

# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
*Practising 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](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)

Website : [www.aklabh.com](http://www.aklabh.com)

## SCRUTINIZER'S REPORT

To  
The Board of Directors  
McLeod Russel India Limited  
Four Mangoe Lane  
Surendra Mohan Ghosh Sarani  
Kolkata – 700 001

*Dear Sir,*

- (1) We have been appointed as Scrutinizer by the Company in connection with Postal Ballot conducted in terms of MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 22/2020 dated 15th June, 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 31st December, 2020, MCA Circular No. 10/2021 dated 23rd June, 2021, MCA Circular No. 20/2021 dated 8th December, 2021, MCA Circular No. 3/2022 dated 5th May, 2022 and MCA Circular No. 11/2022 dated 28th December, 2022 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting process through remote e-voting ("e-voting") in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 13th July, 2023.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolutions contained in the Notice of Postal Ballot dated 13th July, 2023. Our responsibility as a scrutinizer for the voting process through e-voting 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 National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide e-voting facility.
- (3) We submit our report as under:
  - (a) The Company has completed dispatch of the Notice of Postal Ballot through electronic mode on 14th July, 2023 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 7th July, 2023.
  - (b) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
  - (c) The e-voting period remained open from 09:00 A.M. IST on Sunday, 16th July, 2023 up to 5:00 P.M. IST on Monday, 14th August, 2023.



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- (d) The shareholders holding shares as on the “cut off” date, i.e. Friday, 7th July, 2023 were entitled to vote on the proposed resolutions as mentioned in the Notice of Postal Ballot dated 13th July, 2023.
- (e) The result of the e-voting was downloaded after 5:00 p.m. on Monday, 14th August, 2023 from NSDL website providing the platform for e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and were unblocked in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Pratyusha Sen, residing at 157, Garia Gardens, Post – Garia, Kolkata – 700 084, and has been included in our report.
- (f) The summary of the votes casted through e-voting (EVEN:124604) is as follows :-

## SPECIAL BUSINESS:

### Resolution 1 : Ordinary Resolution

*Appointment of Mr. Aditya Khaitan (DIN: 00023788) as Managing Director of the Company for a period of three years with effect from 17th May 2023*

(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	521	19847432	84.0528%

(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	98	3765626	15.9472%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
13	4830794



**Resolution 2 : Special Resolution**

**Payment of Remuneration to Mr. Aditya Khaitan (DIN: 00023788) as Managing Director of the Company for a period of three years with effect from 17th May 2023**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	504	19841870	84.0385%

(ii) **Voted against the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	111	3768588	15.9615%

(iii) **Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
13	4830794

- The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
- You may accordingly declare the result of Postal Ballot through e-voting.
- The electronic data and e-voting registers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of Postal Ballot through e-voting.



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Thanking You,

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



(CS A. K. LABH)  
Practising Company Secretary  
FCS : 4848 / CP No. : 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848E000807210

Place : Kolkata

Dated : 16-08-2023

Witness:

1. Rohit Kumar

(Rohit Kumar)  
Basundhara Apartment, Flat No. 6, 3<sup>rd</sup> Floor  
1 No. Airport, North 24 Parganas  
Kolkata - 700079

2. Pratyusha Sen

(Pratyusha Sen)  
157, Garia Gardens, Post – Garia,  
Kolkata – 700 084



Received the Report of the Scrutinizer  
For Meleod Russel India Limited

(Alok Kumar Samant)  
Company Secretary  
Memb. No. – F9347

