



MCLEOD RUSSEL
Believe in tea

31st August 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,

**Proceedings of the 17th Annual General Meeting
of the Company held on 4th August 2015**

We write to inform you that the 17th Annual General Meeting of the Members of the Company was held on 4th August 2015 for the year ended 31st March 2015 and all the Resolutions proposed at the said Meeting being item nos.1 to 8 vide Notice dated 28th May 2015 were passed by the Members with requisite majority.

We now send herewith a copy of the Proceedings of the 17th Annual General Meeting held on 4th August 2015 in terms of the Listing Agreement for your perusal and records.

Please acknowledge receipt.

Thanking you,

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 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@mcleodrusel.com Website : www.mcleodrusel.com



A Williamson Magor Group Enterprise

McLEOD RUSSEL INDIA LIMITED

**MINUTES OF THE PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING
OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, 4TH AUGUST 2015
AT 10.30 A.M. AT KALA MANDIR, 48, SHAKESPEARE SARANI, KOLKATA-700 017.**

PRESENT

MR. A. KHAITAN	:	VICE-CHAIRMAN & MANAGING DIRECTOR & MEMBER
MR. AMRITANSHU KHAITAN	:	DIRECTOR & MEMBER
DR. R. SRINIVASAN	:	DIRECTOR
MR. B. BAJORIA	:	DIRECTOR & MEMBER
MR. R. SEN	:	DIRECTOR & MEMBER
MR. PADAM KUMAR KHAITAN	:	DIRECTOR & MEMBER
MR. R. TAKRU	:	WHOLETIME DIRECTOR & MEMBER
MR. A. MONEM	:	WHOLETIME DIRECTOR & MEMBER
Mr. K. K. BAHETI	:	WHOLETIME DIRECTOR, CFO & MEMBER
MR. A. GUHA SARKAR	:	COMPANY SECRETARY & MEMBER
MR. K. K. BAHETI	:	Trustee of Borelli Tea Holdings Limited
WILLIAMSON MAGOR & CO. LIMITED	:	By its duly Authorised Representative Mr. R. S. Jhawar, MEMBER
WILLIAMSON FINANCIAL SERVICES LIMITED	:	By its duly Authorised Representative Mr. A. Guha Sarkar, MEMBER
BISHNAUTH INVESTMENTS LIMITED	:	By its duly Authorised Representative Mr. K. K. Baheti, MEMBER
UNITED MACHINE CO. LTD	:	By its duly Authorised Representative Mr. K. K. Baheti, MEMBER
ICHAMATI INVESTMENTS LTD	:	By its duly Authorised Representative Mr. D. Mukherjee, MEMBER
NITYA HOLDINGS PROPERTIES LTD.	:	By its duly Authorised Representative Mr. A. Guha Sarkar, MEMBER
DUFFLAGHUR INVESTMENTS LTD	:	By its duly Authorised Representative Mr. K. K. Baheti, MEMBER
EVEREADY INDUSTRIES INDIA LTD.	:	By its duly Authorised Representative Mr. A. Khaitan, MEMBER
KILBURN ENGINEERING LIMITED	:	By its duly Authorised Representative Mr. Amritanshu Khaitan, MEMBER

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VICE PRESIDENT & COMPANY SECRETARY

ZEN INDUSTRIAL SERVICES LIMITED : By its duly Authorised Representative Mr. K.K. Baheti, MEMBER

BABCOCK BORSIG LIMITED : By its duly Authorised Representative Mr. V. K. Singh, MEMBER

And other Members present in person and by Proxy whose names appear in the Attendance Slips lodged with the Company.

ATTENDED BY INVITATION

PRICE WATERHOUSE (Statutory Auditors) : By its duly Authorised Representative Mr. Ashish Vyas, Chartered Accountant

A.K. Labh & Co., Secretarial Auditor of the Company : By its duly Authorised Representative Mr. A.K. Labh, Practising Company Secretary

Remembering Mr. Deepak Khaitan

Before the proceedings of the meeting started, the Directors, Members and others present stood up and observed silence for one minute as a mark of respect to the departed soul of Mr. Deepak Khaitan, the Ex-Vice Chairman of the Company, who passed away for his heavenly abode on 9th March, 2015

Chairman

In view of the information received from Mr. B. M. Khaitan, the Chairman of the Company, about his inability to attend the meeting, Mr. A. Khaitan, Vice-Chairman was elected to take the Chair duly proposed by Mr. B. Bajoria and seconded by Mr. B. N. Kundu. Thereupon, Mr. A. Khaitan took the Chair pursuant to Article 90 of the Articles of Association of the Company and welcomed all those present to the Meeting.

