed. The dynamic nature of the pandemic situation and its future developments may have an impact on the carrying value of the investments held by the Company in future.

- 21. Previous year / periods figures have been regrouped wherever necessary.
- 22. The qualification in the Audit Report of the Statutory Auditor is answered in the Note No. 16 above.
- 23. The financial results and notes are also available on the websites of the Stocks Exchanges, viz, <u>www.bseindia.com</u> and <u>www.nseindia.com</u> and also on the website of the Company viz, <u>www.mcdowellholdings.co.in</u>

By Authority of the Board main Director

Place: Bengaluru Date : June 29, 2021

. .



Head Office

: No. 371, 1st Floor, 8th Main Road, Sadashivanagar, Bangalore - 560 080 Ph. : 080 - 23612855 / 2856

E-mail : info@bvcglobal.com Web : www.bvcglobal.com Branch Office: 1st Floor, Akashganga Complex, Near Karavali Junction NH-66, Udupi-576103 Ph.: 0820-2526563

INDEPENDENT AUDITOR'S REPORT

(Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Board of Directors of **MCDOWELL HOLDINGS LIMITED**

1. We have audited the Statement of Financial Results ('the Statement') of **McDowell Holdings Limited**, ('the Company') for the year ended March 31, 2021, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the quarter ended 31st March 2021 and the corresponding quarter ended in the previous year as reported in the statement are the balancing figures between audit figures in respect of the full financial year and the published year-to-date figures up to the end of the third quarter had only been reviewed and not subject to the audit.

This Statement has been prepared by the Company on the basis of the Financial Statements and reviewed quarterly financial results upto the end of the third quarter, which is the responsibility of the Company's Management and approved by the Board of Directors of the Company. Our responsibility is to express an opinion on this statement based on our audit of the Financial Statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India and in compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimated made by the management. We believe that our audit provides a reasonable basis for our qualified opinion.





E-mail : info@bvcglobal.com Web : www.bvcglobal.com Branch Office : 1st Floor, Akashganga Complex, Near Karavali Junction NH-66, Udupi-576103 Ph. : 0820-2526563

- 3. Basis for qualified opinion
 - (i) The Company's income streams are not sufficient to meet its recurring financial obligations. The Company has defaulted in repaying the intercorporate deposits and loan taken by it. These factors have adversely affected the going concern assumptions used in the preparation of financial statements. However, for the reasons stated in note no. 16, the Company continues to prepare its financial statements on going concern basis.
- 4. Emphasis of the matter

Attention is invited to the following:

- a. The pledge created by the Company on its 45,51,000 shares in United Breweries Limited (UBL) in favour of erstwhile lenders has not yet been cancelled even though no amounts are owed to the pledgee because the Enforcement Directorate has directed not to part with those shares. (refer Note no. 6)
- b. 1,22,667 shares in United Breweries Limited (UBL) belonging to the Company are lying with erstwhile lenders, who have conveyed that it has been directed by the Enforcement Directorate not to part with those shares. (refer Note no.7)
- c. The Company's investment of 16,71,344 shares in United Breweries Limited has been unilaterally transferred from the demat account of the Company to the demat account of the Deputy Director, Enforcement Directorate, Mumbai on 3rd May, 2018. As per the statutory requirements the Company has intimated the Stock Exchanges. With respect to the same, the Company has come to know vide newspaper articles dated 30th May 2021 and 7th June 2021 that pursuant to orders passed by the PMLA court, the ED has transferred 4,13,15,690 UBL shares to the Recovery officer of the DRT for the purpose of sale. The company has written to the ED on 15th June 2021 seeking clarity on its shareholding of 16,71,344 UBL shares, and seeking a reversal in case it has been transferred by ED since the PMLA orders do not refer to or mention about any shareholding of MHL in UBL . The matter is pending therein. (refer Note No. 8)
- d. The Company has received a Show Cause Notice dated 3rd July 2018 under the Fugitive Economic Offenders Act 2018 (hereinafter referred to

