



MCLEOD RUSSEL
Believe in tea

10th September 2019

The Secretary
Bombay Stock Exchange Ltd
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 Association Ltd
7, Lyons Range
KOLKATA 700001
Scrip Code:10023930

Dear Sir,

Sub: PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING HELD ON 9TH SEPTEMBER 2019

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit hereunder the proceedings as well as the Voting Result on various Resolutions placed before the Members at the 21st Annual General Meeting (AGM) of the Company held on 9th September 2019 at 10:30 a.m. at Uttam Mancha, 10/1/1 Manoharpukur Road, Kolkata - 700026.

The Result given below is in terms of the Report dated 10th September 2019 furnished by Mr. A. K. Labh, a Practicing Company Secretary who was appointed as the Scrutinizer to scrutinize the voting process in respect of the Resolutions placed at the 21st AGM in a fair and transparent manner:

Item No.	Resolution	Ordinary/Special	Result
Ordinary Business			
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.	Ordinary	Passed by requisite majority
2	To resolve that the casual vacancy caused by retirement of Mr. Rajeev Takru by rotation who is not offering himself for re-appointment, shall not be filled up.	Ordinary	Passed by requisite majority
3	To approve the appointment of Messrs. Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP., Chartered Accountants.	Ordinary	Passed by requisite majority
4	To appoint Messrs. Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration.	Ordinary	Passed by requisite majority
5	To appoint Mrs. Arundhuti Dhar as an Independent Director of the Company.	Ordinary	Passed by requisite majority

Registered Office :

MCLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2210-1221, 2248-9434 / 35, FAX : 91-33-2248-8114 / 6265
E-mail : administrator@mcleodrusel.com Website : www.mcleodrusel.com



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Item No.	Resolution	Ordinary/Special	Result
Special Business			
6	To appoint Mr. Raj Vardhan as an Independent Director of the Company.	Ordinary	Passed by requisite majority
7	To appoint Mr. Mr. Suman Bhowmik as an Independent Director of the Company.	Ordinary	Passed by requisite majority
8	Special Resolution for approval of the remuneration payable to Mr. Aditya Khaitan as the Managing Director of the Company for three years w.e.f. 1 st April 2017.	Special	Not Passed by requisite majority
9	Special Resolution for approval of waiver of excess remuneration paid to Mr. Aditya Khaitan as the Managing Director of the Company for the year ended 31 st March 2017.	Special	Not Passed by requisite majority
10	Special Resolution in terms of Section 180(1)(c) of the Companies Act, 2013, authorizing borrowing beyond the available limit.	Special	Not Passed by requisite majority
11	Special Resolution in terms of Section 186 of the Companies Act, 2013, authorizing giving loans, making investments, providing guarantees and securities beyond the available limit.	Special	Not Passed by requisite majority
12	Ratification of remuneration payable to the Cost Auditors of the Company for the financial year ending 31 st March 2020.	Ordinary	Passed by requisite majority

The voting on all the above Resolutions was conducted by way of voting through electronic means from any place other than the venue of the Meeting (remote e-voting) as also by way of voting through Ballot at the AGM venue to enable the Members attending the AGM, who had not already cast their votes by remote e-voting, to exercise their voting rights at the AGM.

At the 21st Annual General Meeting of the Company, the members resolved by an ordinary resolution not to fill up the casual vacancy caused by the retirement of Mr. R. Takru (DIN: 00023796) and hence, R. Takru has ceased to be member of the Board of Directors and by virtue of that he has also ceased to be a Whole Time Director of the Company with effect from 9th September, 2019.

Please take the above on record.

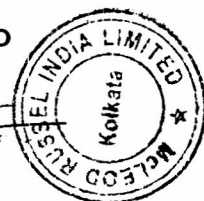
Thanking you,

Yours faithfully,

MCLEOD RUSSEL INDIA LIMITED

(Signature of Debanjan Sarkar)

**(DEBANJAN SARKAR)
COMPANY SECRETARY**



Encl: As above

McLEOD RUSSEL INDIA LIMITED

SUMMARY OF THE PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 9th SEPTEMBER, 2019 AT 10.30 A.M. AT UTTAM MANCHA, 10/1/1, MONOHARPUKUR ROAD, KOLKATA 700 026

The 21st Annual General Meeting of Members of McLeod Russel India Limited was held on Monday, 9th September, 2019 at 10.30 AM at AT UTTAM MANCHA, 10/1/1, Monoharpukur Road, Kolkata 700 026. The Company had received 76 valid proxies covering 798 shares held in the Company. Mr. Aditya Khaitan, Chairman and Managing Director, chaired the meeting. He then welcomed the Members to the Twenty first Annual General Meeting. After ensuring that the requisite quorum for the meeting was present, he called the meeting to order. The Members were informed that the requisite Registers and the documents referred to in the notice of Annual General meeting were available for inspection during the meeting. With the consent of the Members present at the meeting, the Notice convening the Annual General Meeting, the Report of Board of Directors and the Accounts for the financial year ended 31st March, 2019 were taken as read. The Report of the Auditors was read at the meeting. The Chairman delivered his speech on the performance of the Company, tea industry, business overview and future outlook of the Company to the Shareholders. On the invitation of the Chairman, Members addressed the Meeting, provided their suggestions and requested for clarifications on the Company's financial statements and business. The Chairman responded to the queries of the Members and provided clarifications.

The Chairman informed the Members that pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, the Rules framed thereunder and Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. Members who were present at the AGM and had not cast their votes through remote-evoting were provided an opportunity to cast their votes at the meeting.

The following items of business as provided in the Notice convening the 21st AGM of the Company which were transacted at the Meeting:-.

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Ordinary Business			
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.	Ordinary	Passed by requisite majority
2	To resolve that the casual vacancy caused by retirement of Mr. Rajeev Takru by rotation who is not offering himself for re-appointment, shall not be filled up.	Ordinary	Passed by requisite majority
3	To approve the appointment of Messrs. Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP., Chartered Accountants.	Ordinary	Passed by requisite majority
4	To appoint Messrs. Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration.	Ordinary	Passed by requisite majority



5	To appoint Mrs. Arundhuti Dhar as an Independent Director of the Company.	Ordinary	Passed by requisite majority
6	To appoint Mr. Raj Vardhan as an Independent Director of the Company.	Ordinary	Passed by requisite majority
7	To appoint Mr. Mr. Suman Bhowmik as an Independent Director of the Company.	Ordinary	Passed by requisite majority
8	Special Resolution for approval of the remuneration payable to Mr. Aditya Khaitan as the Managing Director of the Company for three years w.e.f. 1 st April 2017.	Special	Not Passed by requisite majority
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12	Ratification of remuneration payable to the Cost Auditors of the Company for the financial year ending 31 st March 2020.	Ordinary	Passed by requisite majority

The Company had appointed Mr. A. K. Labh, Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting process at the AGM. The Chairman announced that the e-voting results along with the Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company and Stock Exchanges.

The meeting thereafter concluded with a vote of thanks to the Chair. Post completion of the Annual General Meeting, the Scrutinizer submitted his Report after verification of the vote.

