

January 13, 2020

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 Sirs

Sub: Alteration in Objects Clause of Memorandum of Association - Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Ref: Our letter dated December 27, 2019 furnishing details of Postal Ballot and e-voting concluded on 25th December 2019.

We write to inform you that on 9th January, 2020 the Registrar of Companies, Karnataka, Bengaluru has approved amendments to Objects Clause {iv (a)} of Memorandum of Association of our Company. This approval was earlier agreed to by the Members of the Company through Postal Ballot on 25th December 2019.

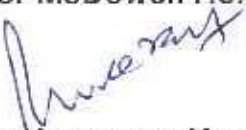
As a disclosure requirement of Regulation 30 read with Para A of Schedule III of SEBI (LODR) Regulations, 2015, we are submitting with this letter a certified true copies of –

- a) Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause (s) issued by the Registrar of Companies, Bengaluru; certificate issued on 9th January 2020.
- b) Altered Memorandum of Association of the Company.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For McDowell Holdings Limited


Raghuvveeran Kasargod
Director

Encl: as above



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Bangalore
E' Wing, 2nd Floor Kendriya Sadana, Bangalore, Karnataka, India, 560034

Corporate Identity Number: L05190KA2004PLC033485

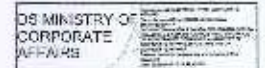
SECTION 13(1) OF THE COMPANIES ACT, 2013

**Certificate of Registration of the Special Resolution Confirming Alteration of
Object Clause(s)**

The shareholders of M/s MCDOWELL HOLDINGS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on — altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Bangalore this Ninth day of January Two thousand twenty.



B BHUVANESWARI

Registrar of Companies

RoC - Bangalore

Mailing Address as per record available in Registrar of Companies office:

MCDOWELL HOLDINGS LIMITED

UB Tower, Level 12, UB City 24, Vittal Mallya Road, Bangalore, Bangalore,
Karnataka, India, 560001



CERTIFIED TRUE COPY

For MCDOWELL HOLDINGS LIMITED

[Signature]
Director

CERTIFIED TRUE COPY

(Page 1-10)

For McDOWELL HOLDINGS LIMITED

[Signature]

Director

MEMORANDUM OF ASSOCIATION

OF

McDOWELL HOLDINGS LIMITED

(INCORPORATED UNDER THE COMPANIES ACT, 1956 - LIMITED BY SHARES)

- I. The name of the Company is **McDOWELL HOLDINGS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The Objects for which the Company is established are:
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**
 1. To establish and carry on in India or elsewhere the business as manufacturers, processors, importers, exporters, agents, brokers, suppliers, wholesalers, retailers, distributors, stockists, dealers, godownkeepers, G & F agents, del credere agents, developers, franchisers, franchisees and to distill, prepare, manipulate, mix, blend, clean, pack, repack, protect, provide, promote, sponsor, market, modify, produce, bottle, pressure & crush, all sorts of liquors, beverages, alcohols, wines and other similar products such as brandy, whisky, rum, gin, beer, or derivatives, combinations, solvents, mixtures & formulas thereof whether made of natural or synthetic materials and to sell the same under brand names, trademarks, whether registered or otherwise and to do all incidental acts and things necessary for the attainment of above objects.
 2. To carry on all or any of the business of malt factors, general and wine and spirits merchants, either as exporters or importers and distilleries; commission agents, warehousemen, bottlers, bottle makers, bottle stopper makers, potter, manufacturers of and dealers in aerated and mineral waters and other drinks, licensed victualers, beer house keepers, yeast dealers.



3. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, fabricate, market, convert, commercialize, grade, develop, design, press, stitch, mould, flex, export, import, jobwork, buy, sell, stretch, stamp, shape, smelt, emboss, print, laminate and to act as agent, broker, adatia, consultant, advisor, representative, marketing man, collaborator, franchisers, stockists, distributor or otherwise to deal in all shapes, sizes, varieties, capacities, description and dimensions of packing materials whether made of wood, plywood, thermocole, wood wool, particle board, corrugated paper, craft paper, rubber straw boards, card boards, aluminium foils, metal foils, glass, plastics, gelatine, bakelite, polypropylene and its compounds, tin, iron sheets, jute, synthetic material, cloths, and other ferrous and non ferrous materials, such as containers, receptacles, boxes, cartons, cases, drums, flasks, cages, bins, corks, jars, carboys, tubes, rolls, tapes, crates, ropes, cones, cups, plates, collapsible tubes, bottles, carrybags and other allied item and parts, fixtures, fittings, accessories, consumables, components, ingredients and to do all incidental acts and things necessary for the attainment of above objects.

