

November 27, 2021

The Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
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

Dear Sirs,

Sub: Disclosure of Voting Results at the 17th Annual General Meeting

In terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are furnishing below the details of the remote e-voting and e-voting results at the adjourned Seventeenth Annual General Meeting of the Company held on November 25, 2021 at 12.00 noon (IST) through Video Conferencing /Other Audio Visual Means (VC) in the prescribed format:

Date of the AGM	November 25, 2021
Total number of shareholders on record date	45770
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	No arrangement for a physical meeting or appointment of proxy was made as the Annual General Meeting was through VC
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	0 32

Agenda- wise disclosure:

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
1	To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2021 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	Remote e-voting and voting at the AGM	Passed with requisite majority
2	To appoint Ms. Sarvamangala Hadapada (DIN: 08395454), as an Independent Director of the Company, not liable to retire by rotation, for a period of 2 years effective October 22, 2020.	Ordinary Resolution	Remote e-voting and voting at the AGM	NOT passed with requisite majority
3	To appoint Mr. Theerthesh B S (DIN:08955326), as an Independent Director of the Company, not liable to retire by rotation, for a period of 2 years effective November 13, 2020.	Ordinary Resolution	Remote e-voting and voting at the AGM	NOT passed with requisite majority

Registered Office : UB Tower, Level 12, UB City, 24, Vittal Mallya Road, Bangalore 560001, India

Tel: +91 80 4668 6500, Fax: +91 80 2227 4890, www.mcdowellholdings.co.in

Corporate Identity Number - L05190KA2004PLC033485

4	To appoint Mr. G Sreenivas (DIN:07805594) as an Non Executive Director of the Company, liable to retire by rotation.	Ordinary Resolution	Remote e-voting and voting at the AGM	NOT passed with requisite majority
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In case of Poll/Postal ballot/E-voting

Promoter/ Public	Mode of Voting	No. of Shares	No. of votes polled	% of votes polled on outstandin g shares	No. of Votes in favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoters and Promoter Group	-E-voting ~~-Poll~~ ~~-Postal~~ Ballot (if applicable)	(Details as per Annexure I attached herewith)						
Public Institutions								
Public Non Institutions								
Total								

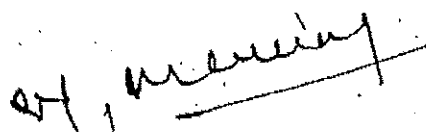
A copy of Consolidated Scrutinizer Report dated November 26, 2021, on remote e-voting and voting at Annual General Meeting is also attached herewith.

Kindly treat this as our compliance in terms of the relevant provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully

For **McDowell Holdings Limited**



G Sreenivas
Director

Encl: a/a

Annexure - 1

General information about company	
Scrip code	532852
NSE Symbol	MCDHOLDING
MSEI Symbol	NA
ISIN	INE836H01014
Name of the company	MCDOWELL HOLDINGS LTD
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-11-2021
Start time of the meeting	12:00 PM
End time of the meeting	12:56 PM



Scrutinizer Details	
Name of the Scrutinizer	NAGESHA RAO K N
Firms Name	K N NAGESHA RAO C S
Qualification	CS
Membership Number	3000
Date of Board Meeting in which appointed	28-08-2021
Date of Issuance of Report to the company	26-11-2021



Voting results	
Record date	22-09-2021
Total number of shareholders on record date	45770
No. of shareholders present in the meeting either in person or through	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	32
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



Resolution (1)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2021 and the Reports of the Director's and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	317032	0	0.0000	0	0	0	0	0
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	2859159	2854267	99.8289	1521788	1332479	53.3162	46.6838	0
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	10816067	1120121	10.3561	995136	124985	88.8418	11.1582	0
	Total	13992258	3974388	28.4042	2516924	1457464	63.3286	36.6714	Yes
Whether resolution is Pass or Not.					Disclosure of notes on resolution				



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution (2)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
To appoint Ms Sarvamangala Hadapada (DIN 08395454) as an Independent Director not liable to retire by rotation for 2 years									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0	0
	Poll	317032	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	317032	0	0.0000	0	0	0.0000	0.0000	0.0000
Public- Institutions	E-Voting		2854267	99.8289	24295	2829972	0.8512	99.1488	99.1488
	Poll	2859159	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	2859159	2854267	99.8289	24295	2829972	0.8512	99.1488	99.1488
Public- Non Institutions	E-Voting		1120121	10.3561	5697	1114424	0.5086	99.4914	99.4914
	Poll	10816067	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	10816067	1120121	10.3561	5697	1114424	0.5086	99.4914	99.4914
Total		13992258	3974388	28.4042	29992	3944396	0.7546	99.2454	No
Whether resolution is Pass or Not.						No			
Disclosure of notes on resolution									



