



McDOWELL HOLDINGS LIMITED

26th September, 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: Proceedings of the 13th Annual General Meeting of the Company held on 26th September, 2017.

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, summary of the proceedings of the 13th Annual General Meeting of the Company held on Tuesday, September 26, 2017 at Conference Hall, Level-1, UB Tower, UB City, No. 24, Vittal Mallya Road, Bangalore – 560 001 at 02:30 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

McDOWELL HOLDINGS LIMITED

SUMMARY OF THE PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING OF McDOWELL HOLDINGS LIMITED HELD ON 26th SEPTEMBER, 2017 AT CONFERENCE HALL, 1ST FLOOR, UB TOWER, UB CITY, NO. 24, VITTAL MALLYA ROAD, BANGALORE - 560 001 AT 02:30 PM.

Present:

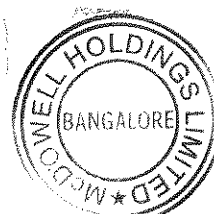
Mr. M. S. Kapur	Chairman of the Board [Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee]
Mrs. Tushita Patel	Director
Mr. Nitin Kochhar	Director
Mr. Ajay Kumar Vijay	Vice President -Finance of a Group Company)
Mr. Manoj Kumar	DGM-Legal & Company Secretary

78 members/corporate representative were present in persons representing 20,45,895 equity shares.

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.

Mr. M. S. Kapur, the Chairman of the Board who is also the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, Statutory Auditors and Secretarial Auditor of the Company were present at the meeting in person.

Mr. M. S. Kapur took the Chair as the Chairman of the Meeting and he called the Meeting to order after being confirmed by the Company Secretary 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 qualifications in the Statutory Audit Report and the Secretarial Audit Report. The same were read by the Company Secretary.

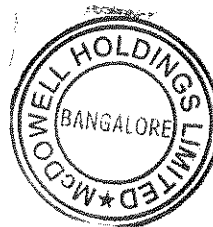
The Members were informed of the remote e-voting concluded on 25th September, 2017. The remote e-voting was open for three days i.e. 23-09-2017 to 25-09-2017 and the Members who have not voted through e-voting may cast their vote through ballot.

The Chairman further informed that 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 were proposed and Seconded by the Members;

Sl. No	Resolutions
1.	Adoption of Audited Balance Sheet of the Company as at March 31, 2017, 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 Mrs. Tushita Patel (DIN 07017591), who retires by rotation and, being eligible, offers herself for re-appointment. (Ordinary Resolution)
3.	Appointment of Statutory Auditors and fixing their remuneration(Ordinary Resolution)
4.	Appointment of Mr. Nitin Kochhar (DIN 03559734) 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.

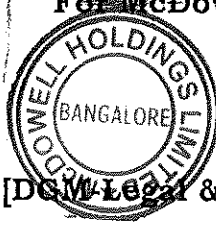

The poll started at 3:00 pm and concluded at 3:15 pm.

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 Annual General Meeting.

There after the Chairman thanked the Members for their participation and formally announce closure of the 13th Annual General Meeting of the Company at 3:30 pm.

Date: 26/09/2017

For McDowell Holdings Limited


Manoj Kumar
[DGM Legal & Company Secretary]