

McLeod Russel India Limited

CIN:L51109WB1998PLC087076

Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001

TEL : 033-2210-1221, 2248-9434/35 FAX : 91-33-2248-3683, 2248-8114

E-Mail: administrator@mcleodrussel.com; Website: www.mcleodrussel.com

**MCLEOD RUSSEL**
*Believe in tea***ATTENDANCE SLIP***(To be presented at the entrance)***SEVENTEENTH ANNUAL****GENERAL MEETING**

on Tuesday,

4th August, 2015

at 10.30 a.m.

at **Kala Mandir**

48 Shakespeare Sarani

Kolkata - 700017

Folio No/Client ID & DP Id:

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting.

I record my presence at the
Seventeenth Annual General Meeting_____
Name of Proxy in BLOCK LETTERS
(If the Proxy attends instead of the Member)_____
Signature of Member/Proxy**Form No. MGT-11**
Proxy Form[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN:L51109WB1998PLC087076

Name of the Company: **McLeod Russel India Limited**

Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

I/We, being the Member(s) ofshares of McLeod Russel India Limited, hereby appoint

1. Name:.....
Address:.....

E-mail Id:
Signature:....., or failing him
2. Name:.....
Address:.....

E-mail Id:
Signature:....., or failing him
3. Name:.....
Address:.....

E-mail Id:
Signature:.....

P.T.O.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Tuesday, 4th August 2015 at 10.30 a.m. at Kala Mandir Auditorium, 48 Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution Nos.

1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2015, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
2	Declaration of dividend for the Financial Year ended 31st March 2015.
3	Appointment of a Director in place of Mr. Rajeev Takru (holding DIN:00023796), who retires by rotation and being eligible, offers himself for re-appointment.
4	Appointment of a Director in place of Mr. Kamal Kishore Baheti (holding DIN:00027568), who retires by rotation and being eligible, offers himself for re-appointment.
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.
6	Appointment of Mr. Amritanshu Khaitan (holding DIN:00213413) as a Director of the Company.
7	Appointment of Mr. Padam Kumar Khaitan (holding DIN:00019700) as a Director as also an Independent Director of the Company.
8	Ratification of remuneration payable to the Cost Auditors in terms of Section 148 of the Companies Act, 2013.

Signed this.....day of2015.

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001, not less than 48 hours before the commencement of the Meeting.**
- 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Seventeenth Annual General Meeting.**

McLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN):L51109WB1998PLC087076

Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700001.

TEL : 033-2210-1221, 2248-9434/35 FAX : 91-33-2248-3683, 2248-8114

E-Mail: administrator@mcleodrussel.com; Website: www.mcleodrussel.com

**Folio No./DP. Id./Client Id:**

Name:

Address:

Joint Holder(s):

No. of shares held:

Dear Member,**Sub: Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, McLeod Russel India Limited ("MRIL" or "the Company") is offering e-voting facility to its Members in respect of the businesses to be transacted at the Seventeenth Annual General Meeting scheduled to be held on Tuesday, 4th August 2015 at 10:30 a.m.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVS (E-voting Sequence Number)	USER ID (16 Digit Demat Account/Folio No. of Members holding shares in physical mode)	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN / as per point no. 1 - (viii) of e-voting procedure of Instructions)
150629002		

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 31st July 2015

End of e-voting : Up to 5.00 p.m. (IST) on 3rd August 2015

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 28th May 2015 for the Seventeenth Annual General Meeting scheduled to be held on 4th August 2015. A copy of the said Notice is sent herewith. Attention is invited to the statement on the accompanying Notice that the businesses of the Meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.mcleodrussel.com

Kolkata
28th May 2015

Yours faithfully,
McLeod Russel India Limited
A.Guha Sarkar
Senior Vice President & Company Secretary

Annexure A**1. The instructions for shareholders voting electronically are as under:**

- The voting period begins on 31st July 2015 from 10:00 a.m. (IST) and ends on 3rd August 2015 up to 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 28th July 2015 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

P.T.O.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence Number is communicated in the Attendance Slip.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **<McLeod Russel India Limited>** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.