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 NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to other laws and regulations as may be applicable, that the Resolutions appended below are proposed to be passed by the members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid Resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. A. K. Labh, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 30th September, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the 'Instructions for Members opting for e-voting' attached to the Postal Ballot Form. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots (including e-voting). The results of the Postal Ballot shall be declared on or before 7th October, 2015 and communicated to the Stock Exchanges and shall also be displayed on the Company's website www.mcleodrussel.com.

RESOLUTIONS

ITEM NO. 1

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

"**RESOLVED THAT** further to the Resolution passed by the Members of the Company at their Sixteenth Annual General Meeting held on 23rd July, 2014 according their consent to the re-appointment (including remuneration) of Mr. A. Khaitan (DIN: 00023788) as the Managing Director of the Company for a period of 3 years with effect from 1st April, 2014 and in accordance with the provisions of Sections 196, 197 and 198 and the applicable provisions of Schedule V of the Companies Act, 2013 (the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and subject to the approval of the Central Government subject to such modification and conditions as may be prescribed by the Central Government while granting such approval, the approval of the Company be and is hereby accorded to the payment of the remuneration to Mr. A. Khaitan as approved by the Members at their Sixteenth Annual General Meeting, the details of which are given in the Statement pursuant to Section 102 of the Act attached to this Notice as minimum remuneration in the event of loss or inadequacy of profit made by the Company in any financial year/s during his tenure i.e. from 1st April, 2014 till 31st March, 2017.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

ITEM NO. 2

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

"**RESOLVED THAT** further to the Resolution passed by the Members of the Company at their Sixteenth Annual General Meeting held on 23rd July, 2014 according their consent to the re-appointment (including remuneration) of Mr. R. Takru (DIN: 00023796) as a Wholetime Director of the Company for a period of 3 years with effect from 1st April, 2014 and in accordance with the provisions of Sections 196,197 and 198 and the applicable provisions of Schedule V of the Companies Act, 2013 (the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and subject to the approval of the Central Government subject to such modification and conditions as may be prescribed by the Central Government while granting such approval, the approval of the Company be and is hereby accorded to the payment of the remuneration to Mr. R. Takru as approved by the Members at their Sixteenth Annual General Meeting, the details of which are given in the Statement pursuant

to Section 102 of the Act attached to this Notice as minimum remuneration in the event of loss or inadequacy of profit made by the Company in any financial year/s during his tenure i.e. from 1st April, 2014 till 31st March, 2017.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

ITEM NO. 3

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

"**RESOLVED THAT** further to the Resolution passed by the Members of the Company at their Sixteenth Annual General Meeting held on 23rd July, 2014 according their consent to the re-appointment (including remuneration) of Mr. A. Monem (DIN: 00023799) as a Wholetime Director of the Company for a period of 3 years with effect from 1st April, 2014 and in accordance with the provisions of Sections 196,197 and 198 and the applicable provisions of Schedule V of the Companies Act, 2013 (the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and subject to the approval of the Central Government subject to such modification and conditions as may be prescribed by the Central Government while granting such approval, the approval of the Company be and is hereby accorded to the payment of the remuneration to Mr. A. Monem as approved by the Members at their Sixteenth Annual General Meeting, the details of which are given in the Statement pursuant to Section 102 of the Act attached to this Notice as minimum remuneration in the event of loss or inadequacy of profit made by the Company in any financial year/s during his tenure i.e. from 1st April, 2014 till 31st March, 2017.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

