McLEOD RUSSEL
Believe in tea

10th August 2017

The Secretary
BSE Limited
P.J. Towers, 25th Floor
Dalal Street,
MUMBAI –400 001
Scrip Code:532654

The Secretary
National Stock Exchange
of India Ltd, Listing Dept.
Exchange Plaza, 5th Fl.
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400 051
Scrip Code:MCLEODRUSS

The Secretary
The Calcutta Stock -
Exchange Limited
7, Lyons Range
KOLKATA 700001
Scrip Code:10023930

Dear Sir,

Sub: 19th AGM of the Company held on 9th August 2017 at Kolkata

We write to advise that all the Resolutions bearing Item Nos.1 to 14 were placed at the 19th Annual General Meeting [AGM] of the Company held on Wednesday, 9th August 2017 at Kolkata, in terms of the Notice dated 30th May 2017.

We send herewith a Report dated 10th August 2017 furnished by Mr. A. K. Labh, practising Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process connected with the 19th AGM of the Members of the Company for your information and record. In terms of the said Report, all the Resolutions proposed at the above AGM of the Company have been passed by the Members with the requisite majority.

We enclose the details of the voting results in respect of the aforesaid Resolutions in the prescribed format (vide SEBI-Circular No.CIR/CFD/CMD/8/2015 dated November 4, 2015), as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the Scrutinizer's Report is also attached for your information and record.

We trust that you will find the aforesaid Report in order.

Yours faithfully,
McLEOD RUSSEL INDIA LIMITED

A Guhasarkar

(A. GUHA SARKAR)
SENIOR VICE PRESIDENT &
COMPANY SECRETARY

Enclo : as above.

MCLEOD RUSSEL INDIA LIMITED - 19th AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	August 09,2017
Total Number of Shareholders on record date	60131
No. of shareholders present in the meeting either in person or through proxy : Promoter & Promoter group Public Total	 29 2314 2343
No. of shareholders attended the meeting through Video Conferencing Promoter & Promoter group Public Total	N.A.

Agenda- wise disclosure (to be disclosed separately for agenda item)

1 .			Adoption of the Audited Financial Statements ofthe Company for the financial year ended 31st March 2017, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.					
Whether promoter/promoter group are interested in the agenda/resolution ?								0
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	28846119	80.26300	28846119	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		28846119	80.26300	28846119	0	100.00000	
Public - Non Institution	E-Vote	18906463	803866	4.25180	803320	546	99.93210	0.06790
	Poll		2916	0.01540	2866	50	98.28530	1.71470
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	806186	596	99.92610	0.07390
Total		109455735	57194882	52.25389	57194286	596	99.99896	0.00104

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2.	Declaration of dividend for the financial year ended 31st March 2017.
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	28846119	80.26300	28846119	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		28846119	80.26300	28846119	0	100.00000	
Public - Non Institution	E-Vote	18906463	803866	4.25180	803509	357	99.95560	0.04440
	Poll		2916	0.01540	2841	75	97.42800	2.57200
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	806350	432	99.94650	0.05350
Total		109455735	57194882	52.25389	57194450	432	99.99924	0.00076

3.	Appointment of a Director in place of Mr. R. Takru (holding DIN:00023796), who retires by rotation and being eligible, offers himself for re-appointment.
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	28846119	80.26300	24275833	4570286	84.15630	15.84370
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		28846119	80.26300	24275833	4570286	84.15630	15.84370
Public - Non Institution	E-Vote	18906463	803866	4.25180	803120	746	99.90720	0.09280
	Poll		2913	0.01540	2416	497	82.93860	17.06140
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806779	4.26720	805536	1243	99.84590	0.15410
Total		109455735	57194879	52.25389	52623350	4571529	92.00710	7.99290

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4.			Appointment of a Director in place of Mr. K. K. Baheti (holding DIN:00027568), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	28846119	80.26300	24302304	4543815	84.24810	15.75190
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		28846119	80.26300	24302304	4543815	84.24810	15.75190
Public - Non Institution	E-Vote	18906463	803866	4.25180	803129	737	99.90830	0.09170
	Poll		2916	0.01540	2416	500	82.85320	17.14680
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	805545	1237	99.84670	0.15330
Total		109455735	57194882	52.25389	52649830	4545052	92.05339	7.94661

5.			Appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	28846119	80.26300	28846119	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		28846119	80.26300	28846119	0	100.00000	
Public - Non Institution	E-Vote	18906463	803866	4.25180	803320	546	99.93210	0.06790
	Poll		2916	0.01540	2863	53	98.18240	1.81760
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	806183	599	99.92580	0.07420
Total		109455735	57194882	52.25389	57194283	599	99.99895	0.00105

