



McLEOD RUSSEL

Believe in tea

8th December 2020

The Secretary
BSE Ltd
P. J. Towers, 25th Floor
Dalal Street
MUMBAI – 400 001
Scrip Code: 532654

The Secretary
National Stock Exchange of
India, 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 Limited
7, Lyons Range
KOLKATA – 700 001
Scrip Code: 10023930

Dear Sirs,

Sub: 22nd Annual General Meeting (AGM) of the Company for the financial year ended 31st March, 2020

Please be informed that 22nd Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, 30th December, 2020 at 11.00 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

Further, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the 22nd Annual General Meeting Notice of the Company.

The schedule of events is set out below:

Event	Date	Time
Cut-off date for e-voting	23rd December, 2020(Wednesday)	N.A.
Commencement of e-voting	26th December, 2020(Saturday)	9:00 A.M. (IST)
End of e-voting	29th December, 2020(Tuesday)	5:00 P.M. (IST)
AGM	30th December, 2020 (Wednesday)	11.00 A.M. (IST)

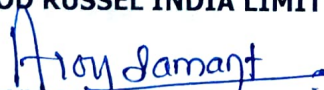
The 22nd AGM Notice and Annual report for the Financial Year ending 31st March 2020 are being sent electronically to the Members of the Company at their registered email addresses.

The above is for your information and record.

Thanking You.

Yours faithfully,

McLEOD RUSSEL INDIA LIMITED


ALOK KUMAR SAMANT
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@mcleodrussel.com Website : www.mcleodrussel.com



A Williamson Magor Group Enterprise



McLEOD RUSSEL
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McLEOD RUSSEL INDIA LIMITED

Registered Office : Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001

CIN: L51109WB1998PLC087076

Email: administrator@mcleodrussel.com, Web: www.mcleodrussel.com

Telephone: 033-2210-1221, 2248-9434/35

Fax : 033-2248-3683/6265

NOTICE

Notice is hereby given that the Twenty-second Annual General Meeting of the Members of the Company will be held on Wednesday, 30th December, 2020 at 11.00 a.m. IST through Video Conferencing / Other AudioVisual Means ("VC/OAVM"), to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt :

- a the audited Financial Statements of the Company for the financial year ended 31st March 2020, and the Reports of the Board of Directors and the Auditors thereon.
- b. the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon.

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

SPECIAL BUSINESS:

3. Reappointment of Mr. Aditya Khaitan (DIN: 00023788) as Managing Director of the Company for a period of three years with effect from 1st April, 2020.

To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], read with Schedule V to the Act and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and Articles of Association of the Company and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and based on recommendation of Nomination & Remuneration Committee, subject to such approvals, permissions and sanctions, as may be necessary, consent of the Company be and is hereby accorded for re-appointment of the Mr. Aditya Khaitan (DIN 00023788) as the Managing Director of the Company for a period of three years with effect from 1st April, 2020.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of the appointment, as may be agreed between the Board of Directors and Mr. Aditya Khaitan and / or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps and do all acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution."

4. Payment of remuneration to Mr. Aditya Khaitan (DIN: 00023788), Managing Director of the Company for the period of 3 years with effect from 1st April 2020.

To consider and if thought fit to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with Schedule V to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and Articles of Association of the Company and based on recommendation of Nomination & Remuneration Committee, subject to such approvals, permissions and sanctions, as may be necessary, consent of the Members be and is hereby accorded for payment of the following remuneration and perquisites for a period of 3 (three) years to Mr. Aditya Khaitan (DIN: 00023788), Managing Director of the Company with effect from 1st April 2020:

Salary

Rs.15,00,000 per month in the grade of Rs.12,50,000 to Rs. 20,00,000 with such revisions as may be determined by the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) from time to time.

Bonus

An amount not exceeding six months' salary in a year as may be approved by the Board based on the performance of the Company.

Variable Allowances

Variable Allowance of Rs.1,00,000 per month with such revision as may be determined by the Board based on performance of the Company from time to time, within the scale of Rs. 1,00,000 to Rs. 2,00,000 per month. In addition, he will be paid other allowance of Rs. 4,00,000 per month with such revision as may be approved by the Board from time to time based on the performance of the Company.

Perquisites**Housing**

Free furnished residential accommodation or House Rent Allowance upto 60% of salary in lieu thereof. Expenditure incurred on gas, electricity, water, etc. will be borne by the Company in accordance with the rules of the Company.

