

McLeod Russel India Limited

CIN:L51109WB1998PLC087076

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



McLEOD RUSSEL

Believe in tea

ATTENDANCE SLIP

SIXTEENTH ANNUAL

GENERAL MEETING

on Wednesday,

23rd July, 2014

at 11.00 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 **Sixteenth 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) of shares of the above named Company, 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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on Wednesday, the 23rd July 2014 at 11.00 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 Audited Financial Statements of the Company for the Financial Year ended 31st March 2014 together with the Report of the Board of Directors and Auditors thereon. | 9. Appointment of Mr. Bharat Bajoria as an Independent Director of the Company. |
| 2. Declaration of dividend for the Financial Year ended 31st March 2014. | 10. Appointment of Mr. Ranabir Sen as an Independent Director of the Company. |
| 3. Appointment of a Director in place of Mr. Deepak Khaitan who retires by rotation and being eligible, offers himself for re-appointment. | 11. Re-Appointment of Mr. Aditya Khaitan as the Managing Director for three years with effect from 1st April 2014. |
| 4. Appointment of a Director in place of Mr. Azam Monem who retires by rotation and being eligible, offers himself for re-appointment. | 12. Re-Appointment of Mr. Rajeev Takru as a Wholetime Director for three years with effect from 1st April 2014. |
| 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. | 13. Re-Appointment of Mr. Azam Monem as a Wholetime Director for three years with effect from 1st April 2014. |
| 6. Appointment of Mr. Utsav Parekh as an Independent Director of the Company. | 14. Re-Appointment of Mr. Kamal Kishore Baheti as a Wholetime Director for three years with effect from 1st April 2014. |
| 7. Appointment of Mrs. Ramni Nirula as an Independent Director of the Company. | 15. Approval of payment of Commission to non-executive Directors. |
| 8. Appointment of Dr. Raghavachari Srinivasan as an Independent Director of the Company. | 16. Authority to the Board of Directors to create securities in respect of the borrowings of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013. |
| | 17. Ratification of the remuneration of the Cost Auditors as fixed by the Board of Directors in terms of Section 148 of the Companies Act, 2013. |

Signed this.....day of2014.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 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 Sixteenth Annual General Meeting.**

Affix
Revenue
Stamp