ITEM NO. 4

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

"**RESOLVED THAT** further to the Resolution passed by the Members of the Company at their Sixteenth Annual General Meeting held on 23rd July, 2014 according their consent to the re-appointment (including remuneration) of Mr. K. K. Baheti (DIN: 00027568) as a Wholetime Director of the Company for a period of 3 years with effect from 1st April, 2014 and in accordance with the provisions of Sections 196,197 and 198 and the applicable provisions of Schedule V of the Companies Act, 2013 (the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and subject to the approval of the Central Government subject to such modification and conditions as may be prescribed by the Central Government while granting such approval, the approval of the Company be and is hereby accorded to the payment of the remuneration to Mr. K. K. Baheti as approved by the Members at their Sixteenth Annual General Meeting, the details of which are given in the Statement pursuant to Section 102 of the Act attached to this Notice as minimum remuneration in the event of loss or inadequacy of profit made by the Company in any financial year/s during his tenure i.e. from 1st April, 2014 till 31st March, 2017.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

ITEM NO. 5

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 ('the Act') read with the applicable provisions of Schedule V to the Act , the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other statutory provisions as may be applicable and subject to the approval of the Central Government and such other approvals, if any, as may be required, approval of the Members be and is hereby accorded to the Board of Directors of the Company to waive recovery of excess remuneration amounting to Rs. 3,43,83,184 paid to Mr. A. Khaitan (DIN: 00023788) as the Managing Director of the Company during the Financial Year ended 31st March, 2015, over and above the limit prescribed under the provisions of Section 197 and Schedule V to the Act which is within the limits approved by the Members in their Sixteenth Annual General Meeting held on 23rd July, 2014, and that subject to the approval of the Central Government, the excess Managerial Remuneration of Rs. 3,43,83,184 paid to Mr. A. Khaitan, Managing Director, during the financial year ended 31st March, 2015 be and is hereby approved.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

ITEM NO. 6

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 ('the Act') read with the applicable provisions of Schedule V to the Act , the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other statutory provisions as may be applicable and subject to the approval of the Central Government and such other approvals, if any, as may be required, approval of the Members be and is hereby accorded to the Board of Directors of the Company to waive recovery of excess remuneration amounting to Rs. 56,22,136 paid to Mr. R. Takru (DIN: 00023796) as a Wholetime Director of the Company during the Financial Year ended 31st March, 2015, over and above the limit prescribed under the provisions of Section 197 and Schedule V to the Act which is within the limits approved by the Members in their Sixteenth Annual General Meeting held on 23rd July, 2014, and that subject to the approval of the Central Government, the excess Managerial Remuneration of Rs. 56,22,136 paid to Mr. R. Takru, Wholetime Director, during the financial year ended 31st March, 2015 be and is hereby approved.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

ITEM NO. 7

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 ('the Act') read with the applicable provisions of Schedule V to the Act , the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other statutory provisions as may be applicable and subject to the approval of the Central Government and such other approvals, if any, as may be required, approval of the Members be and is hereby accorded to the Board of Directors of the Company to waive recovery of excess remuneration amounting to Rs. 61,38,117 paid to Mr. A. Monem (DIN: 00023799) as a Wholetime Director of the Company during the Financial Year ended 31st March, 2015, over and above the limit prescribed under the provisions of Section 197 and Schedule V to the Act which is within the limits approved by the Members in their Sixteenth Annual General Meeting held on 23rd July, 2014, and that subject to the approval of the Central Government, the excess Managerial Remuneration of Rs. 61,38,117 paid to Mr. A. Monem, Wholetime Director, during the financial year ended 31st March, 2015 be and is hereby approved.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

ITEM NO. 8

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 ('the Act') read with the applicable provisions of Schedule V to the Act , the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other statutory provisions as may be applicable and subject to the approval of the Central Government and such other approvals, if any, as may be required, approval of the Members be and is hereby accorded to the Board of Directors of the Company to waive recovery of excess remuneration amounting to Rs. 58,54,883 paid to Mr. K. K. Baheti (DIN: 00027568) as a Wholetime Director of the Company during the Financial Year ended 31st March, 2015, over and above the limit prescribed under the provisions of Section 197 and Schedule V to the Act which is within the limits approved by the Members in their Sixteenth Annual General Meeting held on 23rd July, 2014, and that subject to the approval of the Central Government, the excess Managerial Remuneration of Rs. 58,54,883 paid to Mr. K. K. Baheti, Wholetime Director, during the financial year ended 31st March, 2015 be and is hereby approved.