Medical

Reimbursement for self and family at actuals, including cost of medical insurance.

Leave Travel Concession

For self and family as per applicable Rules of the Company.

Leave Encashment

As per applicable Rules of the Company.

Club Fees

Reimbursement of Club Subscription / Fees as per applicable rules of the Company.

Contribution to Provident Fund and Superannuation / Pension Fund and / or Annuity Fund

Contributions to the Provident Fund, Superannuation / Pension Fund and /or Annuity Fund in accordance with the Rules and Regulations governing the said funds.

Gratuity

Gratuity will be payable in accordance with the Rules of the Company and subject to the provisions of Payment of Gratuity Act, 1972 and Rules made thereunder.

Leave Pay

Leave with full pay and allowances as per the Rules of the Company.

Conveyance

A Company maintained Car with driver under the Company's Scheme applicable for senior executive staff of the Company.

Telephone and other Communication Facilities

The Company shall provide telephone and other communication facilities at the residence of Mr. Khaitan. Use of personal long distance calls shall be billed to him separately.

Others: Personal Accident Insurance and other perquisites, which are applicable to senior executive staff of the Company, shall also apply to him.

Subject to overall remuneration mentioned hereinabove, Mr. Khaitan may be given any other allowances, benefits and perquisites as the Board may from time to time decide.

Perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Aditya Khaitan, the Company will pay salary, perquisites and other allowances as specified above as the minimum remuneration.

RESOLVED FURTHER THAT subject to the overall superintendence, direction and control of the Board of Directors, Mr. Aditya Khaitan, Managing Director shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors. The appointment may be terminated by either party by giving to the other, three months' notice in writing.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of the appointment including the remuneration, as may be agreed between the Board of Directors and Mr. Aditya Khaitan and / or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps and do all acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution.”

5. Re-appointment of Mr. Azam Monem (DIN: 00023799) as the Whole-time Director of the Company for a period of three years with effect from 1st April, 2020 and payment of remuneration thereof.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], read with Schedule V to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and Articles of Association of the Company and based on recommendation of Nomination & Remuneration Committee, subject to such approvals, permissions and sanctions, as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Mr. Azam Monem (DIN: 00023799) as the Whole-time Director of the Company for a period of 3 (three) years with effect from 1st April 2020 on the following terms and conditions including remuneration and perquisites for a period of 3 (three) years, as under:

Salary

Rs.6,00,000 per month in the grade of Rs.5,25,000 to Rs.10,00,000 with such revisions as may be determined by the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) from time to time.

Bonus

An amount not exceeding six months’ salary in a year as may be approved by the Board based on the performance of the Company.

Variable Allowance

Variable Allowance of Rs.1,00,000 per month with such revision as may be determined by the Board based on performance of the Company from time to time, within the scale of Rs. 1,00,000 to Rs. 2,00,000 per month. In addition, he will be paid other allowance of Rs.75,000 per month with such revision as may be approved by the Board from time to time based on the performance of the Company.

Perquisites

Housing

Free furnished residential accommodation or House Rent Allowance upto 60% of salary in lieu thereof. Expenditure incurred on gas, electricity, water, etc. will be borne by the Company in accordance with the rules of the Company.

Medical

Reimbursement for self and family at actuals, including cost of medical insurance.

Leave Travel Concession

For self and family as per applicable Rules of the Company.

Leave Encashment

As per applicable Rules of the Company

Club Fees

Reimbursement of Club Subscription / Fees as per applicable rules of the Company.

Contribution to Provident Fund and Superannuation / Annuity Fund

The Company’s contribution to Provident Fund, Superannuation/Pension Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds.

Gratuity

Gratuity will be payable in accordance with the Rules of the Company and subject to the provisions of Payment of Gratuity Act, 1972 and Rules made thereunder.

Leave Pay

Leave with full pay and allowances as per the Rules of the Company.

Conveyance

A Company maintained Car with driver under the Company's Scheme applicable for senior executive staff of the Company.

Telephone and other Communication Facilities

The Company shall provide telephone and other communication facilities at the residence of Mr. Monem. Use of personal long distance calls shall be billed to him separately.

Others: Personal Accident Insurance and other perquisites, which are applicable to senior executive staff of the Company, shall also apply to him.

Subject to overall remuneration mentioned hereinabove, Mr. Monem may be given any other allowances, benefits and perquisites as the Board may from time to time decide.

Perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Azam Monem, the Company will pay salary, perquisites and other allowances as specified above as the minimum remuneration.

