



McLEOD RUSSEL
Believe in tea

11th 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: VOTING RESULT OF THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS
OF THE COMPANY HELD ON 9TH SEPTEMBER 2019**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith Voting Result in the prescribed format on various Resolutions placed before the Members at the 21st Annual General Meeting of the Company held on 9th September 2019 at Kolkata.

The Voting Result 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 a fair and transparent manner.

We trust you will find the Voting Result in order.

Thanking you,

Yours faithfully,
McLEOD RUSSEL INDIA LIMITED

(DEBANJAN SARKAR)
COMPANY SECRETARY

Encl. as above.

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@mcleodrussel.com Website : www.mcleodrussel.com



A Williamson Magor Group Enterprise

McLEOD RUSSEL INDIA LIMITED - AGM Attended and Voting Summary	
Format for Voting Result	
Date of the AGM	September 09, 2019
Total Number of Shareholders on record date	61851
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	2
Public	1162
Total	1164
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

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

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.					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	4410070	11.33820	0	4410070		100.00000
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4410070	11.33820	0	4410070		100.00000
Public - Non Institution	E-Vote	37356975	356899	0.95540	297794	59105	83.43930	16.56070
	Poll		1081761	2.89570	1081121	640	99.94080	0.05920
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1378915	59745	95.84720	4.15280
Total		104455735	16947555	16.22463	12477740	4469815	73.62561	26.37439



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.					
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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	10847566	27.88880	10847566	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10847566	27.88880	10847566	0	100.00000	
Public - Non Institution	E-Vote	37356975	356899	0.95540	270338	86561	75.74640	24.25360
	Poll		1081761	2.89570	1081117	644	99.94050	0.05950
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1351455	87205	93.93850	6.06150
Total		104455735	23385051	22.38752	23297846	87205	99.62709	0.37291

3.			To approve the appointment of Messrs. Lodha & Co., Chartered Accountants, as the Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP., Chartered Accountants.					
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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	10847566	27.88880	10847566	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10847566	27.88880	10847566	0	100.00000	
Public - Non Institution	E-Vote	37356975	356899	0.95540	352988	3911	98.90420	1.09580
	Poll		1081761	2.89570	1081122	639	99.94090	0.05910
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1434110	4550	99.68370	0.31630
Total		104455735	23385051	22.38752	23380501	4550	99.98054	0.01946



4 .			To appoint Messrs. Lodha & Co., Chartered Accountants, as the Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to Gx 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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	10847566	27.88880	10847566	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10847566	27.88880	10847566	0	100.00000	
Public - Non Institution	E-Vote	37356975	356899	0.95540	352988	3911	98.90420	1.09580
	Poll		1081761	2.89570	1081123	638	99.94100	0.05900
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1434111	4549	99.68380	0.31620
Total		104455735	23385051	22.38752	23380502	4549	99.98055	0.01945

5 .			To appoint Mrs. Arundhuti Dhar as an Independent Director 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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	4410070	11.33820	413884	3996186	9.38500	90.61500
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4410070	11.33820	413884	3996186	9.38500	90.61500
Public - Non Institution	E-Vote	37356975	356899	0.95540	270198	86701	75.70710	24.29290
	Poll		1081761	2.89570	1081325	436	99.95970	0.04030
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1351523	87137	93.94320	6.05680
Total		104455735	16947555	16.22463	12864232	4083323	75.90612	24.09388



6 .		To appoint Mr. Raj Vardhan as an Independent Director 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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	4410070	11.33820	4410070	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4410070	11.33820	4410070	0	100.00000	
Public - Non Institution	E-Vote	37356975	356899	0.95540	270198	86701	75.70710	24.29290
	Poll		1081761	2.89570	1081325	436	99.95970	0.04030
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1351523	87137	93.94320	6.05680
Total		104455735	16947555	16.22463	16860418	87137	99.48584	0.51416

7 .		To appoint Mr. Suman Bhowmik as an Independent Director 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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	4410070	11.33820	4410070	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4410070	11.33820	4410070	0	100.00000	
Public - Non Institution	E-Vote	37356975	356899	0.95540	270198	86701	75.70710	24.29290
	Poll		1081761	2.89570	1081325	436	99.95970	0.04030
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1351523	87137	93.94320	6.05680
Total		104455735	16947555	16.22463	16860418	87137	99.48584	0.51416