FURTHER RESOLVED that the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

By Order of the Board
McLeod Russel India Limited
A. Guha Sarkar
Senior Vice-President &
Company Secretary

Place : Kolkata
Date : 3rd August, 2015

Notes:

1) The statement and reasons for the proposed Special Businesses pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts are appended herein below.

2) Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Physical Ballot Form through post/courier. Members, who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.mcleodrussel.com, fill in the details and send the same to the Scrutinizer.

3) The Postal Ballot Notice dated 3rd August 2015 is being sent to all the Members of the Company whose names appeared on the Register of Members/Beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e. Friday, 21st August 2015.

4) In compliance with the provisions of Sections 108 & 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company offers e-voting facility as an alternate, for its Members to exercise their right to vote by electronic means and the businesses may be transacted through e-voting services to be provided by Central Depository Services (India) Limited (CDSL) instead of dispatching the duly completed Postal Ballot Form. E-voting is optional. 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). The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. 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. The Instructions for Members opting for E-voting are attached to the Postal Ballot Form.

5) All relevant documents referred to in the Notice dated 3rd August 2015 shall be open for inspection of the Members at the Registered Office of the Company on all working days between 14:00 hrs. to 16:00 hrs. upto the date of declaration of the Result of Postal Ballot.

6) Upon completion of scrutiny of the Forms, the Scrutinizer will submit his Report to the Chairman/Vice-Chairman or to any person authorized by any of them. The Result of the Postal Ballot shall be declared by the Chairman/Vice-Chairman/ or by any person authorized by any of them on or before 7th October 2015 at the Registered Office of the Company. Members may address for their queries regarding voting 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.

7) The Resolutions will be taken as passed effectively on the date of announcement of the Result as if it has been passed at a General Meeting of the Members. Members, who wish to be present at the venue at the time of declaration of the Result, may do so. The Result of the Postal Ballot will be posted on the website of the Company www.mcleodrussel.com alongwith Scrutinizer's Report and shall be sent to the Stock Exchanges where the shares of the Company are listed and simultaneously to the CDSL facilitating the e-voting platform in this regard.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 1-4

Mr. A. Khaitan was re-appointed as the Managing Director and Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti were re-appointed as the Wholetime Directors of the Company for 3 years with effect from 1st April, 2014 by the Board of Directors based on their satisfactory performance in their earlier terms when the Company made considerable progress in terms of production, sales and profitability. The aforesaid appointments and the remuneration of the said Directors were approved by the Members by Ordinary Resolution at the Sixteenth Annual General Meeting of the Company held on 23rd July, 2014. The Company had been making consistent adequate profits upto the financial year 2013-14. The profit during the year 2014-15 was under pressure on account of lower production due to unfavourable weather conditions, increase in wages and various other input costs and additional depreciation charged in terms of the Companies Act, 2013. Owing to the above factors, the profits earned by the Company during the said year became inadequate for the purpose of Managerial Remuneration in terms of Section 197 of the Act. The weather conditions in the current year are relatively better and the Company has taken various steps to improve its performance, the results of which are likely to be felt in the coming years.

The Board of Directors at its Meeting held on 3rd August, 2015 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolutions to the remuneration payable to the aforesaid Managerial Personnel during their tenure of 3 years, i.e. from 1st April, 2014 to 31st March, 2017 as minimum remuneration in the event of loss or inadequacy of profits earned by the Company during the aforesaid years. The details of remuneration of the aforesaid Managerial Personnel are given in Annexure I and the detailed particulars in respect of the Company and each of the aforesaid Managerial Personnel are given in Annexure II forming part of this Notice.

Having regard to the above, the resolutions set out at Item Nos. 1-4 have been proposed and the Directors recommend the same for your approval.