RESOLVED FURTHER THAT subject to the overall superintendence, direction and control of the Board of Directors, Mr. Azam Monem, Whole-time Director shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors. The appointment may be terminated by either party by giving to the other, three months' notice in writing.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of the appointment including the remuneration, as may be agreed between the Board of Directors and Mr. Azam Monem and / or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps and do all acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution."

6. Ratification of the remuneration payable to the Cost Auditors in respect of the financial year ending 31st March, 2021.

To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"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 Cost Auditors namely, Messrs. Mani & Co, Messrs. SPK 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, 2021 the details of which are given in the Explanatory Statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified."

By Order of the Board
McLEOD RUSSEL INDIA LIMITED

ALOK KUMAR SAMANT
Company Secretary
M No.F9347

Place: Kolkata

Date: 2nd December, 2020

NOTES

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing / Other Audio Visual Means (“VC/OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the Twenty-Second Annual General Meeting (the “AGM” or the “Meeting”) of McLeod Russel India Limited (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In terms of the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of The Listing Regulations, has been dispensed with. therefore, the facility to appoint proxy by the members will not be available and consequently, the proxy form and attendance slip are not annexed to this notice convening the 22nd AGM of the company (The “Notice”).

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at aklabhcs@gmail.com with a copy marked to evoting@cdsl.co.in

3. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
4. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item Nos. 3 to 6 is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

5. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Maheswari Datamatics Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended 31 March, 2020 shall be available on the websites of the Company viz., www.mcleodrussel.com and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL) viz., www.evoting.cdsl.com.

6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The facility for making/varying/ cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Company/RTA or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.

7. IEPF related Information:

I. Unclaimed Dividend:

The Company has transferred the unpaid or unclaimed dividends declared for financial years 2011-12 & 2012-13, from time to time, to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in. Members who have not encashed the dividend warrant(s),

so far for the financial year ended 31 March 2014, or any subsequent financial years are requested to make their claim to the Company at its Registered Office. The details of unpaid and unclaimed dividends lying with the Company as on 31 March 2020 and 31 March 2019 are uploaded on the website of the Company www.mcleodrussel.com.

II. Transfer of Unclaimed Shares:

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 ("IEPF Rules"), as amended, the Company has transferred to the IEPF Authority 95,577 (Ninety five thousand five hundred and seventy seven) equity shares and 46,000 (Forty six thousand) equity shares respectively w.r.t. financial year 2011-12 & 2012-13 in respect of which dividend has remained unpaid/unclaimed for 7 (seven) consecutive years or more. Details of shares so far transferred to IEPF Authority have been uploaded on the website of the Company www.mcleodrussel.com. The said details have also been uploaded on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in.

It may please be noted that once the unclaimed dividend and shares are transferred to IEPF, as above, no claims shall lie against the Company. However, claim can be made from IEPF Authority by making an application in Form no. IEPF-5 available on www.iepf.gov.in in accordance with the IEPF Rules.

8. Dematerialisation of Shareholding:

Pursuant to the proviso to Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in the case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. April 01, 2019.

The amendment does not prohibit the shareholders from holding the shares in physical form. The Shareholders have an option of holding shares in physical form even after April 01, 2019. However, any shareholder who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

Further, SEBI vide Press Release No. 12/2019 dated March 27, 2019 clarified that the transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019. Accordingly, in view of the above and the inherent benefits of holding shares in electronic form, Members holding share in physical form are requested to dematerialise their shareholding at the earliest to avoid inconvenience.

9. Mandatory PAN Submission:

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Maheswari Datamatics Private Limited.

10. Inspection by Members:

All relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the 22nd AGM. Members seeking to inspect such documents can send an email to investors@mcleodrussel.com.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM.

Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.

11. PROCEDURE & INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/OAVM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

- (a) Pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, and other relevant rules made thereunder, as amended, Regulation 44 of the SEBI Listing Regulations and MCA Circulars read with SEBI Circulars, the Company has provided e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform. All the businesses to be transacted at the AGM can be transacted through electronic voting system.

- (b) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9.00 A.M. (IST) on Saturday, 26th December, 2020	Up to 5.00 P.M. (IST) on Tuesday, 29th December, 2020

- (c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cutoff date, i.e. Wednesday, 23rd December 2020 only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (d) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- (e) The details of the process and the way to vote electronically on CDSL e-voting system:
- The shareholders should log on to the e-voting website www.evotingindia.com
 - Click on “Shareholders” tab.
 - 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.