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. 1st April 2017.					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	10847566	27.88880	0	10847566		100.00000
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10847566	27.88880	0	10847566		100.00000
Public - Non Institution	E-Vote	37356975	356899	0.95540	269938	86961	75.63430	24.36570
	Poll		1081761	2.89570	1081125	636	99.94120	0.05880
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1351063	87597	93.91120	6.08880
Total		104455735	23385051	22.38752	12449888	10935163	53.23866	46.76134

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 31st March 2017.					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	10847566	27.88880	0	10847566		100.00000
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10847566	27.88880	0	10847566		100.00000
Public - Non Institution	E-Vote	37356975	356899	0.95540	264389	92510	74.07950	25.92050
	Poll		1081761	2.89570	1081122	639	99.94090	0.05910
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1345511	93149	93.52530	6.47470
Total		104455735	23385051	22.38752	12444336	10940715	53.21492	46.78508

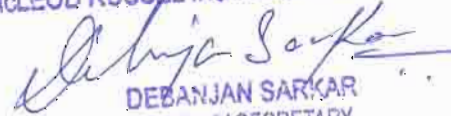


10 .		Special Resolution in terms of Section 180(1)(c) of the Companies Act, 2013, authorizing borrowing beyond the available limit.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes 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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	4410070	11.33820	0	4410070		100.00000
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4410070	11.33820	0	4410070		100.00000
Public - Non Institution	E-Vote	37356975	356899	0.95540	260598	96301	73.01730	26.98270
	Poll		1081761	2.89570	1081121	640	99.94080	0.05920
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1341719	96941	93.26170	6.73830
Total		104455735	16947555	16.22463	12440544	4507011	73.40613	26.59387

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.						
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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	10847566	27.88880	0	10847566		100.00000
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10847566	27.88880	0	10847566		100.00000
Public - Non Institution	E-Vote	37356975	356899	0.95540	260598	96301	73.01730	26.98270
	Poll		1081761	2.89570	1081125	636	99.94120	0.05880
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1341723	96937	93.26200	6.73800
Total		104455735	23385051	22.38752	12440548	10944503	53.19872	46.80128



12 .			Ratification of remuneration payable to the Cost Auditors of the Company for the financial year ending 31st March 2020.					
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	28202913	11098825	39.35350	11098825	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		11098825	39.35350	11098825	0	100.00000	
Public - Institutional holders	E-Voting	38895847	10847566	27.88880	10847566	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10847566	27.88880	10847566	0	100.00000	
Public - Non Institution	E-Vote	37356975	356899	0.95540	270334	86565	75.74520	24.25480
	Poll		1081761	2.89570	1081122	639	99.94090	0.05910
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1438660	3.85110	1351456	87204	93.93850	6.06150
Total		104455735	23385051	22.38752	23297847	87204	99.62710	0.37290

MCLEOD RUSSEL INDIA LIMITED

 DEBANJAN SARKAR
 COMPANY SECRETARY

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

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 21st Annual General Meeting of
McLeod Russel India Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata-700001**

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 21st Annual General Meeting of the members of “**McLeod Russel India Limited**” (“Company”) held on Monday, 9th September, 2019 at Uttam Mancha, 10/1/1, Manohar Pukur Road, Hazra, Kolkata – 700026 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 19th July, 2019. My responsibility as a scrutinizer for the 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.





I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Thursday, the 5th September, 2019 up to 5.00 P.M. IST on Sunday, the 8th September, 2019.
2. The Shareholders holding shares as on the “cut off” date, i.e. 2nd September, 2019 were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the Notice dated 19th July, 2019 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 cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was 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 Monday, the 9th September, 2019 around 12:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Mrs. Anushree Dasgupta residing at 28/N Dwijen Mukherjee Road, Behala, Kolkata – 700060, 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 : 190731003] and votes casted through physical ballot papers distributed at the AGM venue are as under:



<A> **ORDINARY BUSINESS:****a) Resolution 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

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	70	11396619	
Voting by ballot	33	1081121	
Total	103	12477740	73.63%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	21	4469175	
Voting by ballot	6	640	
Total	27	4469815	26.37%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



**b) Resolution 2 : Ordinary Resolution**

To resolve that the casual vacancy caused by retirement of Mr. Rajeev Takru (holding DIN: 00023796) by rotation who is not offering himself for re-appointment, shall not be filled up