Quorum

The Chairman declared that the requisite quorum was present and declared the Meeting duly called and constituted and proceeded with the business of the Meeting.

The Chairman announced that the Company had received 418 valid Proxies covering 21,56,641 shares held in the Company.

Dr. R. Srinivasan, Chairman of the Audit Committee, Mr. B. Bajoria, Chairman of the Nomination and Remuneration Committee and Mr. R. Sen, Chairman of the Stakeholders' Relationship Committee were present in terms of applicable provisions of Companies Act, 2013.

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Register of Contracts and Register of Directors and Key Managerial Personnel and their shareholding

The Register of Contracts, Register of Directors and Key Managerial Personnel and their shareholding and other documents pertaining to the Annual General Meeting were produced at the Meeting which remained open and were accessible during the continuance of the Meeting.

Notice of the Meeting

The Chairman stated that with the consent of the Members the Notice convening the Meeting was taken as read.

Chairman's Speech

The Chairman addressed the Meeting on the affairs of the Company and drew attention of the Members to the Report and Accounts for the financial year ended 31st March, 2015.

Auditors' Report

The Chairman stated that the Report of the Auditors furnished by Messrs. Price Waterhouse, the Statutory Auditors of the Company did not contain any audit qualification. The Chairman requested Mr. A. Guha Sarkar who read out the observation of the Auditors mentioned under the heading 'Matter of Emphasis' in Paragraph 9 of their Report. Thereafter, Mr. Guha Sarkar read out the said paragraph.

Resolutions placed before the Members for their consideration

The Chairman stated that 8 Ordinary Resolutions had been proposed in the Notice dated 28th May, 2015 convening the Annual General Meeting for consideration of the Members and read out the resolutions so proposed.

Voting in respect of the Resolutions placed before the Members at the Seventeenth Annual General Meeting

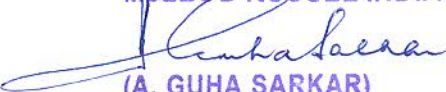
The Chairman stated that the Company had offered remote E-Voting facility pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 in respect of the eight Resolutions proposed at the Seventeenth Annual General Meeting was concluded on 3rd August, 2015. The Chairman also stated that the voting by way of physical ballot was also offered for those members who did not opt to vote through remote e-voting. The Chairman stated that Mr. A. K. Labh, a practicing Company Secretary, was appointed as the Scrutinizer to conduct the remote E- voting and physical ballot process in a fair and transparent manner. The Chairman further stated that Mr. A. K. Labh and his Assistant would shortly distribute Ballot Papers to the Members who have not voted electronically and requested the eligible Members to fill in the Ballot Papers correctly, sign and drop the same in the Ballot Boxes kept on either side of the dias of the meeting. Thereafter distribution of Ballot Papers started.

Invitation to the Shareholders to express their views

The Chairman invited the Members present to express their views in respect of the accounts and/or workings of the Company during the financial year 2014-15 and to raise questions if any.

Several Members including, Mr. B. N. Kundu, Mr. T. P. Goel, Mr. S. Gattani, Mr. P. L. Giria, Mr. S. S. Bhattacharya, Mr. S. N. Paul, Mr. Tarak Nath Chakraborty and Mr. Tapas

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Kumar Dutta spoke on the occasion and raised certain queries and gave some suggestions for consideration of the management. The Chairman thanked the Shareholders for their constructive comments and suggestions. Mr. A. Khaitan, responded to the queries in respect of the business and operations of the Company and Mr. K.K. Baheti, replied to the queries relating to finance and accounts to the satisfaction of the members present.

Result of E-Voting

After completion of voting at the meeting venue through physical ballot, the Chairman stated that the Scrutinizer would submit his report and detailed result of the e-voting and the physical ballot and the same would be uploaded on the website of the Company within 48 hours from the conclusion of the Meeting and also would be sent to the Stock Exchanges where the shares of the Company are listed. The Meeting terminated at 11.55 a.m.

