



Sudhir V Hulyalkar
Company Secretary

To,

Date: 26/09/2017

The Chairman,
Thirteenth Annual General Meeting of the Members of
McDowell Holdings Limited
CIN-L05190KA2004PLC033485
UB Tower, Level 12, UB City 24, Vittal Mallya Road,
Bengaluru - 560001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and voting at Thirteenth Annual General Meeting of **McDowell Holdings Limited** held on Tuesday, September 26, 2017 at 2.30 P.M.

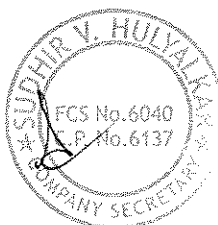
I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of **McDowell Holdings Limited**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and voting by ballot at the Meeting in respect of the below mentioned resolutions placed before the shareholders at the Thirteenth Annual General Meeting of **McDowell Holdings Limited** held on Tuesday, September 26, 2017 at 2.30 P.M., submit my report as under:

1. The Notice dated August 16, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions placed at the Thirteenth Annual General Meeting of the Company.
2. The Company had availed the e-voting facility offered by the Central Depositories Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.



3. The shareholders of the Company holding shares as on the cut-off date of September 20, 2017 were entitled to vote on the resolutions as contained in the Notice of the Thirteenth Annual General Meeting.
4. The voting period for remote e-voting commenced on Saturday, September 23, 2017 (9:00 AM IST) and ended on Monday September 25, 2017 (5:00 PM IST) and the CDSL e-voting platform was blocked thereafter.
5. The Company has also provided voting facility by ballot to the shareholders present at the Thirteenth Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.
6. After the time fixed for the voting at meeting by the Chairman, one ballot box kept for polling was locked in my presence.
7. Upon conclusion of voting at meeting, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
8. Thereafter the votes cast through remote e-voting were unblocked by me in the presence of two witnesses who are not in the employment of the Company. The votes tendered therein were reviewed and scrutinized by me based on the data downloaded from the Central Depositories Services Limited (CDSL) e-voting system.
9. In the case of voting at meeting, ballot papers with no votes casted are considered as invalid and in the case of remote e-voting, there were no invalid votes.

I now submit my consolidated Report on the result of the remote e-voting and voting at the meeting in respect of the Resolutions as below:



Resolution 1: Ordinary Resolution:

To receive, consider and adopt the Audited Balance sheet as on 31st March 2017, the statement of Profit and Loss and Cash Flow statement for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
42	49,85,035	99.79

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	10,236	0.21

(iii) Invalid votes:

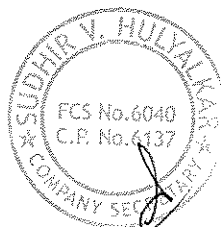
Number of members whose votes were declared invalid	Number of votes cast by them
2	20

Resolution 2: Ordinary Resolution:

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

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
42	49,94,854	99.99



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	217	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	20

Resolution 3: Ordinary Resolution:

Auditors' appointment and fixation of their remuneration

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
41	49,84,850	99.79

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	10,221	0.21

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	20



Resolution 4: Ordinary Resolution:

Appointment of Mr. Nitin Kochhar as an Independent Director

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
40	49,94,829	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	242	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	20

10. The registers and all other papers relating to voting by electronic means and ballot papers shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully



Sudhir V Hulyalkar

Company Secretary in Practice

FCS: 6040 CP No.: 6137

(Scrutinizer)

