McLEOD RUSSEL
Believe in tea

10th August 2016

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: 18th AGM of the Company held on 8th August 2016 at Kolkata

We write to advise that all the Resolutions bearing Item Nos.1 to 10 were placed at the 18th Annual General Meeting [AGM] of the Company held on Monday, 8th August 2016 at Kolkata, in terms of the Notice dated 30th May 2016.

We send herewith a Report dated 9th August 2016 furnished by Mr. A. K. Labh, practising Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process connected with the 18th AGM of the Members of the Company for your information and record. In terms of the said Report, except Resolution bearing Item No.6, 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. GUHA SARKAR)
SENIOR VICE PRESIDENT &
COMPANY SECRETARY

Enclo : as above.

Annexure I

McLEOD RUSSEL INDIA LIMITED - 18TH AGM ATTENDED BY SHAREHOLDER AND VOTING SUMMARY	
Format for Voting Result	
Date of the AGM	August 08,2016
Total Number of Shareholders on record date	60987
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	17
Public	2850
Total	2867
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	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2016 and the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016 and the Report of the Auditors thereon.
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	27486923	50.3333	27486923	0	100.0000	
	Poll		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		27486923	50.3333	27486923	0	100.0000	
Public - Institutional holders	**E-Voting**	40391825	26324144	65.1720	26324144	0	100.0000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26324144	65.1720	26324144	0	100.0000	
Public - Non Institution	**E-Vote**	14454129	482679	3.3394	482224	455	99.9057	0.0943
	Poll		1872	0.0130	1872	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		484551	3.3523	484096	455	99.9061	0.0939
Total		**109455735**	**54295618**	**49.6051**	**54295163**	**455**	**99.9992**	**0.0008**



		2	Declaration of dividend for the Financial Year ended 31st March 2016.					
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	27486923	50.3333	27486923	0	100.0000	
	Poll		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		27486923	50.3333	27486923	0	100.0000	
Public - Institutional holders	E-Voting	40391825	26324144	65.1720	26324144	0	100.0000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26324144	65.1720	26324144	0	100.0000	
Public - Non Institution	E-Vote	14454129	482679	3.3394	482679	0	100.0000	
	Poll		1872	0.0130	1872	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		484551	3.3523	484551	0	100.0000	
Total		109455735	54295618	49.6051	54295618	0	100.0000	0.0000

		3	Appointment of a Director in place of Mr. Brij Mohan Khaitan (holding DIN:00023771), 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	27486923	50.3333	27486923	0	100.0000	
	Poll		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		27486923	50.3333	27486923	0	100.0000	
Public - Institutional holders	E-Voting	40391825	26324144	65.1720	14116692	12207452	53.6264	46.3736
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26324144	65.1720	14116692	12207452	53.6264	46.3736
Public - Non Institution	E-Vote	14454129	482547	3.3385	479375	3172	99.3427	0.6573
	Poll		1872	0.0130	1872	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		484419	3.3514	481247	3172	99.3452	0.6548
Total		109455735	54295486	49.6050	42084862	12210624	77.5108	22.4892



			4	Appointment of a Director in place of Mr. Azam Monem (holding DIN:00023799), 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	27486923	50.3333	27486923	0	100.0000	
	Poll		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		27486923	50.3333	27486923	0	100.0000	
Public - Institutional holders	E-Voting	40391825	26324144	65.1720	16148047	10176097	61.3431	38.6569
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26324144	65.1720	16148047	10176097	61.3431	38.6569
Public - Non Institution	E-Vote	14454129	482547	3.3385	478669	3878	99.1963	0.8037
	Poll		1872	0.0130	1872	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		484419	3.3514	480541	3878	99.1995	0.8005
Total		**109455735**	**54295486**	**49.6050**	**44115511**	**10179975**	**81.2508**	**18.7492**

			5	Appointment of Messrs. Price Waterhouse, Chartered Accountants, as the Statutory Auditors of the Company 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	27486923	50.3333	27486923	0	100.0000	
	Poll		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		27486923	50.3333	27486923	0	100.0000	
Public - Institutional holders	E-Voting	40391825	18732144	46.3761	12038241	6693903	64.2652	35.7348
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		18732144	46.3761	12038241	6693903	64.2652	35.7348
Public - Non Institution	E-Vote	14454129	482679	3.3394	481422	1257	99.7396	0.2604
	Poll		1872	0.0130	1872	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		484551	3.3523	483294	1257	99.7406	0.2594
Total		109455735	46703618	42.6690	40008458	6695160	85.6646	14.3354



