McDOWELL HOLDINGS LIMITED

September 29, 2015

The Executive Director
Bangalore Stock Exchange Limited
Exchange Towers, No.51,
J C Road, 1 Cross,
Bangalore 560027

The Department of Corporate Services
BSE Limited
Ist Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001

The Secretary
National Stock Exchange of India Limited
Compliance Department
Exchange Plaza, Bandra Kurla Complex
Bandra [E], Mumbai 400 051

Dear Sirs,

Sub: Proceedings of the 11th Annual General Meeting
Ref: Clause 31(d) of the Listing Agreement

The Members at the 11th Annual General Meeting of the Company held on Monday, September 28, 2015 at Conference Hall, 1st Floor, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore – 560 001 have passed the following resolutions:

1. Adoption of Accounts for the year ended March 31, 2015 and the Reports of the Auditors and Directors thereon. – ***Ordinary Resolution-passed with requisite majority***
2. Ratification of appointment of Auditors and fixing their Remuneration.– ***Ordinary Resolution-passed with requisite majority***
3. Appointment of Ms. Tushita Aakar Patel as Director, liable to retire by rotation.– ***Ordinary Resolution -passed with requisite majority***

We request you to kindly take this on record as compliance under Clause 31(d) of the Listing Agreement.

The details of the voting results have been disclosed vide our letter dated September29, 2015 in terms of Clause 35A of the Listing Agreement.

Thanking You,

Yours faithfully,
For **McDowell Holdings Limited**

Manoj Kumar
[Company Secretary]