

McDOWELL HOLDINGS LIMITED

Registered Office: Canberra, Level 9, UB City, #24, Vittal Mallya Road, Bangalore – 560 001

NOTICE IS HEREBY GIVEN OF THE NINTH ANNUAL GENERAL MEETING of the Company to be held at Good Shepherd Auditorium, Opposite St. Joseph's Pre University College, Residency Road, Bangalore – 560 025, on Tuesday, September 24, 2013, at 4.30 p.m. for the following purposes:

1. To receive and consider the accounts for the year ended March 31, 2013 and the reports of the Auditors and Directors thereon;
2. To elect a Director in the place of Mr. N Srinivasan, who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint Auditors and fix their remuneration;

SPECIAL BUSINESS:

4. Appointment of Mr. R N Pillai as a Director:

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:-

“**RESOLVED**, that Mr. R N Pillai, who was appointed as an Additional Director and whose period of office expires on the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable for retirement by rotation.”

By order of the Board

Mumbai
May 30, 2013

Ritesh Shah
Company Secretary

Notes:

- 1) Please refer to the explanatory statement given hereunder.
- 2) Brief particulars of the Directors proposed to be appointed / re-appointed at the Annual General Meeting are given in the Corporate Governance Report.

3) A SHAREHOLDER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF ONLY ON A POLL. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form, duly completed, must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for the holding of the Meeting.

- 4) The Transfer Books and Register of Members will remain closed from Monday, September 23, 2013, to Tuesday, September 24, 2013 (both days inclusive).
- 5) Members are requested to intimate immediately to the Company's Registrars and Transfer Agents, Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 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.
- 6) 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 Transfer Agents, at the address as stated in Note No. 5 above.
- 7) Members may please address all their documents/ correspondence relating to the equity shares of the Company directly to the Company's Registrars and Transfer Agents, at the address as stated in Note no. 5 above.
- 8) Nomination facility for shares is available for members. The prescribed format in this regard can be obtained from the Company's Registrars and Transfer Agents at the address as stated in Note no. 5 above.
- 9) 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 dematerialised. Members having the physical share certificates are advised to consider opening of a Demat Account with an authorised Depository Participant and arrange for dematerialising their shareholdings in the Company.

- 10) The Company has designated an exclusive e-mail id viz, mhlinvestor@ubmail.com to enable the investors to post their grievances and monitor its redressal.
- 11) There is no unclaimed dividend required to be transferred to the Investor Education and Protection Fund.
- 12) 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 dematerialized mode and Folio Number, in case of shares held in physical mode, to facilitate identification of membership at the Meeting.
- 13) 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.
- 14) 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.
- 15) The Meeting is for members or their proxies only. Please avoid being accompanied by non-members/children.
- 16) 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.

Mumbai
May 30, 2013

By order of the Board
Ritesh Shah
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173 OF THE COMPANIES ACT, 1956

Item no. 4

Mr. R N Pillai (Mr. Pillai) was appointed as an Additional Director of the Company with effect from March 26, 2013, pursuant to the provisions of Section 260 of the Companies Act, 1956, and holds office as a Director upto the date of this Annual General Meeting.

A Notice under Section 257 of the Companies Act, 1956, has been received from a member specifying his intention to propose the appointment of Mr. Pillai as a Director of the Company at this Annual General Meeting.

A brief resume of Mr. Pillai, nature of his expertise in specific functional areas and names of companies in which he holds directorships as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, is provided in the Corporate Governance Report, forming part of the Annual Report.

The Directors recommend the Resolution for approval by the Members.

None of the Directors of the Company except Mr. Pillai is interested or concerned in the aforesaid Resolution. Mr. Pillai holds 54 (fifty four) equity shares of Rs. 10/- each, of the Company and is not related to any other Director of the Company.

Mumbai
May 30, 2013

By order of the Board
Ritesh Shah
Company Secretary