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, 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.*

(b) To guarantee or provide any security in connection with a loan made by any other person or to any persons or by any body corporate and to receive remuneration: To guarantee the business of other company, firms and individuals and to draw commission, brokerage and certificate charges for undertaking such guarantees.

(c) To advance and to lend money, to any person, firm or company with or without security or wholly or partly secured on any name upon any description of property, movable or immovable, existing or future, on securities, policies, shares, bonds, debentures, debenture stocks, letters of goods, wares and merchandise, bills of sale, bills of lading and other mercantile indicia or tokens and to deposit money with or without securities with other companies or with any person, association of individuals or firm upon such terms as may be thought proper and from time to time carry on such transactions in such names as the Company may think fit and to receive interest and commission. The Company shall not carry on banking business as defined under the Banking Regulation Act,

*[Amended by special resolution passed by members through postal ballot on 25th December 2019 to broaden the scope of the Company's objects of providing financial advisory and consultancy services in the related business operations]



1949, or any statutory modification thereof, except to the extent as permitted by Reserve Bank of India from time to time.

5. * To carry on the business of dealers, suppliers, stockists, distributors, importers, exporters and traders of raw materials, finished products for all classes and kinds of trade and industrial products including chemicals, chemical compounds (organic and inorganic) in all forms, chemical products of any nature and kind whatsoever, fertilizers, pesticides, insecticides, fungicides, chemical manures, spirits, laboratory, agro-chemicals, and all products, by-products and joint products thereof.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:

1. To obtain licences, concessions, grants, decrees, rights, powers and privileges whatsoever and to acquire or purchase or to take over any of these or to transfer them in favour of the Company or any other person, firm or Company or association of persons in furtherance of the main objects of the Company.
2. To apply for, promote and obtain under any Act of Parliament or Charter, privilege, concessions, licences or authorisation of any Government, State or Municipality provisional order, licences or other permission, approvals and concessions, so as to enable the Company to carry on any of its objects or for any other purpose which may seem calculated directly or indirectly to promote the interests of the Company.
3. To enter into agreements, contracts or arrangements for acquiring from any person, firm body corporate whether incorporated or non-incorporated and whether in India or elsewhere technology, transfer, technical information, know-how and to acquire or provide for any grant or licence or royalties or financial arrangements or any other rights and benefits in the foregoing matters and things in furtherance of the main objects of the Company.
4. To enter into contracts, agreements and arrangements with any Government or other authorities, municipal, local or otherwise, for the purposes of obtaining rights, certificates of approval, licences, privileges, leases, grants and concessions which the Company thinks desirable to obtain to carry out, exercise and to comply with any such arrangements, rights, privileges and concessions.

* inserted vide special resolution passed through postal ballot on October 20, 2014.



5. To be interested in, and to promote and undertake the formation and establishment of such institution, business pools, combines, syndicates, as may be considered to be conducive to the objects of the Company and to acquire or undertake the whole or any part of the business, property, liabilities of any person or Company carrying on or proposing to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
6. To enter into partnership or into any arrangements and for this purpose, to subscribe for, take or otherwise acquire and hold shares, stocks, debentures, or other securities of any other company, for the purposes of attaining the Company's objects.
7. To pay all costs, charges and expenses incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including any commission, brokerages, costs and charges in connection therewith, costs, charges and expenses of negotiation and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
8. To purchase or by any other means, acquire, protect, prolong and renew, whether in India or elsewhere, any patents, rights, invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account, and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
9. Subject to the provision of Section 58A and Section 3(i)(iii)(d) of the Companies Act, 1956, and other applicable provisions of the law, to receive money as deposit or loan, or to raise money in such manner as the Company shall think fit including by issue of debentures, pronotes, commercial paper etc.
10. Subject to the provisions of the Companies Act, 1956, to lend, borrow, raise money as the Company may think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge on lien upon all or any of the properties and assets of the Company both present and future, including its uncalled capital and also guarantee the performance by the Company of any obligation undertaken by it or any other persons on its behalf as the case may be and to make advances, give credit and concessions on such terms as may seem expedient to the customers and others, having dealings with the Company



