



McDOWELL HOLDINGS LIMITED

Ref: bm140730-se

July 30, 2014

Bangalore Stock Exchange Limited
51, Stock Exchange Towers,
1st Cross, J.C. Road,
Bangalore – 560 027

Dear Sirs,

Sub: Audited Accounts for the year ended March 31, 2014

The accounts of the Company for the year ended March 31, 2014, were considered and approved at the Meeting of the Board of Directors held today. The Board of Directors has decided not to recommend any dividend on the equity shares of the Company for the year ended March 31, 2014.

We give below the details of the accounts for the year ended March 31, 2014:

Particulars	Current Financial Year ended 31.03.2014 (Rs.)	Previous Financial Year ended 31.03.2013 (Rs.)
Income	128,588,029	112,532,252
1. Net (Loss) / Profit:	(208,343,465)	36,272,319
After providing for:		
- Depreciation	Nil	Nil
- Taxation [including deferred tax]	Nil	5,420,000
2. Add:		
- Surplus/[Loss] transferred from previous year	58,346,328	29,328,473
3. Transfer to Reserves:		
Less: Statutory Reserve	Nil	7,254,464
4. Balance carried to Balance Sheet	(149,997,136)	58,346,328

We are enclosing herewith the Audited Results, in the format prescribed under Clause 41 of the Listing Agreement.

At the same meeting, the Board has approved the shifting of Registered Office of the Company from Canberra, Level 9, UB City, #24, Vittal Mallya Road, Bangalore – 560 001 to UB Tower, Level 12, UB City, #24, Vittal Mallya Road, Bangalore – 560 001 with effect from August 01, 2014.



Registered Office: Canberra, Level 9, UB City, #24, Vittal Mallya Road, Bangalore - 560 001, India.
Tel. : +91 80 3985 6500, Fax : +91 80 2227 4890, www.mcdowellholdings.in
Corporate Identity Number - L05190KA2004PLC033485





McDOWELL HOLDINGS LIMITED

Kindly take the above change of address of the Registered Office of the Company in your records. Please address all communications to the new address of the Registered Office of the Company as mentioned above.

Thanking you,

Yours faithfully
for McDowell Holdings Limited

RITESH SHAH
COMPANY SECRETARY

Encl: As above

CC:-

The Stock Exchanges at:
Mumbai and

National Stock Exchange at Mumbai

McDowell Holdings Limited

Regd. Office: Canberra, Level 9, UB City, #24 Vittal Mallya Road, Bangalore - 560 001
Email: mhlinvestor@ubmail.com | website: www.mcdowellholdings.in | CIN : L05190KA2004PLC033485

PART I

in Lakhs

Statement of Standalone Audited Results for the year ended March 31st, 2014

PARTICULARS	Three months ended			Year ended	Year ended
	31-Mar-14	31-Dec-13	31-Mar-13	31-Mar-14	31-Mar-13
	Unaudited	Unaudited	Unaudited	Audited	Audited
1. Income from operations					
Income from operations	49.72	372.43	598.77	1,285.88	1,125.32
Total income from operations	49.72	372.43	598.77	1,285.88	1,125.32
2. Expenses					
(a) Employee benefits expense	9.57	11.97	3.48	34.12	14.50
(b) Mailing charges	-	-	0.43	6.10	8.54
(c) Share transfer agent fees	0.85	0.64	1.82	8.63	7.25
(d) Other expenses	9.86	(3.47)	25.03	22.19	41.84
(e) Provision for doubtful advances	2,050.71	-	-	2,050.71	-
Total expenses	2,070.99	9.14	30.76	2,121.75	72.13
3. Profit from ordinary activities before finance costs	(2,021.27)	363.29	568.01	(835.87)	1,053.19
4. Finance costs	336.89	182.66	311.86	1,247.56	636.27
5. Profit / (loss) from ordinary activities after finance costs	(2,358.16)	180.64	256.15	(2,083.43)	416.92
6. Tax expense	(52.48)	38.48	46.20	-	54.20
7. Net Profit / (loss) for the period/year	(2,305.68)	142.16	209.95	(2,083.43)	362.72
8. Paid-up equity share capital (face value of ` 10/- each, fully paid up)	1,399.23	1,399.23	1,399.23	1,399.23	1,399.23
9. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	3,387.98	5,471.42
10. Earnings per share (face value of ` 10/- each) (not annualised):					
(a) Basic	(16.48)	1.02	1.50	(14.89)	2.60
(b) Diluted	(16.48)	1.02	1.50	(14.89)	2.60



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PART II

Select Information for the year ended March 31st, 2014

PATRICULARS	Three months ended			Year ended	Year ended
	31-Mar-14	31-Dec-13	31-Mar-13	31-Mar-14	31-Mar-13
	Unaudited	Unaudited	Unaudited	Audited	Audited
A PARTICULARS OF SHAREHOLDING					
1. Public shareholding					
- Number of shares	11,474,866	9,924,866	8,492,657	11,474,866	8,492,657
- Percentage of shareholding	82.01	70.93	60.70	82.01	60.70
2. Promoters and Promoter Group Shareholding					
a) Pledged / Encumbered					
- Number of shares	317,030	1,817,030	3,420,239	317,030	3,420,239
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	12.59	44.67	62.19	12.59	62.19
- Percentage of shares (as a % of the total share capital of the company)	2.27	12.99	24.44	2.27	24.44
b) Non - encumbered					
- Number of shares	2,200,362	2,250,362	2,079,362	2,200,362	2,079,362
- Percentage of shares (as a % of the total shareholding of the Promoter and promoter group)	87.41	55.33	37.81	87.41	37.81
- Percentage of shares (as a % of the total share capital of the company)	15.73	16.08	14.86	15.73	14.86