The following 8 (eight) Resolutions as proposed vide Notice dated 28th May, 2015 which were passed through remote E-voting and physical ballot at the Meeting in terms of the Report submitted by Mr. A.K. Labh, Practising Company Secretary, the Scrutinizer appointed for the said purpose in the manner as written hereunder:-

(A) ORDINARY BUSINESS

Resolution 1

Adoption of financial statements of the Company and consolidated financial statements of the Company and its subsidiaries and an Associate for the year ended 31st March, 2015.

"RESOLVED that the Audited Financial Statements of the Company including the Audited Balance Sheet as at 31.03.2015 and the Profit and Loss Statement for the financial year ended 31.03.2015 together with the Reports of the Board of Directors and Auditors and the Consolidated Financial Statements of the Company and its Subsidiaries and an Associate Company for the year ended 31.03.2015 as published and circulated to all Members and now submitted to this Meeting be and the same are hereby received and adopted."

Total No. of votes cast in favour	49931627 (99.9999%)
Total No. of votes cast in against	1 (0.0001%)
Result	Carried by majority

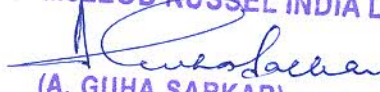
Resolution 2

Declaration of Dividend

"RESOLVED that a Dividend at the rate of Rs. 3/- per equity shares on the 10,94,55,735 fully paid up equity shares of Rs. 5/- each being 60% of the paid up value of the equity shares in respect of the financial year ended 31.03.2015 to those members whose names appear on the Company's register of members as on 28th July, 2015 or to their mandates and in respect of shares held in electronic form, the above dividend be paid to the beneficial owners of the shares on the beginning of 28th July, 2015 as per details provided by the Depositories for this purpose."

Total No. of votes cast in favour	57771165 (99.9999%)
Total No. of votes cast in against	1 (0.0001%)
Result	Carried by majority

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Resolution 3

Re-appointment of Mr. Rajeev Takru as a Director

"RESOLVED that Mr. Rajeev Takru (holding DIN 00023796) who retires by rotation from the Board at this Meeting in accordance with Article 114 of the Articles of Association and Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company."

Total No. of votes cast in favour	52103184 (90.1889%)
Total No. of votes cast in against	5667932 (9.8111%)
Result	Carried by majority

Resolution 4

Re-appointment of Mr. K.K. Baheti as a Director

"RESOLVED that Mr. K.K. Baheti (holding DIN 00027568) who retires by rotation from the Board at this Meeting in accordance with Article 114 of the Articles of Association and Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company."

Total No. of votes cast in favour	52103229 (90.1889%)
Total No. of votes cast in against	5667937 (9.8111%)
Result	Carried by majority

Resolution 5

Appointment of Auditors

"RESOLVED THAT Messrs. Price Waterhouse, Chartered Accountants (ICAI Registration No. FRN 301112E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Total No. of votes cast in favour	47472045 (85.7275%)
Total No. of votes cast in against	7903444 (14.2725%)
Result	Carried by majority

Resolution 6

Appointment of Mr. Amritanshu Khaitan as a Director

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 Mr. Amritanshu Khaitan (holding DIN 00213413) be and is hereby appointed a Director of the Company who will be liable to retire by rotation."

Total No. of votes cast in favour	44788771 (77.5279%)
Total No. of votes cast in against	12982395 (22.4721%)
Result	Carried by majority

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Resolution 7

Appointment of Mr. Padam Khaitan as a Director and also as an Independent Director

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, Mr. Padam Kumar Khaitan (holding DIN 00019700) be and is hereby appointed a Director of the Company with immediate effect and as an Independent Director of the Company for a consecutive period of five years with effect from 31st March 2015".

Total No. of votes cast in favour	45504878 (78.7675%)
Total No. of votes cast in against	12266288 (21.2325%)
Result	Carried by majority

Resolution 8

Ratification of Remuneration payable to the Cost Auditors for the financial year 2015-16

"RESOLVED THAT in terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Joint Cost Auditors namely, Messrs. Mani & Co, Messrs. SPK Associates., Messrs. Kumar & Associates, and Messrs. DGM & Associates appointed by the Board of Directors of the Company for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March 2016, the details of which are given in the Statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified."

Total No. of votes cast in favour	57771165 (99.9999%)
Total No. of votes cast in against	1 (0.0001%)
Result	Carried by majority

Sd/-
CHAIRMAN
31/08/2015

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