Mr. A. Khaitan and Mr. B. M. Khaitan, being his relative may be considered to be concerned or interested in respect of Resolution No. 1. Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti are interested in the Resolutions set out at Item Nos. 2, 3 and 4 respectively. Save as above, no Director, Key Managerial Personnel or their relatives are interested or concerned in the above Resolutions.

ITEM NOS. 5-8

The Board of Directors at its Meeting held on 28th March, 2014 had re-appointed Mr. A. Khaitan as the Managing Director and each of Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti as a Wholetime Director with effect from 1st April, 2014 for a period of 3 years in each case on the basis of their satisfactory performance in their earlier terms when the Company made considerable progress in terms of production, sales and profitability. The aforesaid re-appointments and the remuneration of the said Directors were approved by the Members as their minimum remuneration by Ordinary Resolutions at the 16th Annual General Meeting of the Company held on 23rd July, 2014. In view of unfavourable weather conditions, increase in wages and other input costs and additional depreciation charged in terms of the requirements of the Companies Act, 2013, ('the Act'), the profits earned by the Company during the year ended 31st March, 2015 became inadequate in terms of Section 197 of the Act. In anticipation of the profit being inadequate, the Company made separate applications to the Central Government seeking its approval for waiving recovery of excess remuneration paid to the aforesaid Managerial Personnel during the year ended 31st March, 2015.

The Board of Directors at its Meeting held on 3rd August, 2015 based on the recommendation of Nomination & Remuneration Committee and to comply with the directions issued by the Ministry of Corporate Affairs vide its letters reference nos. SRN C53780805/2015- CL-VII, SRN C53780730/2015-CL-VII, SRN C53780979/2015-CL-VII and SRN C53780870/2015-CL-VII all dated 1st July, 2015 decided to approach the Members for their approval by way of passing Special Resolutions for waiver of recovery of excess remuneration paid to the Managerial Personnel during the year ended 31st March 2015. The details of remuneration at which the aforesaid Managerial personnel were re-appointed are given in Annexure I forming part of this Notice.

The Company had been making consistent adequate profits upto the financial year 2013-14. The profit for the year 2014-15 was under pressure on account of lower production due to unfavourable weather conditions, increase in wages and various other input costs and additional depreciation charged in terms of the Companies Act, 2013. Owing to the above factors, the financial performance of the Company was not as per the expectations resulting in inadequacy of profits in the financial year 2014-15 in terms of Section 197 of the Act. The net profit of the Company during the financial year ended 31st March, 2015 as calculated in terms of section 198 of the Act was Rs 6488.1 lakhs. The maximum remuneration that could be paid to all its managerial personnel was Rs. 648.81 lakhs, being 10% of the net profit of the Company as calculated above. The total managerial remuneration paid by the Company during the said year was Rs. 1073.39 lakhs. The managerial remuneration permissible per person under Schedule V to the Act is Rs 1,38,35,051, provided the same is approved by the Members by way of Special Resolution and if the resolutions are so passed, the excess remuneration paid to Mr. A. Khaitan, Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti during the year ended 31st March, 2015 would amount to Rs. 3,43,83,184, Rs. 56,22,136, Rs. 61,38,117 and Rs. 58,54,883 respectively.

In view of the above and the justifications given in the Annexure II to the Statement, the Directors seek your approval for waiver

of recovery of excess remuneration paid to the aforesaid Managerial Personnel for the financial year ended 31st March, 2015. The Resolutions set out at Item nos. 5-8 are to be considered accordingly and the Directors recommend the said Resolutions for your approval. The detailed particulars in respect of the Company and each of the aforesaid Managerial Personnel are given in Annexure II forming part of this Notice.

Mr. A. Khaitan and Mr. B. M. Khaitan, being his relative may be considered to be concerned or interested in respect of Resolution No. 5. Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti are interested in the Resolutions set out at Item Nos. 6, 7 and 8 respectively. Save as above, no Director, Key Managerial Personnel or their relatives are interested or concerned in the above Resolutions.