			6	Special Resolution for approval of payment of remuneration for 2015-16 and waiver of recovery of excess remuneration paid to Mr. Aditya Khaitan (DIN:00023788) as the Managing Director of the Company during the year ended 31st March 2016.					
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	27486923	50.3333	27486923	0	100.0000	
	Poll		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		27486923	50.3333	27486923	0	100.0000	
Public - Institutional holders	E-Voting	40391825	24220533	59.9639	5810700	18409833	23.9908	76.0092
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		24220533	59.9639	5810700	18409833	23.9908	76.0092
Public - Non Institution	E-Vote	14454129	482679	3.3394	472893	9786	97.9726	2.0274
	Poll		1872	0.0130	1872	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		484551	3.3523	474765	9786	97.9804	2.0196
Total		109455735	52192007	47.6832	33772388	18419619	64.7080	35.2920

			7	Special Resolution for waiver of recovery of excess remuneration paid to Mr. R. Takru (DIN:00023796) as a Wholetime Director of the Company during the year ended 31st March 2016.					
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	27486923	50.3333	27486923	0	100.0000	
	Poll		0	0.0000	0	0		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		27486923	50.3333	27486923	0	100.0000	
Public - Institutional holders	E-Voting	40391825	26324144	65.1720	15539311	10784833	59.0306	40.9694
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26324144	65.1720	15539311	10784833	59.0306	40.9694
Public - Non Institution	E-Vote	14454129	482679	3.3394	472893	9786	97.9726	2.0274
	Poll		1872	0.0130	1872	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		484551	3.3523	474765	9786	97.9804	2.0196
Total		109455735	54295618	49.6051	43500999	10794619	80.1188	19.8812



			8	Special Resolution for waiver of recovery of excess remuneration paid to Mr. A. Monem (DIN:00023799) as a Wholetime Director of the Company during the year ended 31st March 2016.					
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	27486923	50.3333	27486923	0	100.0000		
	Poll		0	0.0000	0	0			
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.	
	Total		27486923	50.3333	27486923	0	100.0000		
Public - Institutional holders	E-Voting	40391825	26324144	65.1720	15539311	10784833	59.0306	40.9694	
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		26324144	65.1720	15539311	10784833	59.0306	40.9694	
Public - Non Institution	E-Vote	14454129	482679	3.3394	472893	9786	97.9726	2.0274	
	Poll		1872	0.0130	1872	0	100.0000		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.	
	Total		484551	3.3523	474765	9786	97.9804	2.0196	
Total		109455735	54295618	49.6051	43500999	10794619	80.1188	19.8812	

			9	Special Resolution for waiver of recovery of excess remuneration paid to Mr. K. K. Baheti (DIN:00027568) as a Wholetime Director of the Company during the year ended 31st March 2016.					
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	27486923	50.3333	27486923	0	100.0000		
	Poll		0	0.0000	0	0			
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.	
	Total		27486923	50.3333	27486923	0	100.0000		
Public - Institutional holders	E-Voting	40391825	26324144	65.1720	15539311	10784833	59.0306	40.9694	
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		26324144	65.1720	15539311	10784833	59.0306	40.9694	
Public - Non Institution	E-Vote	14454129	482679	3.3394	472893	9786	97.9726	2.0274	
	Poll		1872	0.0130	1847	25	98.6645	1.3355	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.	
	Total		484551	3.3523	474740	9811	97.9752	2.0248	
Total		109455735	54295618	49.6051	43500974	10794644	80.1188	19.8812	



			10	Ratification of remuneration payable to the Cost Auditors for the year ending 31st March 2017 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	27486923	50.3333	27486923	0	100.0000		
	Poll		0	0.0000	0	0			
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.	
	Total		27486923	50.3333	27486923	0	100.0000		
Public - Institutional holders	E-Voting	40391825	26324144	65.1720	26324144	0	100.0000		
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		26324144	65.1720	26324144	0	100.0000		
Public - Non Institution	E-Vote	14454129	482679	3.3394	481242	1437	99.7023	0.2977	
	Poll		1872	0.0130	1872	0	100.0000		
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.	
	Total		484551	3.3523	483114	1437	99.7034	0.2966	
Total		109455735	54295618	49.6051	54294181	1437	99.9974	0.0026	

McLEOD RUSSEL INDIA LIMITED

McLEOD RUSSEL INDIA LIMITED Kolkata

(A. GUHA SARKAR)

SENIOR VICE PRESIDENT & COMPANY SECRETARY

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

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
Mcleod Russel India Limited
4, 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 18th Annual General Meeting of the members of **"Mcleod Russel India Limited"** ("*Company*") held on Monday, 8th August, 2016 at Kalamandir, 48, Shakespeare Sarani, Kolkata-700017 at 11.00 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 on remote e-voting and voting through physical ballot process carried out 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 the 30th May, 2016. My responsibility as a scrutinizer for the remote e-voting process through electronic means and 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 4th August, 2016 up to 5.00 P.M. IST on Sunday, the 7th August, 2016.

