



**McDOWELL HOLDINGS LIMITED**

October 1, 2014

The Executive Director  
**Bangalore Stock Exchange Limited**  
Exchange Towers, No.51,  
J C Road, 1 Cross,  
Bangalore 560 027

The Department of Corporate Services  
**BSE Limited**  
1st 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: Disclosure of voting results at the 10<sup>th</sup> Annual General Meeting of McDowell Holdings Limited (the "Company")**

**Ref: Clause 35A of the Listing Agreement**

In terms of Clause 35A of the Listing Agreement, we are furnishing below the details of the voting results at the 10<sup>th</sup> Annual General Meeting of the Company held on September 30, 2014 in the prescribed format:

|  |   |
|--|---|
| Date of the AGM                              | September 30, 2014  |
| Total number of shareholders on record date: | 53,507 – Book Closure from September 29, 2014 to September 30, 2014 (both days inclusive) |

**No. of Shareholders present in the meeting either in person or through proxy:**

| Shareholders                 | Total |
|------------------------------|-------|
| Promoters and Promoter Group | 4     |
| Public                       | 46    |

**No. of Shareholders attending the meeting through Video Conferencing:**

|                               |              |
|-------------------------------|--------------|
| Promoters and Promoter Group: | Not arranged |
| Public:                       | Not arranged |





## MCDOWELL HOLDINGS LIMITED

### Details of the Agenda:

| Item No. | Particulars  | Resolution required (Ordinary/Special) | Mode of voting  | Remarks                        |
|----------|--|--|-----------------|--------------------------------|
| 1.       | Adoption of Accounts for the year ended March 31, 2014 and the Reports of the Auditors and Directors thereon.              | Ordinary Resolution                    | E-voting & Poll | Passed with requisite majority |
| 2.       | Appointment of Auditors and fixing their Remuneration  | Ordinary Resolution                    | E-voting & Poll | Passed with requisite majority |
| 3.       | Appointment of Mr. N Srinivasan as an Independent Director for a term of five years.                                       | Ordinary Resolution                    | E-voting & Poll | Passed with requisite majority |
| 4.       | Appointment of Mr. M. Srinivasulu Reddy as an Independent Director for a term of five years.                               | Ordinary Resolution                    | E-voting & Poll | Passed with requisite majority |
| 5.       | Appointment of Mr. Anil Pisharody as Director, liable to retire by rotation.   | Ordinary Resolution                    | E-voting & Poll | Passed with requisite majority |
| 6.       | To borrow monies from banks and / or financial institutions and create mortgage/charge in connection with such borrowings. | Special Resolution                     | E-voting & Poll | Passed with requisite majority |





**McDOWELL HOLDINGS LIMITED**

In case of Poll/E-voting:

| Promoter/<br>Public                  | No. of<br>shares<br>held                    | No. of<br>votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No.<br>of<br>votes<br>– in<br>favour | No. of<br>votes –<br>against | % of Votes<br>in favour<br>on votes<br>polled | % of Votes<br>against on<br>votes<br>polled |
|--------------------------------------|---|---------------------------|--|--------------------------------------|------------------------------|---|---|
|                                      | (1)   | (2)                       | (3)=[(2)/(1)]*<br>100                            | (4)                                  | (5)                          | (6)=[(4)/(2)]<br>*100                         | (7)=[(5)/(2)]<br>*100                       |
| Promoter<br>and<br>Promoter<br>Group | (Details as per Annexure attached herewith) |                           |  |                                      |                              |   |   |
| Public-<br>Institutional<br>holders  |   |                           |  |                                      |                              |   |   |
| Public-<br>Others                    |   |                           |  |                                      |                              |   |   |
| Total                                |   |                           |  |                                      |                              |   |   |

We request you to kindly take this on record as compliance under Clause 35A of the Listing Agreement.