ANNEXURE I

The details of remuneration at which Mr. A. Khaitan was re-appointed as the Managing Director and Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti as Wholetime Directors for a period of 3 years with effect from 1st April, 2014 duly approved by the Members of the Company by Ordinary Resolutions at the Sixteenth Annual General Meeting of the Company held on 23rd July, 2014.

Salary	:	Mr. A. Khaitan - Rs. 15,00,000/- per month with such revision as the Board may approve from time to time in the salary grade of Rs. 12,50,000/- to Rs. 20,00,000/-. Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti - Rs.6,00,000/- each per month with such revision as the Board may approve from time to time in the salary grade of Rs. 5,25,000/- to Rs.10,00,000/-.
Bonus	:	Equivalent to six months' salary in a year.
Allowances :		Mr. A. Khaitan - A special allowance of Rs. 1,00,000/- per month with such revision as the Board may approve from time to time in the scale of Rs. 1,00,000 – 2,00,000/- per month. In addition, the Managing Director 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. Mr. R. Takru, Mr. A. Monem, and Mr. K. K. Baheti - A special allowance of Rs. 1,00,000/- per month with such revision as the Board may approve from time to time in the scale of Rs. 1,00,000 – 2,00,000/- per month. In addition, each Wholetime Director 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.
Perquisites		
Housing	:	Free furnished accommodation will be provided by the Company. In case no accommodation is provided, the Managing Director and/or the concerned Wholetime Director/s as the case may be will be paid House Rent Allowance at the rate of 60% of salary. Gas, electricity, water etc. and telephone at residence will be borne by the Company in accordance with the Rules of the Company. Cost of personal long distance calls, however, will be borne by the respective Director.
Car	:	Company car with driver under the Company's Scheme applicable for senior executive staff 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 Fees as per applicable Rules of the Company.
Others	:	Personal Accident Insurance and other perquisites, which are applicable to senior executive staff of the Company, shall also apply to the Managing Director and the Wholetime Directors.
Retiral Benefits	:	Contributions to the Company's Provident Fund and Superannuation Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds. Gratuity will be payable in accordance with the Rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.
Minimum Remuneration	:	In the event of loss or inadequacy of profits in any financial year during the tenure of their office, the above remuneration payable to each of Mr. A. Khaitan, Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti respectively will be treated as their minimum remuneration subject to compliance with the legal provisions as may be applicable.

ANNEXURE II

Detailed particulars in respect of the Company and the Managerial Personnel.

I. GENERAL INFORMATION

1) 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 1200 million kgs out of the global black tea production of 2800 million kgs (approx.).

The Company is engaged in growing, manufacturing and selling of tea. The Company is the largest producer of black tea in India and one of the leading manufacturers of black tea globally. The Company is also a major Foreign Exchange earner in the tea industry. The Company has 48 Tea Estates with manufacturing facilities in Assam and 5 Tea Estates in Dooars, West Bengal. The

Company produces around 80 million kgs of tea per year. The Company has 8 subsidiaries in U.K., Vietnam, Uganda, Rwanda, Kenya and Dubai.

2) 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.

3) Financial Performance based on given Indicators : (Rs. Lakhs)

Particulars	2014-15	2013-14	2012-13
Revenue from Operations	1,38,829.80	1,47,506.28	1,37,802.28
Profit before tax	5,318.33	23,154.19	25,662.13
Profit after tax	6,198.46	20,810.53	22,570.00
Share Capital	5,472.79	5,472.79	5,472.79
Reserves & Surplus (excluding Revaluation Reserve)	1,27,411.41	1,30,264.54	1,18,250.92

4) Foreign Investors or Collaborations, if any :

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on 27th July, 2015, Foreign Institutional Investors (FII) held 2,86,39,970 equity shares in the Company representing 26.17% of its paid up capital.