A. K. LABH & Co. Kolkata Company Secretaries

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

2. The Shareholders holding shares as on the "cut off" date, i.e. 1st August, 2016 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the notice dated 30th May, 2016 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 votes were unblocked on Monday, the 8th August, 2016 around 12.15 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.

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

6. The combined result of the remote e-voting [**EVSN : 160613005**] and votes casted through physical ballot papers distributed at the AGM venue are as under:

<A> ***ORDINARY BUSINESS:***

a) Resolution 1

To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.

(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	199	54293291	
Voting by ballot	15	1872	
Total	**214**	**54295163**	**99.9992%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	10	455	
Voting by ballot	0	0	
Total	**10**	**455**	**0.0008%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

b) Resolution 2

Declaration of dividend for the Financial Year ended 31st March, 2016

*(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	209	54293746	
Voting by ballot	15	1872	
Total	**224**	**54295618**	**100.0000%**

A. K. LABH & Co. Company Secretaries Kolkata

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	0	0	
Voting by ballot	0	0	
Total	**0**	**0**	**0.0000%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

c) Resolution 3

Appointment of a Director in place of Mr. Brij Mohan Khaitan (DIN: 00023771), 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	144	42082990	
Voting by ballot	15	1872	
Total	**159**	**42084862**	**77.5108%**

A. K. LABH & CO. Kolkata Company Secretaries

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	12210624	
Voting by ballot	0	0	
Total	**64**	**12210624**	**22.4892%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

d) Resolution 4

Appointment of a Director in place of Mr. Azam Monem (DIN: 00023799), 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	145	44113639	
Voting by ballot	15	1872	
Total	**160**	**44115511**	**81.2508%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	63	10179975	
Voting by ballot	0	0	
Total	**63**	**10179975**	**18.7492%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

e) Resolution 5 - Ordinary Resolution

Appointment of Messrs. Price Waterhouse, Chartered Accountants, as the Statutory Auditors of the Company 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	181	40006586	
Voting by ballot	15	1872	
Total	**196**	**40008458**	**85.6646%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	25	6695160	
Voting by ballot	0	0	
Total	**25**	**6695160**	**14.3354%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

<B> SPECIAL BUSINESS:

f) Resolution 6 – Special Resolution

Approval of payment of remuneration for 2015-16 and waiver of recovery of excess remuneration paid to Mr. Aditya Khaitan (DIN: 00023788) as the Managing Director of the Company during the year ended 31st March, 2016

*(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	123	33770516	
Voting by ballot	15	1872	
Total	**138**	**33772388**	**64.7080%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	85	18419619	
Voting by ballot	0	0	
Total	**85**	**18419619**	**35.2920%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

g) Resolution 7 – Special Resolution

Waiver of recovery of excess remuneration paid to Mr. R. Takru (DIN: 00023796) as a Wholetime Director of the Company during the year ended 31st March, 2016

*(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	128	43499127	
Voting by ballot	15	1872	
Total	**143**	**43500999**	**80.1188%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	81	10794619	
Voting by ballot	0	0	
Total	81	**10794619**	**19.8812%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

h) Resolution 8 – Special Resolution

Waiver of recovery of excess remuneration paid to Mr. A. Monem (DIN: 00023799) as a Wholetime Director of the Company during the year ended 31st March, 2016

*(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	128	43499127	
Voting by ballot	15	1872	
Total	**143**	**43500999**	**80.1188%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	81	10794619	
Voting by ballot	0	0	
Total	**81**	**10794619**	**19.8812%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

i) Resolution 9 – Special Resolution

Waiver of recovery of excess remuneration paid to Mr. K. K. Baheti (DIN: 00027568) as a Wholetime Director of the Company during the year ended 31st March, 2016

*(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	128	43499127	
Voting by ballot	14	1847	
Total	**142**	**43500974**	**80.1188%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	81	10794619	
Voting by ballot	1	25	
Total	**82**	**10794644**	**19.8812%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

j) Resolution 10 – Ordinary Resolution

Ratification of remuneration payable to the Cost Auditors for the year ending 31st March, 2017 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	195	54292309	
Voting by ballot	15	1872	
Total	**210**	**54294181**	**99.9974%**

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

*(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	14	1437	
Voting by ballot	0	0	
Total	**14**	**1437**	**0.0026%**

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

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
28	5193856

7. All the resolutions proposed hereinabove, *except Resolution No. 6*, 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: 09.08.2016

A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

Witness :

1. Raju Chowdhury.

(Raju Chowdhury)
The C.A.B. Dr. B. C. Roy Club House,
Eden Gardens, Kolkata – 700 021

2. Biswarup Ganguly

(Biswarup Ganguly)
27/2, Suren Tagore Road
Kolkata – 700 019

Verified the contents and received the Report of the Scrutinizer
For **Mcleod Russel India Limited**

(A. Guha Sarkar)
Senior Vice-President & Company Secretary