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6.	Re-appointment of Mr. A. Khaitan (DIN:00023788) as the Managing Director of the Company for a period of three years commencing from 1st April 2017 and the remuneration payable to him as specified in the resolution and the relative explanatory statement.
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	27466348	76.42390	24857102	2609246	90.50020	9.49980
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		27466348	76.42390	24857102	2609246	90.50020	9.49980
Public - Non Institution	E-Vote	18906463	803866	4.25180	802915	951	99.88170	0.11830
	Poll		2916	0.01540	2863	53	98.18240	1.81760
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	805778	1004	99.87560	0.12440
Total		109455735	55815111	50.99332	53204861	2610250	95.32340	4.67660

7.	Special Resolution for approval of remuneration payable to Mr. A. Khaitan (DIN:00023788) as the Managing Director of the Company for a period of three years commencing from 1st April 2017 as specified in the special resolution and the relative explanatory statement.
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	27466348	76.42390	14802645	12663703	53.89380	46.10620
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		27466348	76.42390	14802645	12663703	53.89380	46.10620
Public - Non Institution	E-Vote	18906463	803866	4.25180	802915	951	99.88170	0.11830
	Poll		2916	0.01540	2858	58	98.01100	1.98900
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	805773	1009	99.87490	0.12510
Total		109455735	55815111	50.99332	43150399	12664712	77.30953	22.69047

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8.			Special Resolution for waiver of recovery of excess remuneration paid to Mr. A. Khaitan (DIN:00023788) as the Managing Director of the Company during the year ended 31st March 2017.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	29206855	81.26670	16208361	12998494	55.49510	44.50490
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		29206855	81.26670	16208361	12998494	55.49510	44.50490
Public - Non Institution	E-Vote	18906463	803866	4.25180	801362	2504	99.68850	0.31150
	Poll		2916	0.01540	2833	83	97.15360	2.84640
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	804195	2587	99.67930	0.32070
Total		109455735	57555618	52.58346	44554537	13001081	77.41127	22.58873

9.			Special Resolution for approval of re-appointment of Mr. R. Takru (holding DIN:00023796) as a Wholetime Director of the Company for a period of three years commencing from 1st April 2017 and the remuneration payable to him as specified in the special resolution and the relative explanatory statement.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	27466348	76.42390	25527363	1938985	92.94050	7.05950
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		27466348	76.42390	25527363	1938985	92.94050	7.05950
Public - Non Institution	E-Vote	18906463	803865	4.25180	803314	551	99.93150	0.06850
	Poll		2916	0.01540	2419	497	82.95610	17.04390
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806781	4.26720	805733	1048	99.87010	0.12990
Total		109455735	55815110	50.99332	53875077	1940033	96.52418	3.47582

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10 .	Special Resolution for approval of re-appointment of Mr. A. Monem (holding DIN:00023799) as a Wholetime Director of the Company for a period of three years commencing from 1st April 2017 and the remuneration payable to him as specified in the special resolution and the relative explanatory statement.
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	27466348	76.42390	25527363	1938985	92.94050	7.05950
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		27466348	76.42390	25527363	1938985	92.94050	7.05950
Public - Non Institution	E-Vote	18906463	803866	4.25180	803315	551	99.93150	0.06850
	Poll		2916	0.01540	2419	497	82.95610	17.04390
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	805734	1048	99.87010	0.12990
Total		109455735	55815111	50.99332	53875078	1940033	96.52418	3.47582

11 .	Special Resolution for approval of re-appointment of Mr. K. K. Baheti (holding DIN:00027568) as a Wholetime Director of the Company for a period of three years commencing from 1st April 2017 and the remuneration payable to him as specified in the special resolution and the relative explanatory statement.
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	27466348	76.42390	25527363	1938985	92.94050	7.05950
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		27466348	76.42390	25527363	1938985	92.94050	7.05950
Public - Non Institution	E-Vote	18906463	803866	4.25180	803115	751	99.90660	0.09340
	Poll		2916	0.01540	2419	497	82.95610	17.04390
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	805534	1248	99.84530	0.15470
Total		109455735	55815111	50.99332	53874878	1940233	96.52382	3.47618

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12.			Special Resolution for adoption of new set of Articles in substitution of the existing Articles in the Articles of Association of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	20576958	57.25450	20493451	83507	99.59420	0.40580
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		20576958	57.25450	20493451	83507	99.59420	0.40580
Public - Non Institution	E-Vote	18906463	803866	4.25180	803320	546	99.93210	0.06790
	Poll		2916	0.01540	2419	497	82.95610	17.04390
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	805739	1043	99.87070	0.12930
Total		109455735	48925721	44.69909	48841171	84550	99.82719	0.17281