II. INFORMATION ABOUT THE APPOINTEES :

A. MR. A. 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, de-mergers and acquisitions of corporate entities.

2) Past Remuneration :

Particulars	2012-13 (Rs.)	2013-14 (Rs.)	2014-15 (Rs.)
Salary	1,20,00,000	1,50,00,000	1,80,00,000
Perquisite	33,95,083	33,68,655	58,235
Commission, bonus and allowances	92,23,256	1,20,00,000	2,53,00,000
Others including retiral benefits	32,40,000	40,50,000	48,60,000
Total	**2,78,58,339**	**3,44,18,655**	**4,82,18,235**

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. A. 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 continue with the same remuneration as previously approved by the Members at the Annual General Meeting held on 23rd July, 2014, the details of which have been given herein before.

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. A. Khaitan holds 7272 shares in the Company and besides his relation with Mr. B. M. Khaitan, Chairman of the Company, he has no other direct or indirect pecuniary relationship with the Company.

B. MR. RAJEEV TAKRU

1. Background Details :

Mr. R. Takru has around 4 decades of experience in Tea Estate Management. He has had in-depth exposure in other administrative functions and human resource development. He has held various senior positions in a number of Companies of Williamson Magor Group. Mr. Takru is also associated with health and educational activities. He is on the Boards of Woodlands Multispecialty Hospital Limited and The Assam Valley School.

2. Past Remuneration :

Particulars	2012-13 (Rs.)	2013-14 (Rs.)	2014-15 (Rs.)
Salary	54,00,000	63,00,000	72,00,000
Perquisite	2,00,257	2,77,773	3,43,187
Commission, bonus and allowances	67,90,000	86,80,000	99,70,000
Others including retiral benefits	14,58,000	17,01,000	19,44,000
Total	**1,38,48,257**	**1,69,58,773**	**1,94,57,187**

3. Job Profile and Suitability :

Mr. R. Takru is holding the position of a Wholetime Director since 2005 and is in charge of all the plantations and tea processing factories of the Company in India, where the Company produces around 80 million kgs of black tea per year. As a Member of the management team, Mr. R. Takru was involved in acquisition of tea plantation and processing facilities in Vietnam, Uganda and Rwanda. Considering his qualifications, in-depth experience in tea plantation and manufacturing and past achievements, he may be considered as the most suitable person for his position.

4. Remuneration Proposed :

It is proposed to continue with the same remuneration as previously approved by the Members at the Annual General Meeting held on 23rd July, 2014, the details of which have been given herein before.

5. 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.

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

Except the remuneration and perquisites stated above, Mr. R. Takru holds 900 equity shares of Rs.5/- each in the Company, besides which he has no other direct or indirect pecuniary relationship with the Company.

C. MR. AZAM MONEM

1. Background Details :

During the last 35 years Mr. Monem has gained rich experience in tea tasting and marketing. Mr. Monem has had in-depth knowledge in Exports and Domestic Sales of Tea and achieved valuable experience as a buyer, blender and a trader.

2. Past Remuneration :

Particulars	2012-13 (Rs.)	2013-14 (Rs.)	2014-15 (Rs.)
Salary	54,00,000	63,00,000	72,00,000
Perquisite	2,25,049	1,77,491	8,59,168
Commission, bonus and allowances	67,90,000	86,80,000	99,70,000
Others including retiral benefits	14,58,000	17,01,000	19,44,000
Total	**1,38,73,049**	**1,68,58,491**	**1,99,73,168**

3. Recognition and Awards :

Mr. Monem is the Vice Chairman of Indian Tea Association ("ITA") and Chairman of ITA's Export Promotion and Marketing Sub-Committee and also the former Chairman of Calcutta Tea Traders Association. Mr. Monem was a member of a number of tea delegations to various countries led by the Tea Board and Commerce Ministry.