OR

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at [https:// www.cdslindia.com](https://www.cdslindia.com) from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/ EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use 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 Covering Letter.
Dividend Bank Details OR Date of Birth	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. <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) above.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for McLEOD RUSSEL INDIA LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If 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.
- (xvii) Shareholders can also cast their vote using CDSL’S mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting from your mobile.
- (xviii) 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.
- (i) 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 18002005533.

B. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS FOLLOWS:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

C. PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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@cdsl.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

D. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- As the AGM is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to send their queries by 5.00 p.m. on Friday, 18th December, 2020 from their registered email ID mentioning their name, demat account number / folio number, mobile number, to investors@mcleodrussel.com so as to enable the management to keep the information ready and reply accordingly.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending email from their registered email ID mentioning their name demat account number/ folio number, mobile number to investors@mcleodrussel.com from Tuesday, 22nd December, 2020 to Friday, 25th December, 2020. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

12. Scrutiniser:

The Company has appointed Mr. A K. Labh, Practising Company Secretary, Kolkata (FCS - 4848/ CP No. - 3238) to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

13. Declaration of Results:

The Scrutinizer shall, after the conclusion of AGM, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty eight) hours of conclusion of the Meeting, to the Chairman or any other person authorized by the Board.

The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.mcleodrussel.com and on the website of CDSL www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM i.e. 30th December, 2020.

14. Route Map:

Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 3 & 4

The term of appointment of Mr. Aditya Khaitan as the Managing Director of the Company expired on 31st March, 2020. The Board of Directors ('the Board') of your Company by its resolution passed on 13th February, 2020, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Aditya Khaitan as the Managing Director of the Company subject to the approval of the members at a general meeting for a further period of 3 years with effect from 1st April, 2020.

The aforesaid terms and conditions have been set out in the resolution have been approved by the Nomination and Remuneration Committee of the Board at its Meeting held on 13 February 2020. Notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

The Company requested the Consortium Lenders to accord/ratify the re-appointment of Mr. Aditya Khaitan as the Managing Director of the Company for a period of 3 years with effect from 1st April, 2020 and payment of the remuneration thereof as required under Section 197(1) and Schedule V of the Companies Act 2013. The Company provided the details of the terms of his appointment as requested by the Consortium Lenders. Further, incase otherwise, Mr. Khaitan will continue to hold the designation of Managing Director of the Company for his tenure, subject to approval of the Shareholders of the Company.

The remuneration package proposed for Mr. Khaitan is the same as his earlier term effective from 1st April, 2017. In the aforesaid remuneration package, unlike in the earlier term, certain items like bonus and allowances have been made variable and the same may be sanctioned by the Board based on the performance of the Company from time to time.

Mr. Khaitan had taken charge as the Managing Director of the Company in 2005 and since then under his leadership and guidance the Company has achieved considerable growth, both in terms of volume of business as well as profitability. Mr. Khaitan very successfully managed the affairs of the Company not only in good times but also when the Company faced operational, climatic and economic adversities and various other challenges. Details of Mr. Aditya Khaitan pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, along with the statement pursuant to item iv of Second Proviso to clause (B) of Section II, Part II of Schedule V to the Companies Act, 2013 forms part of this Notice.

Keeping in view his vast experience in the tea industry and his high level of performance during his earlier terms of appointment, the Board is of the opinion that the re-appointment of Mr. Khaitan as the Managing Director will be very beneficial to the Company.

The item No. 3 of the convening Notice is proposed as an Ordinary Resolution and the Members' consent is sought for the re-appointment of Mr. Khaitan as the Managing Director of the Company for the further period of 3 years from 1st April, 2020.

Considering the favourable weather conditions, increase in tea price and the current scenario of the tea industry, the Company is expected to perform better in the near future and the Board is of the view that the Company would soon be in a position to pay remuneration to Mr. Aditya Khaitan in excess of the limits prescribed under Schedule V to the Companies Act, 2013, which Mr. Khaitan highly deserves and which will be commensurate with his in depth experience in tea industry and his performance in the past. Hence, item No. 4 of the convening Notice is proposed as a Special Resolution to enable the Company to pay remuneration to Mr. Aditya Khaitan in excess of the limits prescribed under Schedule V to the Companies Act, 2013, subject to the approval of the Shareholder. The resolution set out in Item Nos. 3 and 4 of the convening Notice are to be considered accordingly and the Board recommends the same.

