



McLEOD RUSSEL
Believe in tea

17th July 2018

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

The Secretary
National Stock Exchange
of India Ltd, Listing Dept.
Exchange Plaza, 5th Fl.
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI -400 051
Scrip Code:MCLEODRUSS

The Secretary
The Calcutta Stock-
Exchange Ltd
7, Lyons Range
KOLKATA 700001
Scrip Code:10023930

Dear Sir,

NOTICE CONVENING THE TWENTIETH ANNUAL GENERAL MEETING OF THE COMPANY

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice convening the Twentieth Annual General Meeting of the Members of the Company scheduled to be held on 9th August 2018 at Kolkata for your information and record.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
McLEOD RUSSEL INDIA LIMITED


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

Enclo : as above.

Registered Office :

McLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076

FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001

TELEPHONE : 033-2210-1221, 2248-9434 / 35, FAX : 91-33-2248-8114 / 6265

E-mail : administrator@mcleodrusel.com Website : www.mcleodrusel.com



A Williamson Magor Group Enterprise



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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 : 033-2248-8114, 033-2248-6824

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of the Company will be held on Thursday, 9th August 2018 at 10:30 a.m. at Kalamandir, 48, Shakespeare Sarani, Kolkata-700 017 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 2018, 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 2018 and the Report of the Auditors thereon.
2. To declare a dividend for the financial year ended 31st March 2018.
3. To appoint a Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Azam Monem (holding DIN: 00023799), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED that in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 as amended by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members, be and is hereby accorded to Mr. Brij Mohan Khaitan (DIN: 00023771), to continue as a Non-Executive Director and Chairman of the Company."

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

"RESOLVED that in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members, be and is hereby accorded to Dr. Raghavachari Srinivasan (DIN: 00003968), to continue as a Non-Executive Independent Director of the Company."

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

"RESOLVED that consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 180 (1) (a) of the Companies Act, 2013 for selling, leasing or otherwise disposing of certain Tea Estates of the Company or the assets thereof having value in excess of twenty per cent but not exceeding thirty five percent of the value of the undertaking of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions including consideration as may be agreed to, for and on behalf of the Company, by the Board or any Committee thereof constituted by it for the purpose."

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

"RESOLVED, in supersession of the resolution passed in this regard at the 19th Annual General Meeting of the Company held on 9th August, 2017, 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 ended 31st March, 2018, the details of which are given in the Statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified".

9. 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, 2019, the details of which are given in the Statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified".

By Order of the Board
MCLEOD RUSSEL INDIA LIMITED

A. GUHA SARKAR

Senior Vice - President & Company Secretary

Kolkata, 15th June 2018

NOTES

- a) **A Member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001 not less than forty-eight hours before the Meeting.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- b) The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Items of Special Business is annexed hereto.
- c) The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') regarding the Directors who are proposed to be re-appointed is annexed.
- d) The Register of Members and Share Transfer Books of the Company will remain closed from 3rd August 2018 to 9th August 2018 (both days inclusive).
- e) The dividend that may be declared by the Company at the Twentieth Annual General Meeting will be paid on or after 14th August 2018 (i) to those Members holding shares in physical mode whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company and its Registrars on or before 2nd August 2018. (ii) In respect of the shares held in electronic form the dividend will be paid to the 'beneficial owners' of the shares as at the end of business hours on 2nd August 2018 as per details provided by the Depositories for this purpose.
- f) Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through National Automatic Clearing House (NACH), wherever NACH facility is available subject to availability of bank account details with 9 digit MICR and 11 digit IFS Code. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

In terms of Regulation 12(a) of Listing Regulation, SEBI has mandated usage of electronic mode or issue of "payable-at par" warrants for making cash payments such as dividend etc. to the investors of Companies whose securities are listed on the Stock Exchanges.

g) Shareholders holding shares in physical form and desirous of having NACH facility, should provide their bank details and 9 digit MICR and 11 digit IFS Code number to the Registrar and Share Transfer Agent of the Company immediately. The shareholders who have already given their bank details should furnish the same only if there is any change. Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialised form, should intimate change of their address, if any, to their Depository Participant.

h) The company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 9th August 2017 (date of last Annual General Meeting) on the website of the Company www.mcleodrusell.com.

The Members of the Company who have not yet encashed their dividend warrant(s) for the financial year ended 31.03.2011 and onwards as applicable, are requested to contact the Company forthwith. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF in terms of Section 124 of the Companies Act, 2013 and the applicable Rules made thereunder.

i) The Securities and Exchange Board of India (SEBI) has mandated by its Circular dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form.