19. To enter into partnership or agreement of sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise, with any person, firm or company carrying on or engaged in, or about to carry on, or engage in the business or transaction which this Company is authorised to carry on.
20. To let out on hire or lease or sell, exchange, mortgage, or to let on royalty, or to grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights, and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other company.
21. To pay in cash or either in shares of the Company or otherwise, for any rights or for property acquired by the Company through right sale or through other means such as lease or hire purchase etc and to remunerate any person, firm or body corporate, rendering services, to the Company in connection or after its incorporation either by cash payment or allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.
22. To transfer, re-transfer, lease out on rent or leave and licence basis or take back possession of properties or rights belonging to the Company including entering into understanding arrangement or re-arrangement of the rights and obligations whatsoever in furtherance of the objects of the Company.
23. To appoint directly or through agencies employ or otherwise acquire technical experts, skilled and unskilled labour for the purposes of business of the Company and to remunerate them by cash or other means including option of shares and securities of this or any other Company for services rendered or to be rendered to the Company.
24. To make advances with or without securities and give credit for the purchase of the properties, material goods, machinery, stores and other articles for the purposes of the Company.
25. To provide for the welfare of the employees or ex-employees of the Company and the wives and families or the dependents or relatives of such persons by building and contributing to the building of house, dwelling or chawls or by grants of money, pension, allowances, bonus and other payments or by creating and from time to time subscribing or contributing to provident fund and other associations towards places of instruction and recreation, hospitals and dispensaries as the Company shall think fit.

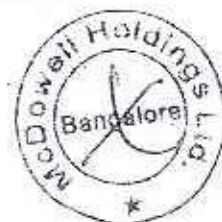


including indemnities but not amounting to business of Banking within the meaning of Banking Regulations Act, 1949.

11. To draw, make, accept, endorse, discount, execute, negotiate and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments including credit guarantee cards subject to the provisions of Banking Regulation Act, 1949.
12. To pay out of the funds of the Company all expenses which the Company may lawfully incur in pursuing the objects of the Company including the remuneration for obligations obtained by the Company in furtherance of the objects of the Company.
13. To insure with any other company, firm or persons against losses, damages and risks of all kinds which may affect the Company and to defend for rights in respect of the properties of the Company as may be deemed necessary from time to time.
14. To adopt such means of making known the works programme and properties of the Company as may seem expedient and in particular by advertisement in any varieties of publicity means or by granting rewards, prizes and donations.
15. To invest any money of the Company in such investments (other than shares or stocks of the companies) as may be thought proper and to hold, sell or otherwise deal with such investments.
16. To sell, lease, or mortgage the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular wholly or in part for money, moneys worth or for shares (fully paid or otherwise), debentures, securities of any other company or companies having objects either altogether or in parts, similar or not to those of this Company.
17. To promote and form, and to be interested in and take, hold and dispose of shares in other companies, for all or any of the objects mentioned in the Memorandum and to transfer to any such company any property in this company and to take or otherwise, acquire, hold and dispose of shares, debentures and other securities, in or of any such company and to subsidise or otherwise assist any such company.
18. To enter into collaboration arrangements or contracts with others, whether in India or abroad for the purpose of technical study, research, know-how process patent, rights, establishments, management or conduct of the business for attainment of all or any of the objects of the Company.



26. To donate subscribe or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national and other institutions and objects which shall have any moral or other claim to be supported or aided by the Company either by reason of locality, operation or of public and general utility or otherwise.
27. To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other Company or for other consideration.
28. To buy, import, sell, manufacture, repair, alter, exchange, let on hire, export and deal in all kinds of articles, things which may be required for purposes of any of the business authorised by this Memorandum, or commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt in, in connection with any of the said business.
29. To guarantee performance of any contract or obligation of and the payment of money by the Company in which such guarantee may be considered directly or indirectly in furtherance of the objects of the Company.
30. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
31. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise and to vest any real or personal property rights or interests acquired by or belonging to the Company in any person, firm or Company or authority on behalf of or for the benefit of the Company.
32. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any other Special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interests of the Company.
33. To place in reserve or to distribute as dividend, interim dividend or bonus among the members or otherwise to apply, as the Company may from time to time think fit, any money, surplus in the profit and loss account or unspecified reserves, or which is received by way of premium on shares or debentures issued at a premium by the Company, and any money received in respect of dividends accrued on forfeited shares, and money arising from the sale by the Company of forfeited shares.
34. To refer to or agree to refer any claim, demand, dispute or question by or against the Company or in which the Company is interested or concerned, to arbitration in India or elsewhere and to observe and perform and to do all acts, duties, matters and things to carry out or enforce the awards.