A copy of the Company's letter dated 1st April, 2020 issued to Mr. Khaitan, re-appointing him as the Managing Director is available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the 22nd AGM. Members seeking to inspect such documents can send an email to investors@mcleodrussel.com.

Except Mr. Aditya Khaitan, no other Director, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in respect of the said resolutions.

(I) General Information & (III) Other Information : As per Annexure A to the Notice

(II) Information about Mr. Aditya Khaitan

1. Background Details : Mr. Khaitan hails from a renowned family of industrialists, having interest in diverse business activities. Mr. Khaitan has in-depth exposure to and involvement in steering diverse business and has gained considerable experience and expertise in management, production, marketing, corporate finance and other related

areas of tea industry and also in the matter of restructuring, mergers, demergers and acquisitions of corporate entities.

2. **Past Remuneration :**

(in Rs.)

Particulars	2017-18	2018-19	2019-20
Salary	1,80,00,000	1,80,00,000	1,80,00,000
Perquisite	28,800	82,729	28,800
Commission, bonus and allowances	1,68,00,000	1,58,00,000	1,20,00,000
Others including retiral benefits	48,60,000	48,60,000	48,60,000
TOTAL	3,96,88,800	3,87,42,729	3,48,88,800

3. **Recognition and Awards :** Mr. Khaitan was the Chairman of The Indian Tea Association for 3 consecutive years upto 2009-10. He was a Committee Member of Indian Chamber of Commerce and was a Member of the Tea Board.
4. **Job Profile and Suitability :** Mr. Khaitan is the Managing Director of the Company since 2005. Under his leadership the Company achieved substantial growth in terms of production, sales and profitability. He was instrumental in acquiring high quality Tea Plantations in Vietnam, Uganda and Rwanda, through the wholly owned subsidiary of the Company. Considering his qualification, in-depth experience in tea industry and achievements, he may be considered as the most suitable person for his position.
5. **Remuneration Proposed:** It is proposed to pay remuneration on his re-appointment for a fresh term which has variable components, the details of which have been given in the explanatory statement as above. The proposed remuneration package is same as his earlier term of appointment, viz. no increase has been proposed.
6. **Comparative Remuneration Profile with respect to industry, size of the Company, Profile of the position and person:** McLeod Russel India Limited is the largest tea producing Company in India. There is no other Company in the Country in tea industry which can be compared with McLeod Russel India Limited in terms of size and operations. The remuneration proposed is considered to be justified and competitive considering the industry, size of the Company, the responsibilities undertaken and the credentials of the Managing Director.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any :** Except the remuneration and perquisites stated above, Mr. Khaitan holds 17272 equity shares of Rs. 5/- each in the Company, he has no other direct or indirect pecuniary relationship with the Company or with other Managerial Personnel.

Item No. 5

The term of appointment of Mr. Azam Monem as the wholetime Director of the Company expired on 31st March, 2020. The Board of Directors ('the Board') of your Company by its resolution passed on 13th February, 2020, based on recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Azam Monem as the Wholetime Director of the Company subject to the approval of the members at the general meeting for a period of 3 years with effect from 1st April, 2020.

The Company requested the Consortium Lenders to accord/ratify the re-appointment of Mr. Azam Monem as the Wholetime Director of the Company for a period of 3 years with effect from 1st April, 2020 and payment of the remuneration thereof as required under Section 197(1) and Schedule V of the Companies Act 2013. The Company provided the details of the terms of his appointment as requested by the Consortium Lenders

The remuneration package proposed to Mr. Monem has been kept the same as their earlier term effective from 1st April, 2017.

In their respective remuneration package as proposed, certain items like bonus and allowances have been made variable and the same will be sanctioned by the Board based on the performance of the Company from time to time.

The Board is of the opinion that during the trying times in the tea industry, Mr. Monem very efficiently and successfully managed his field of operations, namely, production and marketing. The Company had faced both internal and external challenges during last few financial years but the effective contribution and hard work by Mr. Monem helped the Company in sustaining its business.

Details of Mr. Monem pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the

Institute of Company Secretaries of India along with the statement pursuant to item iv of Second Proviso to clause (B) of Section II, Part II of Schedule V to the Companies Act, 2013 are given separately in this Notice.

The Board is of the view that the re-appointment of Mr. Monem will prove beneficial to the Company. The resolution set out in Item No. 5 of the convening Notice is proposed as a Special Resolution to be considered accordingly and the Board recommends the same for acceptance.

