McLEOD RUSSEL
Believe in tea

23rd July 2014

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 : Evoting Results in respect of 16th AGM of McLeod Russel India Limited held on 23rd July 2014

We send herewith the Report furnished by Mr. A. K. Labh, practising Company Secretary, who was appointed as the Scrutinizer to scrutinize the Evoting process connected with the 16th Annual General Meeting ['AGM'] of the Members of the Company held today 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 requisite majority.

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

Please acknowledge receipt.

Yours faithfully,
McLEOD RUSSEL INDIA LIMITED

(A. GUHA SARKAR)
VICE PRESIDENT & COMPANY SECRETARY

Enclo : 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

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

A. K. LABH & Co.
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata - 700 013
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REPORT OF SCRUTINIZER
[E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
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 16th Annual General Meeting of the members of ***"Mcleod Russel India Limited"*** (*"Company"*) to be held on Wednesday, 23rd July 2014 at 11 A.M. at Kala Mandir, 48 Shakespeare Sarani, Kolkata- 700 017 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 10.00 A.M IST on Thursday, the 17th day of July, 2014 up to 10.00 A.M IST on Sunday, the 20th day of July, 2014.

2. The Shareholders holding shares as on the "cut off" date, i.e. 13th day of June, 2014 were entitled to vote on the proposed 17 (Seventeen) resolutions as mentioned in the notice dated 23rd day of May, 2014 of the Annual General Meeting of the Company.

3. The votes were unblocked on Monday, the 21st day of July, 2014 at 11.00 A.M. IST in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108 Sarat Chatterjee Road, Howrah-711 1020 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the company.

A. K. LABH & CO. Kolkata Company Secretaries

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McLEOD RUSSEL INDIA LIMITED
(A. GUHA SARKAR)
VICE PRESIDENT & COMPANY SECRETARY

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4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (***https://www.evotingindia.com***)

5. The result of the e-voting is as under:

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

a) **Resolution 1**

Adoption of Accounts for the year ended 31.03.2014

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087660	40087510 (99.99%)	150 (0.01%)	Carried by majority

b) **Resolution 2**

Declaration of Dividend

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087659	40087509 (99.99%)	150 (0.01%)	Carried by majority

c) **Resolution 3**

Re-appointment of Mr. Deepak Khaitan as a Director

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087660	27023819 (67.41%)	13063841 (32.59%)	Carried by majority

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d) **Resolution 4**

Re-appointment of Mr. Azam Monem as a Director

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087660	27405267 (68.36%)	12682393 (31.64%)	Carried by majority

e) **Resolution 5**

Appointment of Auditors

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	38370908	28138687 (73.33%)	10232221 (26.67%)	Carried by majority

<B> *SPECIAL BUSINESS:*

f) **Resolution 6**

Appointment of Mr. Utsav Parekh as an Independent Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087660	37944726 (94.65%)	2142934 (5.35%)	Carried by majority

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g) **Resolution 7**

Appointment of Mrs. Ramni Nirula as an Independent Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087660	27036591 (67.44%)	13051069 (32.56%)	Carried by majority

h) **Resolution 8**

Appointment of Dr. Raghavachari Srinivasan as an Independent Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087610	36283659 (90.51%)	3803951 (9.49%)	Carried by majority

i) **Resolution 9**

Appointment of Mr. Bharat Bajoria as an Independent Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087660	35595651 (88.79%)	4492009 (11.21%)	Carried by majority

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j) **Resolution 10**

Appointment of Mr. Ranabir Sen as an Independent Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087660	39864678 (99.44%)	222982 (0.56%)	Carried by majority

k) **Resolution 11**

Re-appointment of Mr. Aditya Khaitan as the Managing Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087659	34698177 (86.56%)	5389482 (13.44%)	Carried by majority

l) **Resolution 12**

Re-appointment of Mr. Rajeev Takru as a Wholetime Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087598	37210449 (92.82%)	2877149 (7.18%)	Carried by majority

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m) **Resolution 13**

Re-appointment of Mr. Azam Monem as a Wholetime Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087597	34729962 (86.64%)	5357635 (13.36%)	Carried by majority

n) **Resolution 14**

Re-appointment of Mr. Kamal Kishore Baheti as a Whole-time Director

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087657	37210508 (92.82%)	2877149 (7.18%)	Carried by majority

o) **Resolution 15**

Payment of remuneration to the non-executive Directors of the Company.

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087597	40087443 (99.99%)	154 (0.01%)	Carried by majority

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p) **Resolution 16**

To create Charge, Mortgage on assets of the Company

Type of Resolution: Special Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087597	30229439 (75.41%)	9858158 (24.59%)	Carried by requisite majority

q) **Resolution 17**

Ratification of remuneration payable to the Cost Auditors for the financial year 2014-2015.

Type of Resolution: Ordinary Resolution

No. of Folios casting the votes	*Total No. of votes casted*	*Total No. of votes casted in favour*	*Total No. of votes casted in against*	*Result*
144	40087658	40087505 (99.99%)	153 (0.01%)	Carried by majority

6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You,

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

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP - 3238

A. K. LABH & CO. Kolkata Company Secretaries

Place: Kolkata
Dated: 22.07.2014

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