4. Job Profile and Suitability :

Mr. A. Monem is holding the position of Wholetime Director for over a decade and is in charge of Sales and Marketing of around 80 million kgs of tea produced by the Company which includes domestic as well as export sales. The tea produced by the Company is exported to over 20 countries. As a member of the management team, Mr. Monem was involved in acquisition of tea plantation and processing facilities in Vietnam, Uganda and Rwanda. Considering his in-depth experience in 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 continue with the same remuneration as previously approved by the Members at the Annual General Meeting held on 23rd July, 2014, the details of which have been given herein before.

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. A. 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.

D. MR. K.K. BAHETI

1. Background Details :

Mr. Baheti is a member of 3 major professional institutes namely, The Institute of Chartered Accountants of India, the Institute of

Cost and Works Accountants of India and The Institute of Company Secretaries of India. He has held various important positions in Accounts and Finance of a number of reputed companies. He is associated with Tea Companies belonging to Williamson Magor group since 1989 and during this period has gained considerable expertise in the matters pertaining to Accounts and Finance of Tea Companies as also in the matter of corporate finance, Capital market activities, restructuring, mergers and demergers of corporate entities.

2. Past Remuneration:

Particulars	2012-13 (Rs.)	2013-14 (Rs.)	2014-15 (Rs.)
Salary	54,00,000	63,00,000	72,00,000
Perquisite	1,20,789	1,03,447	5,75,934
Commission, bonus and allowances	67,90,000	86,80,000	99,70,000
Others including retiral benefits	14,58,000	17,01,000	19,44,000
Total	**1,37,68,789**	**1,67,84,447**	**1,96,89,934**

3. Recognition and Awards :

Mr. K. K. Baheti was awarded the Business Today- Yes Bank Best CFO Award 2013 in the 'Remarkable Leverage Management (Medium)' category.

4. Job Profile and Suitability :

Mr. K. K. Baheti is a Wholetime Director of the Company since 2005 and is in charge of the finance and accounts function. He has very efficiently handled the finance function in relation to acquisitions of several companies in India during the last one decade and thereby helped the Company to achieve considerable growth in terms of production and profitability. Considering his qualification, in-depth experience in tea industry and other achievements, he may be considered as the most suitable person for his position.

5. Remuneration Proposed :

It is proposed to continue with the same remuneration as previously approved by the Members at the Annual General Meeting held on 23rd July, 2014, the details of which have been given herein before.

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. K. K. Baheti holds 5100 equity shares of Rs.5/- each in the Company, besides which he has no other direct or indirect pecuniary relationship with the Company.

III. OTHER INFORMATION

1. Reasons of Loss or Inadequate Profits :

The Company is engaged in the business of tea plantation and manufacturing activities. On account of unfavourable weather conditions in 2014-15, the saleable production of the Company was down by 7 million kgs as compared to the earlier year. In view of lower production the revenue from operations was also down. Due to fixed cost nature of business, where more than 55% of the cost being labour & labour related, loss in production due to unfavourable weather condition reflects entirely on the profitability. The profit for the year was under pressure on account of lower production, increase in wages other input costs and additional depreciation charged in terms of Companies Act, 2013. The profit of the Company which was consistently adequate for the purpose of managerial remuneration in the past became inadequate in terms of Section 197 of the Companies Act, 2013, in respect of the year 2014-15 on account of the aforesaid reasons.

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

The Company has already achieved higher production in the first few months of the current Financial Year compared to the same period of the preceding Financial Year, given the improvement of weather conditions. The Company is continuously investing and extending the area under irrigation to combat the drought like situations in future. Measures of cost control are also in hand. The Company is exploring new markets for better price realisation. The Company has been continuously striving for 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.

3. Expected Increase in Productivity and profitability in measurable terms :

The Company being engaged in the plantation sector, it is very difficult to measure productivity and profitability beforehand. However, in view of various steps taken for extension in irrigation activities, 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.

By Order of the Board
McLeod Russel India Limited
A. Guha Sarkar
Senior Vice-President &
Company Secretary

Place : Kolkata
Date : 3rd August, 2015