

**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)

## **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 25<sup>th</sup> Annual General Meeting of  
Mcleod Russel India Limited  
Four Mangoe Lane  
Surendra Mohan Ghosh Sarani  
Kolkata – 700 001**

*Dear Sir,*

I, Atul Kumar Labh, Practising 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 25<sup>th</sup> Annual General Meeting (“AGM”) of the members of “*Mcleod Russel India Limited*” (“Company”) held on Friday, the 29<sup>th</sup> day of September, 2023 at 11:40 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 14<sup>th</sup> day of August, 2023. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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 the facilities for both remote e-voting and e-voting at the AGM.



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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Tuesday, the 26<sup>th</sup> day of September, 2023 up to 5:00 P.M. IST on Thursday, the 28<sup>th</sup> day of September, 2023.
2. The shareholders holding shares as on the “cut off” date, i.e. the 22<sup>nd</sup> day of September, 2023 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the AGM dated the 14<sup>th</sup> day of August, 2023.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Friday, the 29<sup>th</sup> day of September, 2023 around 01:15 P.M. IST after the completion of the AGM 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. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [**EVEN : 125945**] are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon*

(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	320	21437485	
E-voting at AGM	1	2	
<b>Total</b>	<b>321</b>	<b>21437487</b>	<b>90.0958%</b>

(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	12	2354104	
E-voting at AGM	1	2500	
<b>Total</b>	<b>13</b>	<b>2356604</b>	<b>9.9042%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
4	2881838



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## b) Resolution 2

*To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon*

*(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	316	21438722	
E-voting at AGM	1	2	
<b>Total</b>	<b>317</b>	<b>21438724</b>	<b>90.1013%</b>

*(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	14	2352807	
E-voting at AGM	1	2500	
<b>Total</b>	<b>15</b>	<b>2355307</b>	<b>9.8987%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## c) Resolution 3

*To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413), who retires by rotation and being eligible, offers himself for re-appointment*

(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	303	21337748	
E-voting at AGM	2	2502	
<b>Total</b>	<b>305</b>	<b>21340250</b>	<b>89.6874%</b>

(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	2453781	
E-voting at AGM	0	0	
<b>Total</b>	<b>27</b>	<b>2453781</b>	<b>10.3126%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## <B> SPECIAL BUSINESS:

### d) Resolution 4 : Ordinary Resolution

***Ratification of the remuneration payable to the Cost Auditors in respect of the financial year ending 31<sup>st</sup> March, 2024***

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

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	315	21417521	
E-voting at AGM	1	2	
<b>Total</b>	<b>316</b>	<b>21417523</b>	<b>90.0122%</b>

(ii) *Voted against the Resolution:*

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	15	2374008	
E-voting at AGM	1	2500	
<b>Total</b>	<b>16</b>	<b>2376508</b>	<b>9.9878%</b>

(iii) *Invalid Votes:*

<b><i>Total number of members whose votes were declared invalid</i></b>	<b><i>Total number of votes cast by them</i></b>
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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers 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)  
Practising Company Secretary  
FCS – 4848 / CP No. – 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848E001132909



Place : Kolkata  
Dated : 29-09-2023



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*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. 

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala  
Kolkata - 700060



**Received the Report of the Scrutinizer**  
**For Meleod Russel India Limited**

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