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To appoint Mr Theerthesh B S (DIN 08955326) as an Independent Director not liable to retire by rotation for 2 years					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0	0
	Poll	317032	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	317032	0	0.0000	0	0	0.0000	0.0000	0.0000
Public- Institutions	E-Voting		2854267	99.8289	24295	2829972	0.8512	99.1488	
	Poll	2859159	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	2859159	2854267	99.8289	24295	2829972	0.8512	99.1488	
Public- Non Institutions	E-Voting		1120121	10.3561	5697	1114424	0.5086	99.4914	
	Poll	10816067	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	10816067	1120121	10.3561	5697	1114424	0.5086	99.4914	
Total		13992258	3974388	28.4042	29992	3944396	0.7546	99.2454	
Whether resolution is Pass or Not.						No			
Disclosure of notes on resolution									



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution (4)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					To appoint Mr G Sreenivas (DIN 07805594) as a Non Executive Director liable to				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes -- in favour	No. of votes -- against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0	0
	Poll	317032	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	317032	0	0.0000	0	0	0.0000	0.0000	0.0000
Public- Institutions	E-Voting		2854267	99.8289	24295	2829972	0.8512	99.1488	99.1488
	Poll	2859159	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	2859159	2854267	99.8289	24295	2829972	0.8512	99.1488	99.1488
Public- Non Institutions	E-Voting		1120121	10.3561	5697	1114424	0.5086	99.4914	99.4914
	Poll	10816067	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	10816067	1120121	10.3561	5697	1114424	0.5086	99.4914	99.4914
Total		13992258	3974388	28.4042	29992	3944396	0.7546	99.2454	99.2454
					Whether resolution is Pass or Not.				
					Disclosure of notes on resolution				
					No				



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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

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

☎ 9845050333; 08023234353

✉ nageshknn@gmail.com

Scrutinizer's Report

Name of the Company	McDowell Holdings Limited (formerly McDowell India Spirits Limited) with CIN L05190KA2004PLC033485
Meeting	Adjourned Seventeenth Annual General Meeting (original Meeting fixed to be held on 29th September 2021 at 12.00 noon was adjourned for want of quorum)
Day, Date & Time	Thursday, 25 th November 2021 at 12.00 noon
Deemed Venue	Registered Office of the Company, UB Tower, Level 12, UB City 24 Vittal Mallya Road Bengaluru 560 001
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 17th Annual General Meeting ("AGM") of the Members of McDowell Holdings Limited with CIN L05190KA2004PLC033485 (hereinafter referred to as "the Company") to be held on Wednesday 29th September 2021 at 12.00 noon, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The above AGM of the Company was adjourned to Thursday, 25th November, 2021 at 12.00 noon through VC as the requisite quorum was not present. The notice of the Adjourned AGM was issued and published in newspapers on 20th November, 2021

2. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; and (ii) the MCA Circulars; relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



3. Scrutinizer's Responsibility

My responsibility as Scrutinizer is to ensure that the voting process (i.e., remote e-voting and e-voting) was conducted in a fair and transparent manner as well as to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution(s) contained in the Notice, based on the reports generated from the e-voting system provided the depository, Central Depository Services (India) Limited ("CDSL")

4. Dispatch of Notice convening the AGM

4.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in *Business Line* (English) and *Ee Sanje* (Kannada), having electronic editions both on 4th September, 2021 specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

4.2 On 3rd September, 2021 the Company hosted the notice of AGM on its website and website of the agency providing the platform for remote e-voting and e-voting during the AGM. Further the Company intimated the same to BSE Limited and National Stock Exchange of India Limited on 28th August, 2021.

4.3 On the basis of the Register of Members and the list of Beneficial Owners made available by Integrated Registry Management Services Private Limited the Registrar and Share Transfer Agents ("RTA") of the Company and the depository CDSL, the Company sent e-mails on 4th September 2021 to all 24,141 shareholders who provided mail IDs.

5. Cut-off date

Voting rights were reckoned as on Wednesday, 22nd September, 2021, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

6. Remote e-voting process

6.1 Agency

The Company appointed CDSL as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

6.2 Remote e-voting period

Remote e-voting platform was open from 9:00 a.m. (IST) on Saturday, 25th September, 2021 till 5:00 p.m. (IST) on Tuesday, 28th September, 2021 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.



7. Voting at the AGM

7.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

7.2 Accordingly, CDSL, the remote e-voting agency provided me with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

8. Quorum at the Annual General Meeting

8.1 As per the 'Venue Attendance Report' provided by the Depository, CDSL I observed that quorum of the Adjourned AGM was present at the Sixteenth Annual General Meeting of Company held on 25th November 2021 at 12.00 noon.

9. Counting Process

9.1 On completion of e-voting during the Adjourned AGM, I unblocked the results of the remote e-voting and e-voting by members at the Adjourned AGM, on the CDSL e-voting platform and downloaded the results.

10. Results

10.1 I observe that:

- a) 15 Members cast their votes through e-voting at the Adjourned AGM;
- b) 84 Members cast their votes through remote e-voting.

10.2 The e-voting data was scrutinized by me for verification of votes cast in favour and against each of four Resolutions. Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 26th August, 2021 are enclosed herewith.



Signature

Date: 26th November 2021

Name of Company Secretary in practice: KN Nagesha Rao

UDIN No. F003000C001559931

FCS 3000 Certificate of Practice : 12861

Peer Review Unique ID No.J2014KR1122000