McDOWELL HOLDINGS LIMITED

Dated: 07-09-2017

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: Notice of 14th Annual General Meeting of the Company.

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of 14th Annual General Meeting of the Company to be held on September 28, 2018 at 02:30 p.m. at Conference Hall, UB Tower, Level -1, UB City, 24 Vittal Mallya Road, Bangalore 560001, Karnataka is enclosed.

The Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on Saturday, September 22, 2018 (end of day) being the Cut-off-Date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depositories Services (India) Limited (CDSL).

Remote e-voting period will begin on Tuesday, September 25, 2018 at 9.00.a.m. and ends on Thursday, September 27, 2018 at 5.00.p.m.

Web link of the Notice of the 14th Annual General Meeting and Annual Report for the financial year 2017-18 are given herein below, from where these documents could be downloaded. Annual Report for financial year 2017-18.
http://www.mcdowellholdings.co.in/pdf/annual-report pdf/Annual_Report_2018.pdf

McDOWELL HOLDINGS LIMITED

Kindly treat this as compliance of the provisions under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you

Yours faithfully

For **McDowell Holdings Limited**



Manoj Kumar
[DGM-Legal & Company Secretary]

Registered Office: UB Tower, Level-12, UB City, 24 Vittal Mallya Road, Bangalore-560001
Tel.: +91 81 3985 6500, Fax: 91 80 2227 4890, www.mcdowellholdings .co.in
CIN: L05190KA2004PLC033485

McDOWELL HOLDINGS LIMITED

CIN: L05190KA2004PLC033485
Registered Office: UB Tower, Level-12, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001
E-mail: mhlinvestor@ubmail.com Website: www.mcdowellholdings.co.in
Tel. : +91 80 3985 6500 Fax : +91 80 2227 4890

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING of the members of McDowell Holdings Limited will be held at Conference Hall, Level - 1, UB Tower, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001 on Friday, September 28, 2018 at 2:30 P.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, 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.

2. To appoint a Director in place of Mrs. Tushita Patel (DIN 07017591), who retires by rotation and, being eligible, offers herself for re-appointment.

By Order of the Board

s/d

Manoj Kumar
DGM-Legal & Company Secretary
[FCS No. : F6698]

Noida
August 07, 2018

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

2) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Transfer Books and Register of Members will remain closed from Saturday, September 22, 2018, to Friday, September 28, 2018 (both days inclusive).

3) Members are requested to intimate immediately to the Company's Registrars and Share Transfer Agent, Integrated Registry Management Services Private Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003 (Telephone No. 080-23460815-818 Fax No. 080 2346 0819), any change in their e-mail id / correspondence address along with Pin Code Number.

4) Members holding shares in the same name or same order of names under different ledger folios are requested to apply for consolidation of such folios, to the Company's Registrars and Share Transfer Agent at the address as stated in Note No. 4 above.

5) Members may address all their documents/ correspondence relating to the equity shares of the Company directly to the Company's Registrars and Share Transfer Agent at the address as stated in Note no. 4 above.

6) Nomination facility for shares is available for Members. The prescribed form in this regard can be obtained from the Company's Registrars and Share Transfer Agent at the address as stated in Note no. 4 above.

7) The Company's equity shares are under compulsory dematerialisation. Accordingly, trading of these shares through the Stock Exchanges would be facilitated if the share certificates are in dematerialised mode. Members having physical share certificates are advised to consider opening a Demat Account with an authorised Depository Participant and arrange for dematerialising

their shares in the Company.

8) The Company has designated an exclusive e-mail id viz, mhlinvestor@ubmail.com to enable the investors to post their grievances and monitor their redressal.

9) There is no unclaimed dividend required to be transferred to the Investor Education and Protection Fund.

10) The cut-off-date for the purpose of ascertaining shareholders who are eligible to receive this notice is Monday, August 24, 2018.

Members attending the Annual General Meeting are requested to bring with them the following:

a. Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting;

b. The Attendance Slip duly completed and clearly indicating their DP ID & Client ID, in case of shares held in dematerialised mode and Folio Number in case of shares held in physical mode, to facilitate identification of membership at the Meeting.

