McDOWELL HOLDINGS LIMITED

MHL/CS/SE **29th September, 2016**

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: Proceedings of the 12th Annual General Meeting of the Company held on 29th September, 2016

Dear Sirs,

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, summary of the proceedings of the 12th Annual General Meeting of the Company held on Thursday, September 29, 2016 at Conference Hall, Level-1, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore – 560 001 at 03:15 PM is enclosed herewith. The same may please be treated as compliance of the applicable provisions.

Thanking you

Yours Faithfully

For **McDowell Holdings Limited**

Manoj Kumar
DGM-Legal & Company Secretary

UB GROUP

McDOWELL HOLDINGS LIMITED

SUMMARY OF THE PROCEEDINGS OF THE 12TH ANNUAL GENERAL MEETING OF McDOWELL HOLDINGS LIMITED CONFERENCE HALL, 1ST FLOOR, UB TOWER, UB CITY, NO. 24, VITTAL MALLYA ROAD, BANGALORE – 560 001 AT 03:15 PM

Present:

Mr. N. Srinivasan	Chairman of the Board
Mr. M S Kapur	Director [Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee]
Mr. Ravi Nedundagi	
Mr. Manoj Kumar	Company Secretary

The Statutory Register as per the Companies Act, 2013, Auditors Report, Secretarial Audit Report and documents referred to in the Notice convening the Annual General Meeting were placed at the meeting and were available for inspection by the members of the Company.

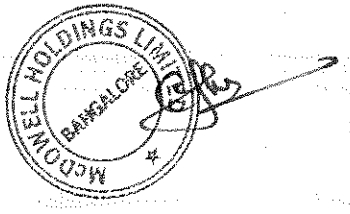
The Chairman of the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, Statutory Auditors, Secretarial Auditor and the Internal Auditor of the Company were present at the meeting in person.

47 members were present in person/corporate representative at the Meeting.

Mr. N. Srinivasan, Chairman of the Board call the Meeting to order after being confirmed that the quorum as per the provisions of Section 103 of the Companies Act, 2013 was present.

The Chairman of the Meeting welcomed the Members and introduced the Board Members and others on the dais and thereafter reviewed the operations of the Company and future prospects.

With the permission of the Members present, the Notice of the Annual General Meeting was taken as read



As required under the Companies Act, 2013 the Chairman requested the Secretary to read the qualification in the Statutory Audit Report and the Secretarial Audit Report. The same were read by the Company Secretary.

The Members were informed of the remote e-voting concluded on28th September and the Members who have not voted through e-voting may cast their vote through ballot.

Although the resolutions are covered under the e-voting procedure and also through ballot, the Secretarial Standards require that every Resolution shall be "Proposed" and "Seconded" by Member. Accordingly, the following resolutions are being proposed and Seconded by the Members

Sl. No	Resolutions
1.	Adoption of Audited Balance Sheet of the Company as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Auditors and Directors thereon.(Ordinary Resolution)
2.	Re-appointment of Mr. Anil Pisharody (DIN 02500666), who retires by rotation and, being eligible, offers herself for re-appointment. (Ordinary Resolution)
3.	Ratification of Auditors' appointment and fixing their remuneration(Ordinary Resolution)
4.	Appointment of Mr. M. S. Kapur (DIN 00703815) as Independent Director of the Company. (Ordinary Resolution)

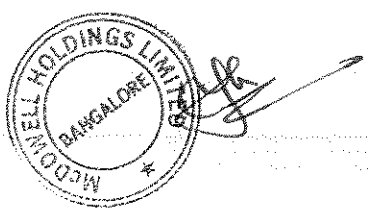
Mr. Sudhir V. Hulyalkar, Company Secretary in Practice and a shareholder, was appointed as the Scrutinizer for the ballot process. Mr. Sudhir Hulyalkar who was also Scrutinizer for remote e-voting.

The Resolutions were put to vote through ballot for those who have not cast their vote through remote e-voting.

The poll started at 3:30 pm and concluded at 3:45 pm.

The Chairman informed that the results of remote e-voting and poll will be announced on receipt of the Scrutinizer's Report and will be placed on the Company's website and sent to the stock exchanges within the prescribed time and authorized the Company Secretary to report the proceedings of this meeting to the stock exchanges.

The voting result shall form part of the proceedings of this AGM.