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	78	22216729	
Voting by ballot	33	1081117	
Total	111	23297846	99.63%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	86561	
Voting by ballot	6	644	
Total	22	87205	0.37%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



**c) Resolution 3 : Ordinary Resolution**

To approve the appointment of Messrs. Lodha & Co., Chartered Accountants, as the Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP, Chartered Accountants

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	81	22299379	
Voting by ballot	34	1081122	
Total	115	23380501	99.98%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	13	3911	
Voting by ballot	5	639	
Total	18	4550	0.02%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



**d) Resolution 4 : Ordinary Resolution**

To appoint Messrs. Lodha & Co., 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:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	81	22299379	
Voting by ballot	35	1081123	
Total	116	23380502	99.98%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	13	3911	
Voting by ballot	4	638	
Total	17	4549	0.02%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



 **SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution**

To appoint Mrs. Arundhuti Dhar (holding DIN: 03197285) as an Independent Director of the Company

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	73	11782907	
Voting by ballot	36	1081325	
Total	109	12864232	75.91%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	18	4082887	
Voting by ballot	3	436	
Total	21	4083323	24.09%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
15	14045183



**f) Resolution 6 : Ordinary Resolution**

To appoint Mr. Raj Vardhan (holding DIN: 08513917) as an Independent Director of the Company

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	74	15779093	
Voting by ballot	36	1081325	
Total	110	16860418	99.49%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	17	86701	
Voting by ballot	3	436	
Total	20	87137	0.51%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
15	14045183



**g) Resolution 7 : Ordinary Resolution**

To appoint Mr. Suman Bhowmik (holding DIN: 08514585) as an Independent Director of the Company

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	74	15779093	
Voting by ballot	36	1081325	
Total	110	16860418	99.49%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	17	86701	
Voting by ballot	3	436	
Total	20	87137	0.51%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
15	14045183



**h) Resolution 8 : Special Resolution**

Approval of the remuneration payable to Mr. Aditya Khaitan (holding DIN: 00023788) as the Managing Director of the Company for three years w.e.f. 1st April, 2017

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	68	11368763	
Voting by ballot	36	1081125	
Total	104	12449888	53.24%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	26	10934527	
Voting by ballot	3	636	
Total	29	10935163	46.76%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



**i) Resolution 9 : Special Resolution**

Approval of waiver of excess remuneration paid to Mr. Aditya Khaitan (holding DIN: 00023788) as the Managing Director of the Company for the year ended 31st March, 2017

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	67	11363214	
Voting by ballot	34	1081122	
Total	101	12444336	53.21%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	27	10940076	
Voting by ballot	5	639	
Total	32	10940715	46.79%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



**j) Resolution 10 : Special Resolution**

Approval under Section 180(1)(c) of the Companies Act, 2013 authorizing borrowing beyond the available limit .

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	65	11359423	
Voting by ballot	33	1081121	
Total	98	12440544	73.41%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	26	4506371	
Voting by ballot	6	640	
Total	32	4507011	26.59%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



**k) Resolution 11 : Special Resolution**

Approval under Section 186 of the Companies Act, 2013, authorizing giving loans, making investments, providing guarantees and securities beyond the available limit

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	65	11359423	
Voting by ballot	36	1081125	
Total	101	12440548	53.20%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	29	10943867	
Voting by ballot	3	636	
Total	32	10944503	46.80%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



**I) Resolution 12 : Ordinary Resolution**

Ratification of remuneration payable to the Cost Auditors of the Company for the financial year ending 31st March, 2020

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	78	22216725	
Voting by ballot	34	1081122	
Total	112	23297847	99.63%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	86565	
Voting by ballot	5	639	
Total	21	87204	0.37%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
31	17529285



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

8. All the resolutions proposed hereinabove, *except Resolution Nos. 8, 9, 10 and 11* have been passed with requisite majority.
9. 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 the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 10.09.2019



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness :

1. *Rachana Agarwal*

(Rachana Agarwal)

162/2, Benaras Road

Salkia, Howrah 711106

2. *Anushree Dasgupta*

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala

Kolkata - 700060



Received the Report of the Scrutinizer

For Mcleod Russel India Limited

Debanjan Sarkar

(Debanjan Sarkar)

Company Secretary