11) The Company would accept only the Attendance Slip from a member actually attending the Meeting, or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours prior to the Meeting. Attendance Slips of Members/valid proxies not personally present at the Meeting, or relating to Proxies which are invalid, will not be accepted from any other member/person.

12) The Meeting is for members or their proxies only. Please avoid being accompanied by non-members/ children.

13) Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

14) Members are requested to quote the Folio Number / Client ID/DP ID in all correspondence.

15) Members may note that the Notice of the Fourteenth Annual General Meeting and the Annual Report for 2017-18 is also available on the Company's website www.mcdowellholdings.co.in.

16) Physical copies of all documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except on Saturdays, Sundays and Public Holidays up to and including the date of Annual General Meeting of the Company.

17) The relevant information required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Mrs. Tushita Patel, Director seeking re-appointment is given in the Annexure to the Notice and forms part of the Corporate Governance Report.

18) Electronic copies of the Annual Report and Notice are being sent to all the Members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report and Notice and being sent in the permitted mode. Members who require communication in physical form in addition to e-communication, or have any queries may write to Company on mhlinvestor@ubmail.com

19) Voting options:

I. Voting through electronic means:

A. In terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard SS-2 issued by the Institute of Company Secretaries of India, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on Saturday, September 22, 2018 (end of day) being the Cut-off Date (Record Date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depositories Services (India) Limited (CDSL).

B. The remote e-voting period begins on Tuesday, September 25, 2018 at 9:00 a.m. and ends on Thursday, September 27, 2018 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date Saturday, September 22, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

C. The members may participate even after casting their votes through e-voting but shall not be allowed to cast vote again at the AGM.

D. The instructions for members for voting electronically are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Company "McDowell Holdings Limited".

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.)and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II Voting at Annual General Meating

Members who have not cast their votes through remote e-voting, can exercise their voting rights at the AGM.

A. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

B. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

C. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

D. A Member can opt for only one mode of voting i.e. either in person or through proxy at the Meeting or through remote e-voting. Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. Members who have already cast their vote by remote e-voting shall not be allowed to vote again at the Annual General Meeting. If a member casts votes by all the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

E. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the Cut-off Date i.e. Saturday, September 22, 2018, may obtain a copy of the Notice by sending a request at helpdesk.evoting@cdslindia.com/ mhlinvestor@ubmail.com. Such persons may follow the instructions given in the Notice for casting their votes through e-voting provided by CDSL. In case of any assistance on e-voting, please contact the Registrars at irg@integratedindia.in/ Phone No. 080-23560815-818/ Fax: 080-23460819.

20. The Company has appointed Mr. Sudhir Hulyalkar, Company Secretary in Practice (Membership No. FCS 6040, CP No. 6137), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

21. The Scrutinizer shall immediately after the conclusion of the General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding three (3) days from the conclusion of the Annual General Meeting.

22. The Results shall be declared at or after the Annual General Meeting of the Company by the Chairman or the person authorised by him. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company- www.mcdowellholdings.in and on the website of CDSL – www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

By Order of the Board

s/d

Manoj Kumar
DGM-Legal & Company Secretary
[FCS No. : F6698]