To facilitate the above, a letter from the RTA enclosing a Form where the above particulars are to be provided is being sent with this Notice to the Members who hold the shares in physical form. The said Members are requested to promptly submit the required information and documents asked for to Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company.

j) SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eightieth day from the date of publication of the notification in the Official Gazette.

In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.

k) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

l) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

m) A 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.

n) 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.

o) **Instructions on voting:** In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulation, the Company has provided a facility to the Members to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The

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instructions for e-voting are given in a separate sheet attached hereto forming part of the Notice.

- p) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 2nd August 2018. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date i.e. 2nd August 2018, may obtain the login ID and password by sending a request at mdpldc@yahoo.com; info@mdpl.in or skchaubey@mdpl.in.
- q) The Notice of the 20th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- r) Members may also note that the Notice of the 20th AGM and the Annual Report 2017-18 will be available on the Company's website, www.mcleodrussel.com.

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

Item No. 5

At the 18th Annual General Meeting of the Company, held on 8th August, 2016, the Members had approved the re-appointment of Mr. Brij Mohan Khaitan as a Director of the Company in accordance with Section 152 of the Companies Act, 2013 and Article 114 of the Articles of Association of the Company.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 which will take effect from 1st April, 2019, consent of the Members by way of a Special Resolution is required for continuation of the directorship after 31st March, 2019 of a Non-Executive Director who has attained the age of seventy five years.

Mr. B. M. Khaitan, a Non-Executive Director and Chairman of the Company has already attained the age of seventy five years. Mr. Khaitan is a renowned industrialist, having rich and varied experience in leading diverse industries and has been on the Board of the Company with effect from 5th May, 1998. Mr. Khaitan has been

associated with tea industry for around six decades and has great contributions to the industry in general and to your Company in particular. The Board considers that Mr. Khaitan's continued association as a Non- Executive Director and Chairman of the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution set out in Item No. 5 by way of a Special Resolution for approval of the Members.

Except Mr. B. M. Khaitan and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6

At the 16th Annual General Meeting of the Company, held on 23rd July 2014, the Members had approved the appointment of Dr. Raghavachari Srinivasan as a Non-Executive Independent Director of the Company to hold office from the date of the said Annual General Meeting upto the expiry of a period of five consecutive years or the date of the 21st Annual General Meeting, whichever is earlier, in terms of the provision of Section 149 of the Companies Act, 2013.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (LODR Amendment Regulations) issued on 9th May, 2018 which will take effect from 1st April, 2019, consent of the Members by way of a Special Resolution is required for continuation of the directorship after 31st March, 2019 of a Non-Executive Director who has attained the age of seventy five years.

Dr. R. Srinivasan, a Non-Executive Independent Director, has already attained the age of seventy five years. He holds a Doctorate in Banking from Bombay University and is an Associate and Fellow of Indian Institute of Banking & Finance. Dr. Srinivasan has more than 40 years of experience in the banking industry. He held senior positions in various banks and retired as the Chairman and Managing Director of Bank of India. He was also the Chairman of Indian Banks Association for nearly four terms. He was on various high level Committees constituted by RBI. Dr. Srinivasan has been on the Board of the Company since 11th March, 2005. Since then he is also the Chairman of the Audit Committee of the Company. The Board considers that Dr. Srinivasan's continued association as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution set out in Item No. 6 by way of a Special Resolution for approval of the Members.

Except Dr. R. Srinivasan and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7

The operations of the Company are divided into 3 segments, namely, (i) production in Company's own Tea Estates (ii) production using tea leaves purchased from small growers and (iii) teas produced by step-down subsidiaries of the Company. Considering all relevant aspects, it is felt that segment (i) which produces 67 million kgs of tea is disproportionately heavier compared to the other two segments which require alignment/rationalisation to achieve better results.

In order to achieve rationalisation as explained above, it is felt desirable to dispose of certain Tea Estates of the Company with the objective to optimize the operational performance. In terms of Section 180 (1) (a) of the Companies Act, 2013, approval of Members is required by way of a Special Resolution for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of such undertakings. No such approval is required if the value of the assets proposed to be sold is less than 20% of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In line with the decision taken by the Board of Directors of the Company ('the Board') at its meeting held on 30th May 2018 and the Committee formed by the Board empowered for disposal of Tea Estates, the Company has entered into separate Memorandum of Understanding with two different parties proposing to sell the assets of 12 Tea Estates situated in the state of Assam. The value of the assets of such Tea Estates is less than 20% of the value of the undertaking of the Company. The Company proposes to utilise proceeds in repayment of high cost debts, for buying back Company's own shares from the shareholders of the Company to the tune not exceeding Rs. 100 crore and making investment for diversification into packet tea business for which the Company has already agreed in principle to join hands with Eveready Industries India Limited for developing packet tea business through a third entity.