A copy of the Company's letter dated 1st April, 2020 issued to Mr. Monem, re-appointing him as the Wholetime Director is available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the 22nd AGM. Members seeking to inspect such documents can send an email to investors@mcleodrussel.com.

Except Mr. Monem, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

(I) General Information & (III) Other Information : As per Annexure A to the Notice

(II) Information about Mr. Azam Monem

1. Background Details :

During the last 40 years Mr. Monem has gained rich experience and expertise in various aspects of administering the business including production and marketing operations. Mr. Monem has in-depth knowledge in Exports and Domestic sale of Tea and achieved valuable experience in marketing teas globally and pan-India.

2. Past Remuneration :

(in Rs.)

Particulars	2017-18	2018-19	2019-20
Salary	72,00,000	72,00,000	72,00,000
Perquisite	2,13,482	2,05,714	1,59,795
Commission, bonus and allowances	1,04,20,000	64,45,000	95,20,000
Others including retiral benefits	19,44,000	19,44,000	19,44,000
TOTAL	1,97,77,482	1,57,94,714	1,88,23,795

3. Recognition and Awards :

Mr. Monem was the Chairman of the Indian Tea Association from 2016 to 2018 and also the Chairman of Calcutta Tea Traders Association from 2008 to 2010. Mr. Monem was a member of a number of Indian tea delegations to various countries and also a member of the Inter-Governmental Group on Tea led by the Tea Board and Commerce Ministry on several occasions in the past decade.

4. Job Profile and Suitability :

Mr. Monem is holding the position of Whole-time Director for over the past fifteen years and is in charge of the Operations of the Company. Mr. Monem was also involved in acquisition of tea plantation and processing facilities in Vietnam, Uganda and Rwanda and of expansion in India. Considering his in-depth experience in the business of production and marketing of tea and other achievements, he may be considered to be the most suitable person for his position.

5. Remuneration Proposed :

It is proposed to pay remuneration on his re-appointment for a fresh term which has variable components, the details of which have been given in the explanatory statement as above. The proposed remuneration package is same as his earlier term of appointment, viz. no increase has been proposed.

6. Comparative Remuneration Profile with respect to industry, size of the Company, Profile of the position and person :

McLeod Russel India Limited is the largest tea producing Company in India. There is no other Company in the Country in tea industry which can be compared with McLeod Russel India Limited in terms of size and operations. The remuneration proposed is considered to be justified and competitive considering the industry, size of the Company, the responsibilities undertaken and the credentials of the Wholetime Director.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any :

Except the remuneration and perquisites stated above, Mr. Monem holds 500 equity shares of Rs.5/- each in the Company, besides which he has no other direct or indirect pecuniary relationship with the Company or any other Managerial Personnel of the Company.

Item No. 6

The Company being engaged in tea plantation and manufacturing activities, is required to appoint Cost Auditor/s to audit its cost accounting records in respect of plantation products in accordance with Section 148 of the Companies Act, 2013 ('the Act') read with Companies (Cost Records and Audit) Rules, 2014 as amended ('the Rule'). In terms of Section 148 of the Act read with Rule 6 of the Rule, the Board of Directors of the Company at its Meeting held on 31st July 2020 appointed Messrs Mani & Company, Messrs. SPK Associates and Messrs DGM & Associates, Cost Accountants, as Cost Auditors of the Company for the financial year ending on 31st March 2021 on the recommendation of the Audit Committee of the Board ('the Audit Committee'). The Board has also designated Messrs. Mani & Company as the Lead Cost Auditor. The Board, in terms of the Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, approved the remuneration of the Cost Auditors as recommended by the Audit Committee, which is subject to ratification by the Members of the Company.

The remuneration fixed by the Board is as under:

Cost Auditors	Remuneration
Messrs. Mani & Company	Rs. 90,000/- for auditing the records of 10 Tea Estates and Rs. 35,000/- being the lead audit fee.
Messrs. SPK Associates	Rs. 99,000/- for auditing the records of 11 Tea Estates
Messrs DGM & Associates	Rs. 1,08,000/- for auditing the records of 12 Tea Estates

In addition to above, the Cost Auditors will be reimbursed out of pocket expenses as may be incurred by them on actual basis. The Resolution set out in Item No. 6 of the convening Notice is to be considered accordingly and the Board recommends the same.