13.			Ratification of remuneration payable to the Cost Auditors in terms of Section 148 of the Companies Act, 2013.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	29206855	81.26670	29206855	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		29206855	81.26670	29206855	0	100.00000	
Public - Non Institution	E-Vote	18906463	803866	4.25180	803320	546	99.93210	0.06790
	Poll		2916	0.01540	2866	50	98.28530	1.71470
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	806186	596	99.92610	0.07390
Total		109455735	57555618	52.58346	57555022	596	99.99896	0.00104

McLEOD RUSSEL INDIA LIMITED Kolkata

14 .			Special Resolution for keeping the Register of Members and other documents as may be required at the Corporate Office of Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company at 23 R. N. Mukherjee Road, 5th Floor, Kolkata - 700001.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54609781	27541981	50.43420	27541981	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		27541981	50.43420	27541981	0	100.00000	
Public - Institutional holders	E-Voting	35939491	29206855	81.26670	29206855	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		29206855	81.26670	29206855	0	100.00000	
Public - Non Institution	E-Vote	18906463	803866	4.25180	803320	546	99.93210	0.06790
	Poll		2916	0.01540	2861	55	98.11390	1.88610
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		806782	4.26720	806181	601	99.92550	0.07450
Total		109455735	57555618	52.58346	57555017	601	99.99896	0.00104

McLEOD RUSSEL INDIA LIMITED

A. GUHA SARKAR
SENIOR VICE-PRESIDENT & COMPANY SECRETARY

A. K. LABH
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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
of the 19th Annual General Meeting of
Mcleod Russel India Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata - 700 001

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 19th Annual General Meeting of the members of "***Mcleod Russel India Limited***" ("*Company*") held on Wednesday, 9th August, 2017 at Kalamandir, 48, Shakespeare Sarani, Kolkata-700017 at 10:30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 30th May, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

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I submit my report as under:

1. The remote e-voting period remained open from 10:00 A.M. IST on Saturday, the 5th August, 2017 up to 5:00 P.M. IST on Tuesday, the 8th August, 2017.

2. The Shareholders holding shares as on the "cut off" date, i.e. 2nd August, 2017 were entitled to vote on the proposed 14 (Fourteen) resolutions as mentioned in the notice dated 30th May, 2017 of the Annual General Meeting of the Company.

3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to caste the votes physically in case the same has not been casted by them through remote e-voting.

4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

5. The votes were unblocked on Wednesday, the 9th August, 2017 around 1:00 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Asit Kumar Labh, residing at 71, N. D. Road, Kolkata - 700008 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.

6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.

7. The combined result of the remote e-voting **[EVSN : 170705005]** and votes casted through physical ballot papers distributed at the AGM venue are as under:

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<A> __ORDINARY BUSINESS:__

a) Resolution 1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2017, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	176	57191420	
Voting by ballot	63	2866	
Total	**239**	**57194286**	**99.9990**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	7	546	
Voting by ballot	1	50	
Total	8	596	**0.0010**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

b) Resolution 2

Declaration of dividend for the financial year ended 31st March, 2017

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	177	57191609	
Voting by ballot	61	2841	
Total	**238**	**57194450**	**99.9990**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	6	357	
Voting by ballot	3	75	
Total	**9**	**432**	**0.0010**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

A. K. LABH & Co. Kolkata Company Secretaries

c) Resolution 3

Appointment of a Director in place of Mr. R. Takru (holding DIN: 00023796), who retires by rotation and being eligible, offers himself for re-appointment

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	136	52620934	
Voting by ballot	54	2416	
Total	**190**	**52623350**	**92.0070**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	47	4571032	
Voting by ballot	9	497	
Total	**56**	**4571529**	**7.9930**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
11	186

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d) Resolution 4

Appointment of a Director in place of Mr. K. K. Baheti (holding DIN: 00027568), who retires by rotation and being eligible, offers himself for re-appointment

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	140	52647414	
Voting by ballot	54	2416	
Total	**194**	**52649830**	**92.0530**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	43	4544552	
Voting by ballot	10	500	
Total	**53**	**4545052**	**7.9470**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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e) Resolution 5 : Ordinary Resolution

Appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants, as the Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	176	57191420	
Voting by ballot	62	2863	
Total	**238**	**57194283**	**99.9990**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	7	546	
Voting by ballot	2	53	
Total	**9**	**599**	**0.0010**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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<B> ***SPECIAL BUSINESS:***

f) Resolution 6 : Ordinary Resolution

Re-appointment of Mr. A. Khaitan (DIN: 00023788) as the Managing Director of the Company for a period of three years commencing from 1st April, 2017 and the remuneration payable to him as specified in the resolution and the relative explanatory statement

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	159	53201998	
Voting by ballot	62	2863	
Total	**221**	**53204861**	**95.3230**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	20	2610197	
Voting by ballot	2	53	
Total	**22**	**2610250**	**4.6770**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