35. Upon winding up of the Company, to distribute any of the properties of the Company amongst the members in specie or in kind.
36. To do all or any of the above things and all such other things as or incidental or may be thought conducive to the attainment of any of the objects of the Company in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either along or in conjunction with others, and the word 'Company' in this Memorandum when applied otherwise than to this Company shall be persons, whether incorporated or not and whether domiciled in India or elsewhere and the intention is that the objects set forth in each of the several paragraphs of this clause shall have the widest possible construction, and shall be in no way limited or restricted by reference to or interference, from the terms of any other paragraph of this clause or the name of the Company.
- *IV. The liability of the members is limited to the extent of amount unpaid, if any, on shares held by them.
- V. The Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Amended vide special resolution passed through postal ballot on October 20, 2014 and deleted (C) Other Objects Clause.



We, the several persons, whose names and addresses are subscribed hereunder, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively, agree to take the number of shares in the capital of the company set opposite our respective names:

Sl No.	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1.	Sd/- A. HARISH BHAT S/o. A. Chandra Bhat 28 4 th main Shankarnagar Mahalakshmi Layout Bangalore - 560 096 <i>Company Executive</i>	10,000 (Ten Thousand)	Sd/- S. VISHNUMURTHY S/o. S. Gopalakrishna Udupa VISHNU RAM & CO., Chartered Accountants 652/H, 80 Feet Road, Rajajinagar II Stage, Bangalore - 560 010 <i>Chartered Accountant</i>
2.	Sd/- I. P. Suresh Menon S/o. late C.R. D. Menon Apt#201 'CRAIGMORE', 102 Wheeler Road Extension Bangalore - 560 025 <i>Company Executive</i>	10,000 (Ten Thousand)	
3.	Sd/- RUP NARAYAN PILLAI S/o. Mr. A. K. Pillai # 51 Richmond Road Bangalore - 560 025 <i>Company Executive</i>	10,000 (Ten Thousand)	
4.	Sd/- S. R. JAYAKUMAR S/o. S. Rama Rao No. 28 4 th Cross 11nd main, Kanaka Layout, Bangalore <i>Company Executive</i>	5,000 (Five Thousand)	



5.	Sd/- S. ANAND PRASAD S/o. A. Subba Rao No. 20, 2 nd Main, 2 nd Cross, Srinidhi layout, Konankunte, Bangalore – 560 062 <i>Company Executive</i>	5,000 (Five Thousand)	Sd/- S. VISHNUMURTHY S/o. S. Gopalakrishna Udupa VISHNU RAM & CO., Chartered Accountants 652/H, 80 Feet Road, Rajajinagar II Stage, Bangalore – 560 010 <i>Chartered Accountant</i>
6.	Sd/- MAHESH NEDUNGANDI S/o. P. P. neungadi 486, 10 th Cross, HSR Layout, Sector-1 Bangalore – 560 034 <i>Company Executive</i>	5,000 (Five Thousand)	
7.	Sd/- N. HEMANTH MENON S/o. P. N. Nandakumar R3, Roini Clusters, No. 6, 3 rd Main, AECS Layout – II, Sanjaynagar, Bangalore – 560 094 <i>Company Executive</i>	5,000 (Five Thousand)	
Total		50,000 (Fifty Thousand Only)	

Dated this the 23rd day of February, 2004 at Bangalore

**Amended by special resolution passed by members through postal ballot on 25th December 2019.*

CERTIFIED TRUE COPY

For McDOWELL HOLDINGS LIMITED

[Signature]
Director

For McDOWELL HOLDINGS LIMITED

[Signature]
Director