Noida
August 07, 2018

Annexure to Notice of Fourteenth Annual General Meeting

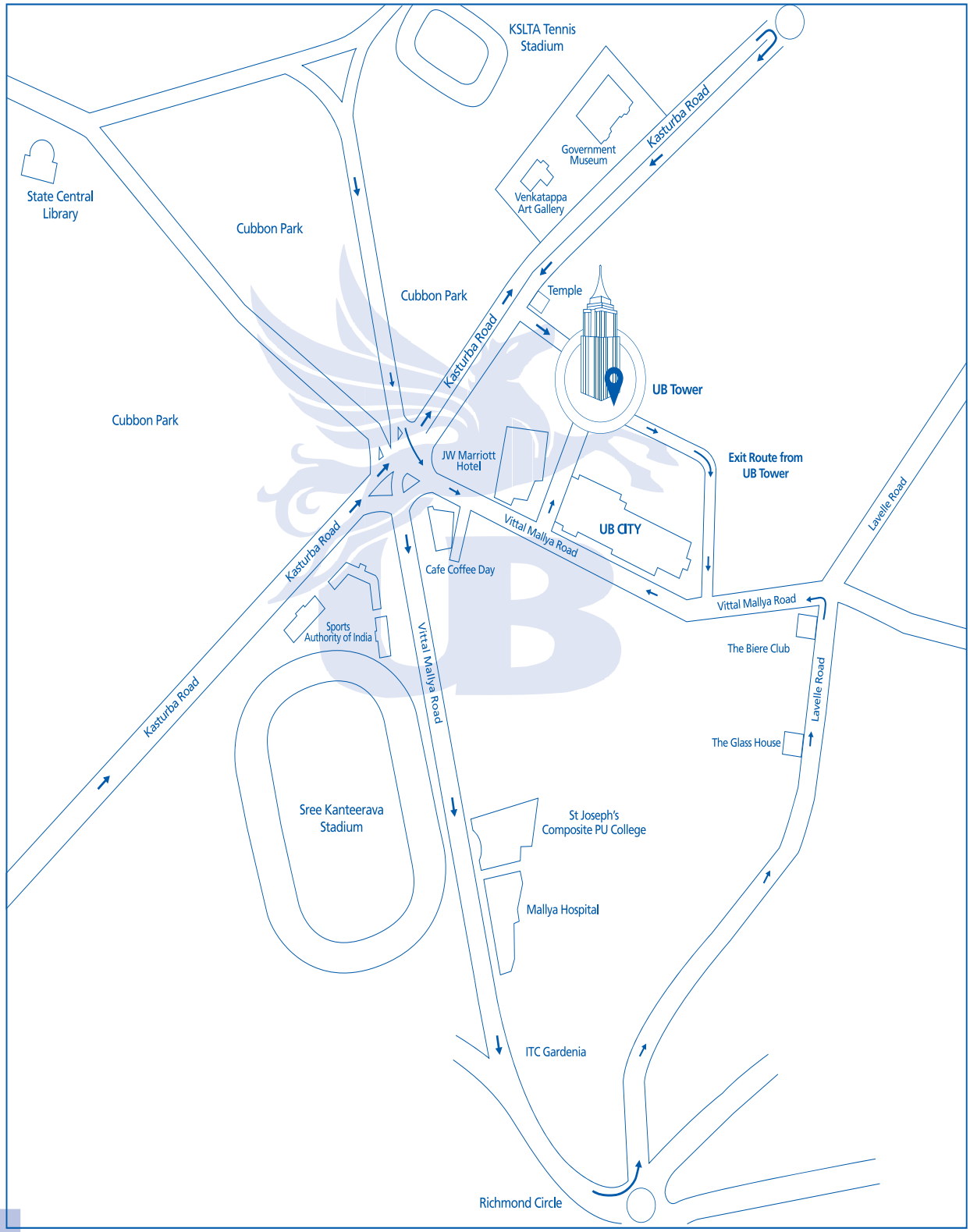
Sl. No.		Mrs. Tushita Patel
1	Director Identification Number (DIN)	07017591
2	Date of Birth	19-12-1969
3	Date of Appointment	20-03-2015
4	Qualifications	BA (Honours Political Science), Presidency College Calcutta
5	Expertise in specific field	Business Management and Administration
6	Directorship in other Companies	• Bestride Consultancy Pvt. Ltd. • GanpathyMallya Investments Pvt. Ltd • Talesi Venture Pvt. Ltd. • Vittal Investments Pvt. Ltd.
7	Membership in Committees	• Stakeholder Relationship Committee • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
8	Shareholding in McDowell Holdings Limited	Nil
9	Number of Board Meetings attended during the year 2017-18	Six

The above details do not include Committee Memberships not prescribed for the purpose of reckoning of limits in terms of Regulation 26(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief profile of the above director also forms part of the Corporate Governance Report. The above Director is not related to any of the Directors and Key Managerial Personnel of the Company.

