



McLEOD RUSSEL
Believe in tea

1st October 2015

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,

Results of Postal Ballot & Evoting for passing of Special Resolutions

We refer to our letters dated 3rd August 2015 & 3rd September 2015 and send herewith the Report on Voting Results dated 1st October 2015 furnished by Mr. A. K. Labh, practicing Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process commenced from 1st September 2015 till 30th September 2015 connected with the Resolutions to be passed by the Members of the Company by way of Special Resolutions through Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as mentioned in the Postal Ballot Notice dated 3rd August 2015 for your information and record.

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

Please acknowledge receipt.

Yours faithfully,
McLEOD RUSSEL INDIA LIMITED


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

Encl. as above

Registered Office :

McLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076

FOUR MANGO 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



A Williamson Magor Group Enterprise

**SCRUTINIZER'S REPORT**

To
The Chairman,
McLeod Russel India Limited
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata – 700 001

Dear Sir,

- (1) I have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 3rd August, 2015.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolution contained in the Notice of the postal ballot and e-voting dated 3rd August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and postal 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 received through postal ballots and as confirmed by M/s Maheshwari Datamatics Private Limited, Kolkata, the Registrar and Share Transfer Agent of the Company, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) I submit my report as under :
 - (a) The Company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot (containing e-voting instructions) via electronic mode by 31st August, 2015 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 21st August, 2015.
 - (b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - (c) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes.
 - (d) The ballot boxes were opened after 5:00 p.m. on Wednesday, 30th day of September, 2015, in my presence.





- (e) The postal ballot forms were duly opened in my presence and scrutinized.
- (f) All postal ballot forms received on or before 5:00 p.m. on Wednesday, 30th day of September, 2015, the last date as fixed by the Company for receipt of the forms, were considered for my scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:00 p.m. on Wednesday, 30th day of September, 2015, *if any*, were not considered for my scrutiny.
- (h) I did not find any defaced ballot paper.
- (i) Summary of the Postal Ballot votes casted through Physical Mode is as follows :-

1.	Total No. of Postal Ballot Forms Received	271
2.	Total No. of Invalid Postal Ballot Forms	68
3.	Total No. of Valid Postal Ballot Forms	203

Resolution No. 1

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, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of valid Votes / Shares casted	64322
2.	Total No. of valid Votes / Shares in favour of the Resolution	62772
3.	Total No. of valid Votes / Shares against the Resolution	1550

Resolution No. 2

Special Resolution for approval of remuneration payable to Mr. R. Takru (DIN : 00023796) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of valid Votes / Shares casted	63226
2.	Total No. of valid Votes / Shares in favour of the Resolution	61174
3.	Total No. of valid Votes / Shares against the Resolution	2052



**Resolution No. 3**

Special Resolution for approval of remuneration payable to Mr. A. Monem (DIN : 00023799) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of valid Votes / Shares casted	66426
2.	Total No. of valid Votes / Shares in favour of the Resolution	64374
3.	Total No. of valid Votes / Shares against the Resolution	2052

Resolution No. 4

Special Resolution for approval of remuneration payable to Mr. K. K. Baheti (DIN : 00027568) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of valid Votes / Shares casted	63226
2.	Total No. of valid Votes / Shares in favour of the Resolution	61909
3.	Total No. of valid Votes / Shares against the Resolution	1317

Resolution No. 5

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, 2015

1.	Total No. of valid Votes / Shares casted	63220
2.	Total No. of valid Votes / Shares in favour of the Resolution	59241
3.	Total No. of valid Votes / Shares against the Resolution	3979

Resolution No. 6

Special Resolution for waiver of recovery of excess remuneration paid to Mr. R. Takru (DIN : 00023796) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of valid Votes / Shares casted	63040
2.	Total No. of valid Votes / Shares in favour of the Resolution	59796
3.	Total No. of valid Votes / Shares against the Resolution	3244



**Resolution No. 7**

Special Resolution for waiver of recovery of excess remuneration paid to Mr. A. Monem (DIN : 00023799) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of valid Votes / Shares casted	63220
2.	Total No. of valid Votes / Shares in favour of the Resolution	59241
3.	Total No. of valid Votes / Shares against the Resolution	3979

Resolution No. 8

Special Resolution for waiver of recovery of excess remuneration paid to Mr. K. K. Baheti (DIN : 00027568) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of valid Votes / Shares casted	63220
2.	Total No. of valid Votes / Shares in favour of the Resolution	59241
3.	Total No. of valid Votes / Shares against the Resolution	3979

- (j) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (k) The e-voting period remained open from 10:00 A.M. IST on Tuesday, the 1st day of September, 2015 up to 5:00 P.M. IST on Wednesday, the 30th day of September, 2015.
- (l) The Shareholders holding shares as on the "cut off" date, i.e. 21st August, 2015 entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot and e-voting dated 3rd August, 2015.
- (m) The result of the electronic voting was downloaded after 5:00 p.m. on Wednesday, 30th September, 2015 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked in the presence of Mr. Narayan Chandra Saha and Mr. Raju Chowdhury (not being the employees of the Company) and has been included in my report.
- (n) Summary of the votes casted through Electronic Voting System [EVSN: 150821011] is as follows :-

Total Folios Voted	271
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**Resolution No. 1**

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, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57240411
2.	Total No. of Votes / Shares in favour of the Resolution	38699338
3.	Total No. of Votes / Shares against the Resolution	18541073