Particulars	Three months ended 31st Mar 2014
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	1
Disposed of during the quarter	1
Remaining unresolved at the end of the quarter	NIL



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Statement of Standalone Audited Results for the year ended March 31st, 2014

in Lakhs

PARTICULARS	Three Months ended			Year ended	Year ended
	31-Mar-14	31-Dec-13	31-Mar-13	31-Mar-14	31-Mar-13
	Unaudited	Unaudited	Unaudited	Audited	Audited
1.SEGMENT REVENUE					
Investments	-	-	279.73	144.87	439.00
Financial services	49.72	372.43	319.04	1,141.01	686.32
	49.72	372.43	598.77	1,285.88	1,125.32
2.SEGMENT RESULTS					
Investments	(12.65)	(4.43)	272.75	107.14	409.95
Financial services	(294.81)	185.07	(16.60)	(139.86)	6.97
Total	(307.46)	180.64	256.15	(32.72)	416.92
Provision for doubtful advances	2,050.71	-	-	2,050.71	-
Profit /(loss) Before Tax	(2,358.16)	180.64	256.15	(2,083.43)	416.92
3. CAPITAL EMPLOYED					
Investments	6,260.32	6,260.32	6,599.99	6,260.32	6,599.99
Financial services	(1,473.11)	832.60	270.65	(1,473.11)	270.65
Total	4,787.21	7,092.92	6,870.64	4,787.21	6,870.64

STANDALONE STATEMENT OF ASSETS AND LIABILITIES

Particulars	As at 31st March 2014	As at 31st March 2013
	Audited	Audited
I. Equity and Liabilities		
1.Shareholders' Funds:		
a. Share Capital	1,399.23	1,399.23
b. Reserves and Surplus	3,387.98	5,471.42
2. Current Liabilities		
a. Long-term borrowings	5,000.00	-
b. Other long term Liabilities	10.41	-
3. Current Liabilities		
a. Short-term borrowings	2,000.00	7,000.00
b. Other Current Liabilities	48.98	140.87
c. Short term provision	132.40	132.40
	11,979.00	14,143.92
II. Assets		
1. Non-current Assets		
a. Non Current Investments	6,260.32	6,260.32
2. Current Assets		
a. Trade Receivables	143.30	37.58
b. Cash and Cash Equivalents	25.14	153.80
c. Short term Loans and Advances	5,526.60	7,352.55
c. Other current assets	23.64	339.67
	11,979.00	14,143.92



Notes :

- 1 The above financial results were reviewed by the Audit committee and taken on record by the Board of Directors at their meeting held on 30th July 2014
- 2 The company has provided corporate guarantee and created pledge on 6.3 million equity shares in United Breweries Limited, held by it in favour of a lender to secure their lendings to certain group companies and the total amount outstanding as on 31st March 2014 is Rs. 496 crores. Three of such borrowers have committed acts of defaults and the lender has demanded repayment of a sum of Rs. 337.52 crores due from them. Simultaneously, the lender has invoked the corporate guarantee and exercised its right of pledge provided by the Company to realize the above dues. The Company is in negotiation with the lender, to restore the facility made available to the defaulting borrowers. No adverse action has been taken against the Company. Pending final outcome of the negotiations, the company continues to recognize its obligation as contingent liabilities.
- 3 The Company has prepared its financial statements on a going concern basis, having regard to the ongoing negotiation with the lender who has invoked the corporate guarantee and exercised its right of pledge over the shares pledged by the company, to restore the facilities to the borrower on whose behalf the relevant guarantees were extended. The auditors have drawn attention to this matter in their report.
- 4 The company has advanced a sum of Rs. 50.88 Crore to a Group Company, which is a defendant in several litigations and also winding up petitions before the Hon'ble High Court of Karnataka. The company has treated the amount as good and recoverable on the assumption that the litigations and the petitions against the borrowers would be resolved in favour of the borrower.
- 5 The company is carrying certain investments at a carrying cost of Rs 30.30 Crore. There is substantial erosion in the market price of these investments. The company is of the opinion that the diminution in the value of the shares are temporary in nature and accordingly, has not made any provision for such diminution.
- 6 The company is registered with Reserve Bank of India as a Non-Banking (Non-deposit accepting) Financial Company. Certain regulatory requirements prescribed by the Reserve Bank of India under the NBFC Regulations could not be met by the Company during the year. The matter is being addressed by the Board of Directors to find a suitable solution.
- 7 The Company along with other constituents of the UB Group has on 12th May, 2014, is a party to an agreement entered into between the UB Group and Adventz Group in respect of their respective shareholding in Mangalore Chemicals and Fertilizers Limited. Further, the company has also joined Zuari Fertilisers and Chemicals Limited in making a competing offer under Regulation 20 of SEBI (SAST) Regulations, 2011, as amended, for acquisition of up to 3,08,13,939 equity shares of Rs. 10 each from the public shareholders of Mangalore Chemicals and Fertilizers Limited by Zuari Fertilisers and Chemicals Limited (Acquirer) at a price of Rs. 68.55 per equity share. In terms of the agreement, Zuari Group has agreed to subscribe to all the shares that will be tendered in the competing offer and all financial obligations, costs, charges and expenses including payment of considerations to public shareholders in terms of the Takeover Regulations will be borne by the Zuari Group alone. SEBI has issued its no objection for the Open Offer subject to receipt of approval from Competition Commission of India (CCI)
- 8 The figures of the last quarter are the balancing figure between audited figures in respect of the full financial year and published year to date figures upto the third quarter of the current financial year.
- 9 Figures of the previous period / year have been regrouped / rearranged wherever necessary.

By Authority of the Board

Sd/-

N. Srinivasan
Director

Place: BANGALORE
Date : 30th July 2014