Route Map for the venue of the Annual General Meeting "Conference Hall, Level 1, UB Tower, UB City, # 24 Vittal Mallya Road, Bangalore - 560 001" forming part of this Notice is on the back inner cover page of this Annual Report.

ROUTE MAP

VENUE: CONFERENCE HALL, LEVEL 1, UB TOWER, UB CITY, # 24 VITTAL MALLYA ROAD, BENGALURU - 560 001.



McDOWELL HOLDINGS LIMITED

Registered Office: "UB Tower", Level 12, UB City, No.24, Vittal Mallya Road, Bangalore 560001
Tel: 080-39856500; Fax: 080-22274890;
Corporate Identity Number: L05190KA2004PLC033485; Website: www.mcdowellholdings.co.in
e-mail:mhlinvestor@ubmail.com

ATTENDANCE SLIP

14TH ANNUAL GENERAL MEETING

Date: Friday, September 28, 2018 at 2 : 30 p.m.
Place: Conference Hall, Level 1, UB Tower, UB City, No.24, Vittal Mallya Road, Bangalore 560001

I/We hereby record my/our presence at the **FOURTEENTH ANNUAL GENERAL MEETING** of the Company being held on Fiday, September 28, 2018 at 2 : 30 p.m. at Conference Hall, Level 1, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore 560001

Signature of the Member(s) / Proxy / Authorised Representative* ……..……

* Strike off whichever is not applicable.

NOTE:

1. The Company will accept only the Attendance Slip of a person personally attending the Meeting as a Member or a valid Proxy duly registered in time with the Company. The Company will not accept Attendance Slip from any other person even if signed by a Member. Members are requested not to bring non-Members or children.
2. Persons representing bodies corporate are required to submit with the Company original Resolution of the Board of Directors or other governing body of such Member, authorizing such person to act as its representative under Section 113 of the Companies Act, 2013.
3. Member/Proxy - holder attending the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.
4. To facilitate Members, registration of attendance will commence at **1 : 45 p.m. on September 28, 2018.**
5. Remote e-voting particulars are set out below:

Remote e-voting period begins on	Tuesday, September 25, 2018 at 9.00.a.m.	
Remote e-voting period ends on	Thursday, September 27, 2018 at 5.00.p.m.	
Name of the Scrutinizer	Mr. Sudhir Hulyalkar, Practising Company Secretary	
EVSN	USER ID	PAN NO. / SEQ. NO.
180830082		
Help	You may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com	

McDOWELL HOLDINGS LIMITED

Registered Office: "UB Tower", Level 12, UB City, No.24, Vittal Mallya Road, Bangalore 560001
Tel: 080-39856500; Fax: 080-22274890;
Corporate Identity Number: L05190KA2004PLC033485; Website: www.mcdowellholdings.co.in
e-mail:mhlinvestor@ubmail.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address : _____

_____

E-mail Id : _____

Folio No. / Client ID. : _____ DP ID. : _____

I/We, being the holder(s) of _____Equity Shares of McDowell Holdings Limited, hereby appoint :

(1) Name : _____ Address : _____

E-mail Id : _____ Signature : _____, or failing him

(2) Name : _____ Address : _____

E-mail Id : _____ Signature : _____, or failing him

(3) Name : _____ Address : _____

E-mail Id : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company to be held on Friday, September 28, 2018 at Conference Hall, Level 1, UB Tower, UB City, 24 Vittal Mallya Road, Bangalore -560001, Karnataka at 2 : 30 p.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions
1.	Adoption of Financial Statements for the year ended March 31, 2018 and Reports of Directors and the Auditors thereon.
2.	Appoint Mrs. Tushita Patel (DIN 07017591) as Director, who retires by rotation and, being eligible, offers herself for re-appointment.

Signed this .....day of .....2018.

Affix Re.1/- Revenue Stamp

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Signature of the Shareholder(s) Signature of the Proxy holder(s)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members not exceeding Fifty Members and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member.