Bangalore

Acs



E-mail : info@bvcglobal.com Web : www.bvcglobal.com Branch Office: 1st Floor, Akashganga Complex, Near Karavali Junction NH-66, Udupi-576103 Ph.: 0820-2526563

Bangalore

CO ACO

as "FEOA") to show cause why the Company's investments in UBL and UBHL should not be confiscated. The Company has filed its objections in the designated court for FEOA, Mumbai. The matter is still pending in Court. (refer Note No. 9)

- e. In a separate proceeding before the Court of Special Judge for Prevention of Money Laundering Act (PMLA), an individual promoter of the company has been declared as a proclaimed offender and the company's investments in UBL and UBHL have been attached. The Company in related proceedings, before the PMLA Court has placed its objections on record. (refer Note No. 10)
- f. The Company's demat account maintained with Stock Holding Corporation of India has been suspended for debit on the instructions of Enforcement Directorate since 29th July 2019. The company has filed submissions with Enforcement Directorate seeking removal of this attachment. Thereafter ED had issued summons pursuant to which details were submitted and a statement has been given. (refer Note No. 11)
- g. The Company's investments include 57,219 shares in Mangalore Chemicals and Fertilizers Limited (hereinafter referred to as MCF) which were frozen by the Stock Holding Corporation of India Ltd under an instruction from the Stock Exchanges, where the shares of the Company are listed. The Company has filed an appeal before the Securities Appellate Tribunal, Mumbai (SAT) and is pending adjudication. (refer Note No. 13)

h. The Company has defaulted on amount due to Zuari Agro Chemicals Limited (ZACL) as per settlement agreement dated 17/06/2019. Total amount outstanding as on 31/03/2021 is Rs. 14.26 crores. The Company vide its letter dated 15th December 2020 appraised ZACL of the current situation and requested ZACL to extend the time limit for repayment for a further period of 1 year from the time limit granted as per the SA. ZACL vide letter dated 16th December 2020 informed that the time limit as per SA is 18th December 2020 and requested the Company to pay the dues. Further, ZACL vide letter dated 20th January 2021 informed the Company that in view of Company's request they are extending the time limit till 16th June 2021 provided the Company makes a payment of Rs.10 lakhs towards the outstanding dues. The Company vide letter dated 18th February 2021 informed ZACL of its continuing financial crisis due to which it could pay Rs.11akh only. The Company vide letter dated 15th June 2021, Kas & C



E-mail : info@bvcglobal.com Web : www.bvcglobal.com Branch Office: 1st Floor, Akashganga Complex, Near Karavali Junction NH-66, Udupi-576103 Ph.: 0820-2526563

requested ZACL to extend the time for repayment for a period of 6 months. (refer Note No. 15)

- i. The position of Company Secretary, Chief Financial Officer and the Executive Director of the Company fell vacant on 10th December 2019, 16th November 2020 and on 18th November 2020 respectively and efforts to identify the successors has been delayed due to COVID 19 pandemic. Further, due to the attachment of Company's investments by the ED and the resultant financial crisis on the company, no person is willing to join the company, despite the continuous efforts of the Company. (refer Note No. 18)
- 5. In our opinion, and to the best of our information and according to the explanations given to us, these financial results:
 - (a) Are presented in accordance with the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regards
 - (b) Except for the effects of the matter described in the paragraph 3 above, give a true and fair view of the net loss and other financial information for the year ended 31st March, 2021.
- 6. Further as mentioned above, we report that the figures for the quarter ended March 31st 2021 represents the derived figures between the audited figures in respect of financial year ended March 31, 2021 and the published year-todate figures upto December 31st 2020 being the date of the end of the third quarter of the current financial year, which were subjected to limited review as stated in paragraph 1 above as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

585

For B V C & Co. Chartered Accountants, Firm Registration No. 008154S

CA Vishwas Shetty T Partner Membership No: 218619 UDIN: QIQI8GI9AAAAIQG9Q4, Place: Bangalore Date: 29th June, 2021