A. K. LABH & Co. Kolkata Company Secretaries

g) Resolution 7 : Special Resolution

Approval of remuneration payable to Mr. A. Khaitan (DIN: 00023788) as the Managing Director of the Company for a period of three years commencing from 1st April, 2017 as specified in the special resolution and the relative explanatory statement

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	115	43147541	
Voting by ballot	61	2858	
Total	**176**	**43150399**	**77.3090**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	64	12664654	
Voting by ballot	3	58	
Total	**67**	**12664712**	**22.6910**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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h) Resolution 8 : Special Resolution

Waiver of recovery of excess remuneration paid to Mr. A. Khaitan (DIN: 00023788) as the Managing Director of the Company during the year ended 31st March, 2017

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	113	44551704	
Voting by ballot	60	2833	
Total	**173**	**44554537**	**77.41100**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	70	13000998	
Voting by ballot	4	83	
Total	**74**	**13001081**	**22.5890**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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i) Resolution 9 : Special Resolution

Re-appointment of Mr. R. Takru (holding DIN: 00023796) as a Whole-time Director of the Company for a period of three years commencing from 1st April, 2017 and the remuneration payable to him as specified in the special resolution and the relative explanatory statement

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	163	53872658	
Voting by ballot	55	2419	
Total	**218**	**53875077**	**96.5240**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	15	1939536	
Voting by ballot	9	497	
Total	**24**	**1940033**	**3.4760**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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j) Resolution 10 : Special Resolution

Re-appointment of Mr. A. Monem (holding DIN:00023799) as a Whole-time Director of the Company for a period of three years commencing from 1st April, 2017 and the remuneration payable to him as specified in the special resolution and the relative explanatory statement

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	164	53872659	
Voting by ballot	55	2419	
Total	**219**	**53875078**	**96.5240**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	15	1939536	
Voting by ballot	9	497	
Total	**24**	**1940033**	**3.4760**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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k) **Resolution 11 : Special Resolution**

Re-appointment of Mr. K. K. Baheti (holding DIN: 00027568) as a Whole-time Director of the Company for a period of three years commencing from 1st April, 2017 and the remuneration payable to him as specified in the special resolution and the relative explanatory statement

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	163	53872459	
Voting by ballot	55	2419	
Total	**218**	**53874878**	**96.5240**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	16	1939736	
Voting by ballot	9	497	
Total	**25**	**1940233**	**3.4760**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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l) Resolution 12 : Special Resolution

Adoption of new set of Articles in substitution of the existing Articles in the Articles of Association of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	166	48838752	
Voting by ballot	55	2419	
Total	**221**	**48841171**	**99.8270**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	8	84053	
Voting by ballot	9	497	
Total	**17**	**84550**	**0.1730**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

A. K. LABH & Co. Kolkata Company Secretaries

m) Resolution 13 : Ordinary Resolution

Ratification of remuneration payable to the Cost Auditors in terms of Section 148 of the Companies Act, 2013

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	176	57552156	
Voting by ballot	63	2866	
Total	**239**	**57555022**	**99.9990**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	7	546	
Voting by ballot	1	50	
Total	**8**	**596**	**0.0010**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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n) Resolution 14 : Special Resolution

Approval for keeping the Register of Members and other documents as may be required at the Corporate Office of Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company at 23 R. N. Mukherjee Road, 5th Floor, Kolkata - 700001

(i) Voted ***in favour*** *of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	176	57552156	
Voting by ballot	62	2861	
Total	**238**	**57555017**	**99.9990**

(ii) Voted ***against*** *the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	7	546	
Voting by ballot	2	55	
Total	**9**	**601**	**0.0010**

(iii) ***Invalid*** *Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
10	183

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✆ (033) 2221-9381, Fax : (033) 2221-9381
Mobile : 98300-55689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

7. All the resolutions proposed hereinabove have been passed with requisite majority.

8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For **A. K. LABH & Co.**
Company Secretaries

A. K. LABH & CO. Kolkata Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238

Place: Kolkata
Dated: 10.08.2017

A. K. LABH
FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary

A. K. LABH & Co.
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata - 700 013
© (033) 2221-9381, Fax : (033) 2221-9381
Mobile : 98300-55689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

Witness :

1. Asit Kumar Labh

(Asit Kumar Labh)
71, N. D. Road
Kolkata - 700008

A. K. LABH & CO. ★ Company Secretaries ★ Kolkata

2. Amrita Sampat

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata – 700 050

Received the Report of the Scrutinizer
For **Mcleod Russel India Limited**

McLEOD RUSSEL INDIA LIMITED ★ Kolkata

(K. K. Baheti)
Whole-time Director & CFO