McLEOD RUSSEL
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McLEOD RUSSEL INDIA LIMITED

CIN : L51109WB1998PLC087076
Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001
Telephone: 033-2210-1221, 2248-9434/35, Fax : 033-2248-3683, 033-2248-8114, 033-2248-6824
Email: administrator@mcleodrussel.com, Web: www.mcleodrussel.com

POSTAL BALLOT FORM

1. Name & Registered Address of the :
   Sole/First Named Member

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / :
   DP Id No. / Client Id No.

4. Number of share(s) held :

I/We hereby exercise my/our vote(s) in respect of the following Special Resolutions to be passed through Postal Ballot as specified in the Notice dated 3rd August 2015 conveying my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing tick (✔) mark in the appropriate box below :

Item No.	Description of the Resolution	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
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.			
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.			
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.			
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.			
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.			
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.			
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.			
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.			

Place :

Date :

_____
(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/Folio No. of Members holding shares in physical mode)	PERMANENT ACCOUNT NUMBER (PAN)
150821011		

Last date for receipt of Postal Ballot Forms by the Scrutinizer is Wednesday, 30th September 2015.

Note : Please read the instructions printed overleaf carefully before exercising your vote(s).

INSTRUCTIONS :

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING POSTAL BALLOT FORM

1) There shall be one Postal Ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders.

   Please complete and sign the Postal Ballot Form (no other Form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer at the Registered Office of the Company in the enclosed postage pre-paid self-addressed business reply envelope not later than Wednesday, 30th September 2015 (5:00 p.m.). Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted. Postal Ballot Form received after Wednesday, 30th September 2015 (5:00 p.m.) will be strictly treated as if no reply has been received from the Member.

2) Mr. A. K. Labh, Practicing Company Secretary (Membership No.FCS 4848/CP3238) of A. K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the Postal Ballot including e-voting process in a fair and transparent manner.

3) The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.

4) In case the shares are held by Financial Institutions, Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation together with attested specimen signature of the duly authorized signatory(ies). In case the Form is signed for or on behalf of the Government, the nomination of the concerned Government in favour of such signatory should be enclosed with the Form.

5) Votes should be cast in case of each Resolution, either FOR or AGAINST by putting the tick (✓) mark in the Column provided in the Ballot.

6) A Member may request for a duplicate Postal Ballot Form, if so required by sending request to Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agents of the Company or at the Registered Office of the Company by mentioning his/her Folio/DP ID and Client ID. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified i.e. Wednesday, 30th September 2015.

7) Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

8) A Member can opt for only one mode of voting i.e. either by Postal Ballot or e-voting. In case a Member is opting for voting by Postal Ballot, then he/she should not cast vote by e-voting and vice versa. If a Member casts his/her vote by both e-voting and Postal Ballot Form, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company.

9) Members may address for their queries to the Company Secretary/Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agents of the Company at their Registered Office at 6 Mangoe Lane, 2nd Floor, Surendra Mohan Ghosh Sarani, Kolkata-700001, Tel:033-2243-5029/5809, 2248-2248, Fax No.033-2248-4787 or by e-mail to mdpldc@yahoo.com.

10) The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.

INSTRUCTIONS FOR MEMBERS OPTING FOR E-VOING :

(i) The voting period begins on Tuesday, 1st September 2015 from 10:00 a.m. (IST) and ends on Wednesday, 30th September 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 the cut-off date i.e. 21st August 2015, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

(ii) The Shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

    a. For CDSL: 16 digits beneficiary ID,

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (E-voting Sequence Number, User ID alongwith Password is provided in the table given in the Postal Ballot Form).

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) **If you are a first time user follow the steps given below :**

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat account holders as well as physical folio holders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by the last 8 digits of their demat account number/Folio No. as the case may be in the PAN field. • In case the Folio number is less that 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.
DOB	Enter the Date of Birth (DOB)as recorded in your demat account or in the Company records for the said demat account in dd/mm/yyyy format or enter the Folio number in order to login.
DIVIDEND BANK DETAILS	Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said demat account or Folio. • Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the Depository or Company please enter the number of shares held in the Bank Account number field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) 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 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xi) Click on the EVSN relevant for **McLeod Russel India Limited** on which you choose to vote.

(xii) On the voting page, you will see "DESCRIPTION OF RESOLUTIONS" 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(s) and option NO implies that you dissent to the Resolution(s).

(xiii)   Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.

(xiv)   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.

(xv)   Once you "CONFIRM" your vote on the Resolutions, you will not be allowed to modify your vote.

(xvi)   You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii)   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.

(xviii)   Please follow all steps from Sl.No.(ii) to Sl. No.(xvii) given above to cast your vote.

(xix)   **Note for Non - Individual/Institutional Shareholders and Custodians**

   a.   Non-Individual/Institutional 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.

   b.   A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

   c.   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.

   d.   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.

   e.   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 or call CDSL on 18002005533.