There after the Chairman thanked the Members for their participation and formally announce closure of the 12th Annual General Meeting of the Company at 3:50 pm.

For McDowell Holdings Limited



Manoj Kumar
[DGM-Legal & Company Secretary]

Date: 29/09/2016

ANNEXURE - I

COMPANY NAME	MCDOWELL HOLDINGS LIMITED
Date of AGM	29-09-2016
No of Share Holders As on Record Date (cut off date)	50749
No of share holders present in the meeting either in person or through Proxy: Promoters and Promoters Group Public	Promoters and Promoter Group 4 Public -43
No of shareholders attended through video conferencing: Promoters and Promoters Group - Public -	 NIL

Resolution 1 ORDINARY RESOLUTION

Adoption of Financial Statements for the year ended March 31, 2016 and Reports of Directors and the Auditors thereon

Whether promoter/promoter Group are interested in the Agenda/Resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2517392	0	0.00	0	0	0.00	0.00
	Poll		2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2517392	2517390	100.00	2517390	0	100.00	0.00
Public Institutions	E-voting	2963520	1332479	44.96	1332479	0	52.93	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2963520	1332479	0.00	1332479	0	100.00	0.00
Public Non Institutions	E-voting	8511346	762	0.01	737	25	0.02	3.281
	Poll		1443	0.017	1443	0	0.02	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	8511346	2205	0.03	2180	25	98.87	1.134
Total		13992258	3852074	27.53	3852049	25	99.999	0.001

McDOWELL HOLDINGS LIMITED BANGALORE

Resolution 2 ORDINAY RESOLUTION

Re-appointment of Mr. Anil Pisharody (DIN 02500666), who retires by rotation and, being eligible, offers himself for re-appointment

Whether promoter/promoter Group are interested in the Agenda/Resolution: NO

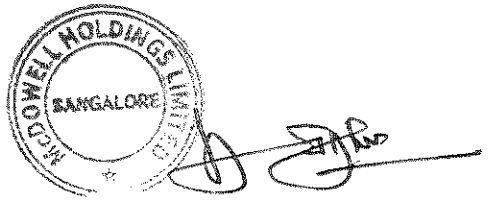
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-voting	2517392	0	0.00	0	0	0.00	0.00
	Poll		2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2517392	2517390	100.00	2517390	0	100.00	0.00
Public Institutions	E-voting	2963520	1332479	44.96	1332479	0	100.00	0.00
	Poll		0	0.000	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2963520	1332479	44.96	1332479	0	100.00	0.00
Public Non Institutions	E-voting	8511346	762	0.01	697	65	91.47	8.53
	Poll		1443	0.017	1243	200	86.14	13.86
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	8511346	2205	0.03	1940	265	87.98	12.02
Total		13992258	3852074	27.53	3851809	265	99.993	0.007

Resolution 3 ORDINARY RESOLUTION

Ratification of appointment of Messrs. Vishnu Ram & Co. Chartered Accountants as Statutory Auditors.

Whether promoter/promoter Group are interested in the Agenda/Resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-voting	2517392	0	0.00	0	0	0.00	0.00
	Poll		2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2517392	2517390	100.00	2517390	0	0.00	0.00
Public Institutions	E-voting	2963520	1332479	44.96	1332479	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2963520	1332479	44.96	1332479	0	100.00	0.00
Public Non Institutions	E-voting	8511346	762	0.01	742	20	97.38	2.62
	Poll		1443	0.017	1443	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	8511346	2205	0.03	2185	20	99.09	0.91
Total		13992258	3852074	27.53	3852054	20	99.999	0.001



Resolution 4 ORDINARY RESOLUTION

Appointment of Mr. M. S. Kapur (DIN 00703815) as Independent Director of the Company

Whether promoter/promoter Group are interested in the Agenda/Resolution: NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-voting	2517392	0	0.00	0	0	0.00	0.00
	Poll		2517390	100.00	2517390	0	100.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total	2517392	2517390	100.00	2517390	0	100.00	0.00
Public Institutions	E-voting	2963520	1332479		1332479	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total	2963520	1332479	0.00	1332479	0	100.00	0.00
Public Non Institutions	E-voting	8511346	762	0.01	697	65	91.47	8.53
	Poll		1443	0.017	1243	200	86.14	13.86
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total	8511346	2205	0.03	1940	265	87.98	12.02
Total		13992258	3852074	27.53	3851809	265	99.993	0.007