Resolution No. 2

Special Resolution for approval of remuneration payable to Mr. R. Takru (DIN : 00023796) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57240411
2.	Total No. of Votes / Shares in favour of the Resolution	46539230
3.	Total No. of Votes / Shares against the Resolution	10701181

Resolution No. 3

Special Resolution for approval of remuneration payable to Mr. A. Monem (DIN : 00023799) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57240411
2.	Total No. of Votes / Shares in favour of the Resolution	46539241
3.	Total No. of Votes / Shares against the Resolution	10701170

Resolution No. 4

Special Resolution for approval of remuneration payable to Mr. K. K. Baheti (DIN : 00027568) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57240411
2.	Total No. of Votes / Shares in favour of the Resolution	46539392
3.	Total No. of Votes / Shares against the Resolution	10701019



**Resolution No. 5**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, 2015

1.	Total No. of Votes / Shares casted	57240236
2.	Total No. of Votes / Shares in favour of the Resolution	53855945
3.	Total No. of Votes / Shares against the Resolution	3384291

Resolution No. 6Special Resolution for waiver of recovery of excess remuneration paid to Mr. R. Takru (DIN : 00023796) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of Votes / Shares casted	57240236
2.	Total No. of Votes / Shares in favour of the Resolution	53856325
3.	Total No. of Votes / Shares against the Resolution	3383911

Resolution No. 7Special Resolution for waiver of recovery of excess remuneration paid to Mr. A. Monem (DIN : 00023799) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of Votes / Shares casted	57240236
2.	Total No. of Votes / Shares in favour of the Resolution	53856345
3.	Total No. of Votes / Shares against the Resolution	3383891

Resolution No. 8Special Resolution for waiver of recovery of excess remuneration paid to Mr. K. K. Baheti (DIN : 00027568) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of Votes / Shares casted	57240236
2.	Total No. of Votes / Shares in favour of the Resolution	53856345
3.	Total No. of Votes / Shares against the Resolution	3383891

(o) Hence, final consolidated summary of the votes casted (aggregate of Physical and Electronic Voting System : EVSN : 150821011) is as follows :-

	Physical Ballot	Electronic Voting	Total
Total Folios Voted	203	271	474

**Resolution No. 1**

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, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57304733
2.	Total No. of Votes / Shares (%) in favour of the Resolution	38762110 (67.64%)
3.	Total No. of Votes / Shares (%) against the Resolution	18542623 (32.36%)

.....Resolution not carried with requisite majority

Resolution No. 2

Special Resolution for approval of remuneration payable to Mr. R. Takru (DIN : 00023796) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57303637
2.	Total No. of Votes / Shares (%) in favour of the Resolution	46600404 (81.32%)
3.	Total No. of Votes / Shares (%) against the Resolution	10703233 (18.68%)

.....Resolution carried with requisite majority

Resolution No. 3

Special Resolution for approval of remuneration payable to Mr. A. Monem (DIN : 00023799) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57306837
2.	Total No. of Votes / Shares (%) in favour of the Resolution	46603615 (81.32%)
3.	Total No. of Votes / Shares (%) against the Resolution	10703222 (18.68%)

.....Resolution carried with requisite majority

**Resolution No. 4**

Special Resolution for approval of remuneration payable to Mr. K. K. Baheti (DIN : 00027568) as a Whole-time-Director of the Company for a period of three years commencing from 1st April, 2014 to 31st March, 2017 as minimum remuneration to be paid in the event of loss or inadequacy of profit.

1.	Total No. of Votes / Shares casted	57303637
2.	Total No. of Votes / Shares (%) in favour of the Resolution	46601301 (81.32%)
3.	Total No. of Votes / Shares (%) against the Resolution	10702336 (18.68%)

.....Resolution carried with requisite majority

Resolution No. 5

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, 2015

1.	Total No. of Votes / Shares casted	57303456
2.	Total No. of Votes / Shares (%) in favour of the Resolution	53915186 (94.09%)
3.	Total No. of Votes / Shares (%) against the Resolution	3388270 (5.91%)

.....Resolution carried with requisite majority

Resolution No. 6

Special Resolution for waiver of recovery of excess remuneration paid to Mr. R. Takru (DIN : 00023796) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of Votes / Shares casted	57303276
2.	Total No. of Votes / Shares (%) in favour of the Resolution	53916121 (94.09%)
3.	Total No. of Votes / Shares (%) against the Resolution	3387155 (5.91%)

.....Resolution carried with requisite majority



**Resolution No. 7**

Special Resolution for waiver of recovery of excess remuneration paid to Mr. A. Monem (DIN : 00023799) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of Votes / Shares casted	57303456
2.	Total No. of Votes / Shares (%) in favour of the Resolution	53915586 (94.09%)
3.	Total No. of Votes / Shares (%) against the Resolution	3387870 (5.91%)

.....Resolution carried with requisite majority

Resolution No. 8

Special Resolution for waiver of recovery of excess remuneration paid to Mr. K. K. Baheti (DIN : 00027568) as a Whole-time-Director of the Company during the year ended 31st March, 2015

1.	Total No. of Votes / Shares casted	57303456
2.	Total No. of Votes / Shares (%) in favour of the Resolution	53915586 (94.09%)
3.	Total No. of Votes / Shares (%) against the Resolution	3387870 (5.91%)

.....Resolution carried with requisite majority

- The postal ballot forms, e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.
- You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours truly

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



Place: Kolkata
Dated: 01.10.2015

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

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