Thanking You,

Yours faithfully,

For McDowell Holdings Limited

**Ritesh Shah**  
Company Secretary

Encl: as above



**MCDOWELL HOLDINGS LIMITED**

**Date of Annual General Meeting : SEPTEMBER 30, 2014**

Total number of shareholders on record : 53507 (As per specified Date)  
 No. of shareholders present in the meeting either in person or through proxy : 50  
 Promoters and Promoter Group : 4  
 Public : 46  
 No. of Shareholders attended the meeting through Video conferencing : NA

| Promoter/Public | No. of Shares held<br>(1) | No. of votes<br>polled<br>(2) | % of votes<br>polled on<br>outstanding<br>shares (3) =<br>[(2) / (1)] * 100<br>(3) | No. of Votes<br>in favour<br>(4) | no. of Votes<br>against<br>(5) | % of Votes in<br>favour on<br>votes polled<br>(6) = [(4)<br>/ (2)] * 100<br>(6) | % of Votes<br>against on<br>votes polled<br>(7) = [(5)<br>/ (2)] * 100<br>(7) |
|-----------------|---------------------------|-------------------------------|--|----------------------------------|--------------------------------|---|---|
|                 |                           |                               |  |                                  |                                |   |   |

**Resolution 1**

Adoption of Accounts for the year ended March 31, 2014 and the Reports of the Auditors and Directors thereon.

|                                |                 |                |              |                |                |              |              |
|--------------------------------|-----------------|----------------|--------------|----------------|----------------|--------------|--------------|
| Promoter and Promoter Group    | 2517392         | 2517390        | 100.00       | 2517390        | 0              | 100.00       | 0.00         |
| Public - Institutional holders | 5593964         | 2629249        | 47.00        | 1341909        | 1287340        | 51.04        | 48.96        |
| Public -Others                 | 5880902         | 402763         | 6.85         | 402733         | 30             | 99.99        | 0.01         |
| <b>Total (A)</b>               | <b>13992258</b> | <b>5549402</b> | <b>39.66</b> | <b>4262032</b> | <b>1287370</b> | <b>76.80</b> | <b>23.20</b> |



| Promoter/Public                                    | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour | no. of Votes against | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
|--|--------------------|---------------------|--|------------------------|----------------------|--|--|
|  | (1)                | (2)                 | (3)  | (4)                    | (5)                  | (6)  | (7)  |
| <b>Resolution 2</b>                                |                    |                     |  |                        |                      |  |  |
| Appoint of Auditors and fixing their Remuneration. |                    |                     |  |                        |                      |  |  |

|                                |                 |                |              |                |           |               |              |
|--------------------------------|-----------------|----------------|--------------|----------------|-----------|---------------|--------------|
| Promoter and Promoter Group    | 2517392         | 2517390        | 100.00       | 2517390        | 0         | 100.00        | 0.00         |
| Public - Institutional holders | 5593964         | 2629249        | 47.00        | 2629249        | 0         | 100.00        | 0.00         |
| Public -Others                 | 5880902         | 402763         | 6.85         | 402733         | 30        | 99.99         | 0.01         |
| <b>Total (A)</b>               | <b>13992258</b> | <b>5549402</b> | <b>39.66</b> | <b>5549372</b> | <b>30</b> | <b>99.999</b> | <b>0.001</b> |



| Promoter/Public  | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$ | No. of Votes in favour | no. of Votes against | % of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$ | % of Votes against on votes polled (7) = $[(5)/(2)] * 100$ |
|--|--------------------|---------------------|---|------------------------|----------------------|--|--|
|  | (1)                | (2)                 | (3)   | (4)                    | (5)                  | (6)  | (7)  |
| <b>Resolution 3</b>  |                    |                     |   |                        |                      |  |  |
| Appointment of Mr. N. Srinivasan as an Independent Director for a term of three years. |                    |                     |   |                        |                      |  |  |

|                                |                 |                |              |                |                |              |              |
|--------------------------------|-----------------|----------------|--------------|----------------|----------------|--------------|--------------|
| Promoter and Promoter Group    | 2517392         | 2517390        | 100.00       | 2517390        | 0              | 100.00       | 0.00         |
| Public - Institutional holders | 5593964         | 2629249        | 47.00        | 1341909        | 1287340        | 51.04        | 48.96        |
| Public -Others                 | 5880902         | 402763         | 6.85         | 402733         | 30             | 99.99        | 0.01         |
| <b>Total (A)</b>               | <b>13992258</b> | <b>5549402</b> | <b>39.66</b> | <b>4262032</b> | <b>1287370</b> | <b>76.80</b> | <b>23.20</b> |