No Director or any Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

ANNEXURE - A**Detailed particulars in respect of the Company and the Managerial Personnel in relation to Resolution Nos. 3, 4 and 5****I. GENERAL INFORMATION**

- Nature of Industry :** India is a major producer of black tea in the world. The quantity of black tea produced by India annually is in the region of 1390 million kgs out of the global black tea production of 3396 million kgs (approx.). The Company is engaged in growing, manufacturing and selling of tea. The Company is one of the major producer of black tea in India and one of the major manufacturers of black tea globally. The Company is also a major Foreign Exchange earner in the tea industry. The Company has 31 Tea Estates with manufacturing facilities in Assam and 2 Tea Estates in Dooars, West Bengal. The Company has 5 subsidiaries in U.K., Vietnam, Uganda, Kenya and Dubai.
- Date of commencement of Commercial production :** The bulk tea division of Eveready Industries India Limited was transferred to and vested in the Company with effect from 1st April, 2004 pursuant to the order of The Hon'ble High Court at Calcutta approving a Scheme of Arrangement between Eveready Industries India Limited and the Company. The Scheme became effective on filing of the Court Order with the Register of Companies on 24th February, 2005. In view of the above 1st April, 2004 can be considered to be the date of commencement of commercial production.
- Financial Performance based on given Indicators :**

(Rs. in Lakhs)

Particulars	2017-18 (as per IND AS)	2018-19 (as per IND AS)	2019-20 (as per IND AS)
Revenue from Operations	159633	130992	85640
Profit before tax	8323	Nil	(2798)
Profit after tax	6726	(442)	(4026)
Share Capital	5,472.79	5,222.79	5,222.79
Reserves & Surplus (excluding Revaluation Reserve)	1,41,752	129736.71	127940.50

- Foreign Investors or Collaborations, if any :** The Company has not entered into any foreign collaboration. As per the shareholding pattern as on 31st March, 2020, Foreign Investors held 2468932 equity shares in the Company representing 2.36% of its paid up capital.

III. OTHER INFORMATION

1. **Reasons of Loss or Inadequate Profits :**

The Company is engaged in the business of tea plantation and manufacturing activities. During the Financial year 2019-20, the Company made a saleable production of 432 Lakh Kgs tea as compared to 718 Lakh Kgs in the previous year. The decrease in production was due to lesser bought – leaf operations. The profit was under pressure primarily on account of unfavourable selling price and on account of weak economic conditions in some of the tea consuming nations. The profit of the Company became inadequate in terms of Section 197 read with Schedule V to the Companies Act, 2013, in respect of the years 2016-17, 2018-19 and 2019-20 on account of the aforesaid reasons.

2. **Steps taken or proposed to be taken for Improvement :**

All estates of the Company are now strictly following the Tea Boards “Plant Protection Code” with a restricted choice of chemicals for effective pest management. Efforts to control pest infestation were largely successful. The Company is exploring new markets and engaging different marketing strategies so as to get better sales realisation in future. The Company has also been continuously striving for cost reduction, quality improvement and product development for fetching better prices. With all these efforts, the Company is hopeful to achieve better results in the current as well as in the coming years. The Company is optimising its expenses and discussing with the lenders to restructure/refinance its existing borrowings.

3. **Expected Increase in Productivity and Profitability in measurable terms :**

The Company being engaged in the plantation sector which largely depends in the vagaries of nature, it is very difficult to measure productivity and profitability beforehand. However, in view of favourable weather conditions and the various steps taken for growth in productivity and improvement of quality, the Company is expected to perform better in terms of production, price realization and profitability in the years to come.

