



McDOWELL HOLDINGS LIMITED

CIN: L05190KA2004PLC033485

Registered Office: UB Tower, Level 12, UB City, 24, Vittal Mallya Road, Bangalore – 560 001

E-mail: mhlinvestor@ubmail.com Website: www.mcdowellholdings.in

Tel. : +91 80 3985 6500 Fax : +91 80 2227 4890

NOTICE IS HEREBY GIVEN OF THE ELEVENTH ANNUAL GENERAL MEETING of the Company to be held at Conference Hall, UB Tower, Level 1, UB City, 24, Vittal Mallya Road, Bangalore – 560 001, on **Monday, September 28, 2015, at 2:30 p.m.** for the following purposes:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, 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. **Ratification of Auditors’ Appointment :**
To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:**

“**RESOLVED** that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of Messrs. Vishnu Ram & Co., Chartered Accountants (Firm Registration No.004742S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. **Appointment of Ms. Tushita Aakar Patel as an Independent Director:**
To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, read with Clause 49 of the Listing Agreement, Ms. Tushita Aakar Patel (DIN 07017519) who was appointed as Additional Director of the Company with effect from March 20, 2015 in terms of Section 161 of the Companies Act, 2013 and Article 112 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

By order of the Board

Mumbai
May 29, 2015

Ritesh Shah
Company Secretary

NOTES:

- 1) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, forms part of this Notice.
- 2) **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.

- 3) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Transfer Books and Register of Members will remain closed from Friday, September 25, 2015, to Monday, September 28, 2015 (both days inclusive).
- 4) 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.
- 5) 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.
- 6) 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.
- 7) 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.
- 8) 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.
- 9) 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.
- 10) There is no unclaimed dividend required to be transferred to the Investor Education and Protection Fund.
- 11) 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.
- 12) 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.
- 13) 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.
- 14) The Meeting is for members or their proxies only. Please avoid being accompanied by non-members/children.

Notice (Contd.)

- 15) 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.
- 16) Members are requested to quote the Folio Number / Client ID /DP ID in all correspondence. The Company has designated an e-mail address of the Compliance Officer viz., mhlinvestor@ubmail.com exclusively for the purpose of registering complaints, if any, by investors.
- 17) Members may note that the Notice of the Eleventh Annual General Meeting and the Annual Report for 2014-15 is also available on the Company's website www.mcdowellholding.in
- 18) 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.
- 19) The relevant information required under Clause 49 of listing agreement relating to Ms. Tushitha Aakar Patel, Director seeking appointment are given in the Annexure to the Notice.
- 20) 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 is being sent in the permitted mode.
- 21) Voting options:
 - I **Voting through electronic means:**

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 clause 35B of the listing agreements, 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 September 21, 2015 (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).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Friday, September 25, 2015 at 9.00.a.m. and ends on Sunday, September 27, 2015 at 5.00.p.m. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

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

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 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. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your Demat Account or in the Company records for the said Demat Account or Folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said Demat Account or Folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then reach directly the Company selection screen. However, Shareholders 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 Shareholders 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 [150831083] of McDowell Holdings Limited to vote.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.

Notice (Contd.)

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- 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 AGM

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

- 22) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- 23) 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.
- 24) 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.
- 25) 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.
- 26) 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. September 21, 2015, 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 Registrar at irg@integratedindia.in/ Phone No. 080-23560815-818/ Fax: 080-23460819.
- 27) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 28) The Company has appointed Mr. Sudhir Hulyalkar, Company Secretary in Practice (Membership No. FCS 6040, CP 6137), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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.
- 29) The Results shall be declared at or after the Annual General Meeting of the Company by the Chairman or the person authorized 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.

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Ms. Tushita Aakar Patel was appointed as an Additional Director of the Company with effect from March 20, 2015, pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Article 114 of the Articles of Association of the Company, Section 149(1) of the Companies Act, 2013 and the Rules made thereunder and Clause 49 (II) (A) (1) of the Listing Agreement. She holds office up to the date of this Annual General Meeting.

A notice in writing in the prescribed manner as required by Section 160 of the Companies Act, 2013 and Rules made thereunder has been received from a Member proposing the candidature of Ms. Tushita Aakar Patel for the office of Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Tushita Aakar Patel . Accordingly, the

Board recommends the resolution in relation to appointment of Ms. Tushita Aakar Patel as a Director liable for retirement by rotation, for approval by the Members of the Company.

Except Ms. Tushita Aakar Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. Ms. Tushita Aakar Patel does not hold any equity shares of the Company and is not related to any other Director of the Company.

The Board recommends the Resolution set out at Item No. 3 of the Notice as an Ordinary resolution for your approval.

By order of the Board

Mumbai
May 29, 2015

Ritesh Shah
Company Secretary

Annexure to Annual General Meeting Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE.

Sl. No.	Name of Director	Ms. Tushita Aakar Patel
1	Directors Identification No. (DIN)	07017591
2	Date of Birth	19-12-1969
3	Date of appointment	20-03-2015
4	Expertise in specific field	Business management and administration
5	No. of equity shares held in the Company. (as on 31st March, 2015)	Nil
6	Qualifications	BA (Honours Political Science), Presidency College Calcutta
7	List of other directorships	1. UB Engineering Ltd, 2. Bstride Consultancy Private Limited
8	Membership/ Chairman of Committees of the other Companies	Nil
	Relationship, if any between Directors inter se	Nil

ROUTE MAP

Venue :

**Conference Hall, Level 1, UB Tower,
UB City, No. 24, Vittal Mallya Road,
Bangalore – 560 001.**

**UB City, a landmark in Vittal Mallya Road,
named after the founder of the Group.**

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.in

e-mail:mhlinvestor@ubmail.com

ATTENDANCE SLIP

11TH ANNUAL GENERAL MEETING

Date: Monday, September 28, 2015 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 **ELEVENTH ANNUAL GENERAL MEETING** of the Company being held on Monday, September 28, 2015 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 **2 : 00 p.m. on September 28, 2015.**
5. Remote e-voting particulars are set out below:

Remote e-voting period begins on	Friday, September 25, 2015 at 9.00.a.m.
Remote e-voting period ends on	Sunday, September 27, 2015 at 5.00.p.m.
Name of the Scrutinizer	Mr. Sudhir Hulyalkar, Practising Company Secretary
EVSN	150831083
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.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 Eleventh Annual General Meeting of the Company to be held on Monday, September 28, 2015 at Conference Hall, Level 1, UB Tower, UB City, No 24, Vittal Mallya Road, Bangalore -560001 at 2 : 30 p.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

1.	Adoption of Financial Statements for the year ended March 31, 2015 and Reports of Directors and the Auditors thereon.
2.	Ratification of appointment of Messrs. Vishnu Ram & Co, Chartered Accountants as Statutory Auditors of the Company .
3.	Appointment of Ms. Tushita Aakar Patel (DIN 07017591) as a Director of the Company.

Signed thisday of2015.



.....
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.



McDowell Holdings Limited

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