| Promoter/Public  | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour | no. of Votes against | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
|--|--------------------|---------------------|--|------------------------|----------------------|--|--|
|  | (1)                | (2)                 | (3)  | (4)                    | (5)                  | (6)  | (7)  |
| <b>Resolution 4</b>  |                    |                     |  |                        |                      |  |  |
| Appointment of Mr. M. Srinivasulu Reddy as an Independent Director for a term of five years. |                    |                     |  |                        |                      |  |  |

|                                |                 |                |              |                |           |               |              |
|--------------------------------|-----------------|----------------|--------------|----------------|-----------|---------------|--------------|
| Promoter and Promoter Group    | 2517392         | 2517390        | 100.00       | 2517390        | 0         | 100.00        | 0.00         |
| Public - Institutional holders | 5593964         | 2629249        | 47.00        | 2629249        | 0         | 100.00        | 0.00         |
| Public -Others                 | 5880902         | 402763         | 6.85         | 402733         | 30        | 99.99         | 0.01         |
| <b>Total (A)</b>               | <b>13992258</b> | <b>5549402</b> | <b>39.66</b> | <b>5549372</b> | <b>30</b> | <b>99.999</b> | <b>0.001</b> |



| Promoter/Public  | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$ | No. of Votes in favour | no. of Votes against | % of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$ | % of Votes against on votes polled (7) = $[(5)/(2)] * 100$ |
|--|--------------------|---------------------|---|------------------------|----------------------|--|--|
|  | (1)                | (2)                 | (3)   | (4)                    | (5)                  | (6)  | (7)  |
| <b>Resolution 5</b>  |                    |                     |   |                        |                      |  |  |
| Appointment of Mr. Anil Pisharody as Director, liable to retire by rotation. |                    |                     |   |                        |                      |  |  |

|                                |                 |                |              |                |           |               |              |
|--------------------------------|-----------------|----------------|--------------|----------------|-----------|---------------|--------------|
| Promoter and Promoter Group    | 2517392         | 2517390        | 100.00       | 2517390        | 0         | 100.00        | 0.00         |
| Public - Institutional holders | 5593964         | 2629249        | 47.00        | 2629249        | 0         | 100.00        | 0.00         |
| Public -Others                 | 5880902         | 402763         | 6.85         | 402733         | 30        | 99.99         | 0.01         |
| <b>Total (A)</b>               | <b>13992258</b> | <b>5549402</b> | <b>39.66</b> | <b>5549372</b> | <b>30</b> | <b>99.999</b> | <b>0.001</b> |





| Promoter/Public  | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes in favour | no. of Votes against | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 |
|--|--------------------|---------------------|--|------------------------|----------------------|--|--|
|  | (1)                | (2)                 | (3)  | (4)                    | (5)                  | (6)  | (7)  |
| <b>Resolution 6</b>  |                    |                     |  |                        |                      |  |  |
| To borrow monies from banks and / or financial institutions and create mortgage / charge in connection with such borrowings. |                    |                     |  |                        |                      |  |  |

|                                |                 |                |              |                |                |              |              |
|--------------------------------|-----------------|----------------|--------------|----------------|----------------|--------------|--------------|
| Promoter and Promoter Group    | 2517392         | 2517390        | 100.00       | 2517390        | 0              | 100.00       | 0.00         |
| Public - Institutional holders | 5593964         | 2629249        | 47.00        | 1341909        | 1287340        | 51.04        | 48.96        |
| Public -Others                 | 5880902         | 402763         | 6.85         | 402733         | 30             | 99.99        | 0.01         |
| <b>Total (A)</b>               | <b>13992258</b> | <b>5549402</b> | <b>39.66</b> | <b>4262032</b> | <b>1287370</b> | <b>76.80</b> | <b>23.20</b> |