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

{In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings}

Name of Director	MR. ADITYA KHAITAN
DIN	00023788
Date of Birth	30th January 1968
Qualification	B.Com. (Hons.)
Terms and Conditions of appointment/ reappointment	Please refer Resolution No. 3 & 4 of this AGM Notice.
Experience/Expertise	
Mr. Khaitan has had indepth exposure to and involvement in steering diverse businesses and has gained considerable experience and expertise in management, production, marketing, corporate finance and other related areas of Tea Industry and also in the matter of restructuring, mergers, demergers and acquisitions of corporate entities. Mr. Khaitan was the Chairman of the Indian Tea Association for three consecutive years upto 2009-2010. He was a Committee Member of Indian Chamber of Commerce and was a Member of Tea Board	
Remuneration sought to be paid	Please refer Resolution No. 3 & 4 of this AGM Notice.
Remuneration last drawn	Please refer to the Report on Corporate Governance and MGT -9 , which is a part of this Annual Report.
Directorships held in other Companies (excluding foreign Companies) Williamson Magor & Co. Limited Eveready Industries India Limited Williamson Financial Services Limited McNally Bharat Engineering Company Limited McNally Sayaji Engineering Limited Kilburn Engineering Limited Babcock Borsig Limited D1 Williamson Magor Bio Fuel Limited	
Committee Memberships in other companies	
1. Member of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee of Babcock Borsig Limited. 2. Chairman of Audit Committee and Nomination and Remuneration Committee of D1 Williamson Magor Bio Fuel Limited 3. Member of Nomination and Remuneration Committee of McNally Bharat Engineering Company Limited	
Date of first appointment on the Board	16.02.2005
Number of Board Meetings attended during the FY 2019-20	7
Relationship with other Directors /KMP of the Company	Mr. Aditya Khaitan is not related to any Director or KMP in terms of the definition of 'relative' as stipulated vide 2(1)(zd) of SEBI (LODR) Regulations, 2015
Shareholding in the Company	17,272 Equity Shares of Rs.5/- each

Name of Director	Mr. Azam Monem
DIN	00023799
Date of Birth	22nd November 1959
Qualification	B. Com. (Hons.)
Terms and Conditions of appointment/ reappointment	Please refer Resolution No. 5 of this AGM Notice.

Experience/Expertise	
During the last 40 years Mr. Monem has gained rich experience and expertise in various aspects of administering the business including production and marketing operations. Mr. Monem has in-depth knowledge in Exports and Domestic sale of Tea and achieved valuable experience in marketing teas globally and pan-India. Mr. Monem was the Chairman of the Indian Tea Association from 2016 to 2018 and also the Chairman of Calcutta Tea Traders Association from 2008 to 2010. Mr. Monem was a member of a number of Indian tea delegations to various countries and also a member of the Inter-Governmental Group on Tea led by the Tea Board and Commerce Ministry on several occasions in the past decade.	
Remuneration sought to be paid	Please refer Rsulation No. 5 of this AGM Notice.
Remuneration last drawn	Please refer to the Report on Corporate Governance and MGT -9 , which is a part of this Annual Report.
Directorships held in other Companies (excluding foreign Companies)	Nil
Committee Memberships, if any, with position	N.A.
Date of first appointment on the Board	16.02.2005
Number of Board Meetings attended during the FY 2019-20	7
Relationship with other Directors /KMP of the Company	Mr. AzamMonem is not related to any Director or KMP in terms of the definition of 'relative' as stipulated vide 2(1)(zd) of SEBI (LODR) Regulations, 2015
Shareholding in the Company	500 Equity Shares of Rs.5/- each

Name of Director	MR. AMRITANSHU KHAITAN
DIN	00213413
Date of Birth	7th November, 1982
Qualification	MBA (London Business School)
Experience/ Expertise	
Mr. Amritanshu Khaitan hails from a renowned family of Industrialists having interest in Tea, Batteries and Engineering. Mr. Khaitan has gained considerable experience and expertise in management, production, marketing, corporate finance and other related areas. He is presently the Managing Director of Eveready Industries India Limited. He is a Committee Member of Indian Chamber of Commerce, Kolkata.	
Directorships held in other Companies (excluding foreign Companies)	
Eveready Industries India Limited Williamson Magor & Co. Limited Williamson Financial Services Limited Kilburn Engineering Limited Prana Lifestyle Pvt. Limited Indian Chamber of Commerce and Calcutta Preferred Consumer Products Private Limited	
Committee Memberships in other companies	
1.Member of Stakeholders' Relationship Committee of Eveready Industries India Limited 2.Member of CSR Committee of Kilburn Engineering Limited	
Date of first appointment on the Board	Mr. Khaitan was appointed as a Director on the Board with effect from 31.03.2015. In terms of Section 152(6) of the Companies Act, 2013, Mr. Khaitan retires by rotation as a Director and being eligible, offers himself for re-appointment. He is accordingly proposed to be re-appointed as a Director of the Company.
Number of Board Meetings attended during the FY 2019-20	1
Relationship with other Directors /KMP of the Company	Mr. AmritanshuKhaitanis not related to any Director or KMP in terms of the definition of 'relative' as stipulated vide 2(1)(zd) of SEBI (LODR) Regulations, 2015
Shareholding in the Company	15,000 Equity Shares of Rs.5/- each