The Board and the Committee feel that going forward, the Company may consider selling a few more Tea Estates or the assets of a few more Tea Estates which do not have significant contributions to the bottomline of the Company. If such sale takes place in the current financial year, the value of the Tea Estates or their assets proposed to be sold together with the value of the assets of the aforesaid 12 Tea Estates may exceed 20% of the value of the undertaking of the Company. In view of this, the Board is seeking approval of the Members by way of a Special Resolution for selling a few more Tea Estates or the assets thereof which may result in the value of the assets proposed to be sold crossing the threshold limit of 20% of the value of the undertaking of the Company. The Board however, proposes to restrict the sale within 35 percent of the value of the undertaking of the Company.

Your Directors are of the view that after disposal of certain marginal Tea Estates having insignificant contributions to the bottom line, the operations of the Company are expected to show better results with the healthy Tea Estates being retained by the Company. With the reduction in debts, the overall performance of the Company is expected to improve.

The Resolution set out in item No. 7 of the convening Notice is to be considered accordingly and the Board recommends its acceptance.

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

Item No. 8

The Board of Directors of the Company had appointed four firms of Cost Accountants to conduct audit of cost records maintained by the Company for the year ended 31st March, 2018 and the remuneration of the said firms were ratified by the Members at the Nineteenth Annual General Meeting of the Company. It is informed with regret that Mr. Ashok Kumar, Proprietor of Messrs. Kumar & Associates, one of the said four firms, expired in January, 2018. In view of this the Board, based on the recommendation of the Audit Committee allocated the Tea Estates which were to be audited by Messrs. Kumar & Associates to the three other Cost Auditors at a revised remuneration, the details of which are given below:

Cost Auditor	Remuneration & Allocation
Messrs. Mani & Company	
For Cost Audit	162,000/- (for auditing the records of 18 Tea Estates)
Lead Cost Auditor fees	35,000/-
XBRL filling fees	10,000/-
Messrs. SPK Associates	1,44,000/- (for auditing the records of 16 Tea Estates)
Messrs. DGM & Associates	1,62,000/- (for auditing the records of 18 Tea Estates)

In addition to the above, the Cost Auditors will be reimbursed out of pocket expenses as may be incurred by them on actual basis.

The revised remuneration payable to the Cost Auditors as approved by the Board is required to be ratified by the Members in terms of Rule 14 of the Companies (Audit & Auditors) Rules, 2014. The Resolution set out in Item No. 8 is to be considered accordingly and the Board recommends the same for acceptance.

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

Item No. 9

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 30th May 2018 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 2019 on the recommendation of the Audit Committee of the Company ('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 Auditor	Remuneration & Allocation
Messrs. Mani & Company	
For Cost Audit	162,000/- (for auditing the records of 18 Tea Estates)
Lead Cost Auditor fees	35,000/-
XBRL filling fees	10,000/-
Messrs. SPK Associates	1,44,000/- (for auditing the records of 16 Tea Estates)
Messrs. DGM & Associates	1,62,000/- (for auditing the records of 18 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. In case any Cost Auditor is required to audit fewer number of tea estates than the number mentioned above, in such case the remuneration of the said Auditor will be proportionately reduced.

The Resolution set out in Item No.9 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 respect of the Resolution.

By Order of the Board
McLEOD RUSSEL INDIA LIMITED

A. GUHA SARKAR
Senior Vice - President & Company Secretary

Kolkata, 15th June 2018

DETAILS RELATING TO DIRECTORS PROPOSED TO BE RE-APPOINTED

Name	Mr. Amritanshu Khaitan	
Date of Birth	7th November 1982	
Qualification	MBA (London Business School)	
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.	
Date of first appointment on the Board	Mr. Khaitan was appointed as a Director on the Board with effect from 31st March 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	4 out of 4	
Relationship with other Directors/KMP of the Company	Mr. Khaitan is not related to any other Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013	
Other Directorships, Membership/Chairmanship of Committees of other Boards of Indian Companies (as at 31.3.2018)	Directorship	Committee Membership if any with position
	Listed Companies: Eveready Industries India Ltd.	Chairman – Corporate Social Responsibility Committee
	Williamson Magor & Co. Ltd. Williamson Financial Services Ltd. Kilburn Engineering Ltd. McNally Bharat Engineering Co. Ltd.	
	Unlisted Companies: Ichamati Investments Ltd. United Machine Co. Ltd. Queens Park Property Co. Ltd. Prana Lifestyle Pvt. Ltd.	
Shareholding in the Company	15,000 Shares of Rs. 5/- each.	

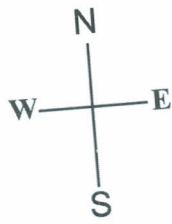
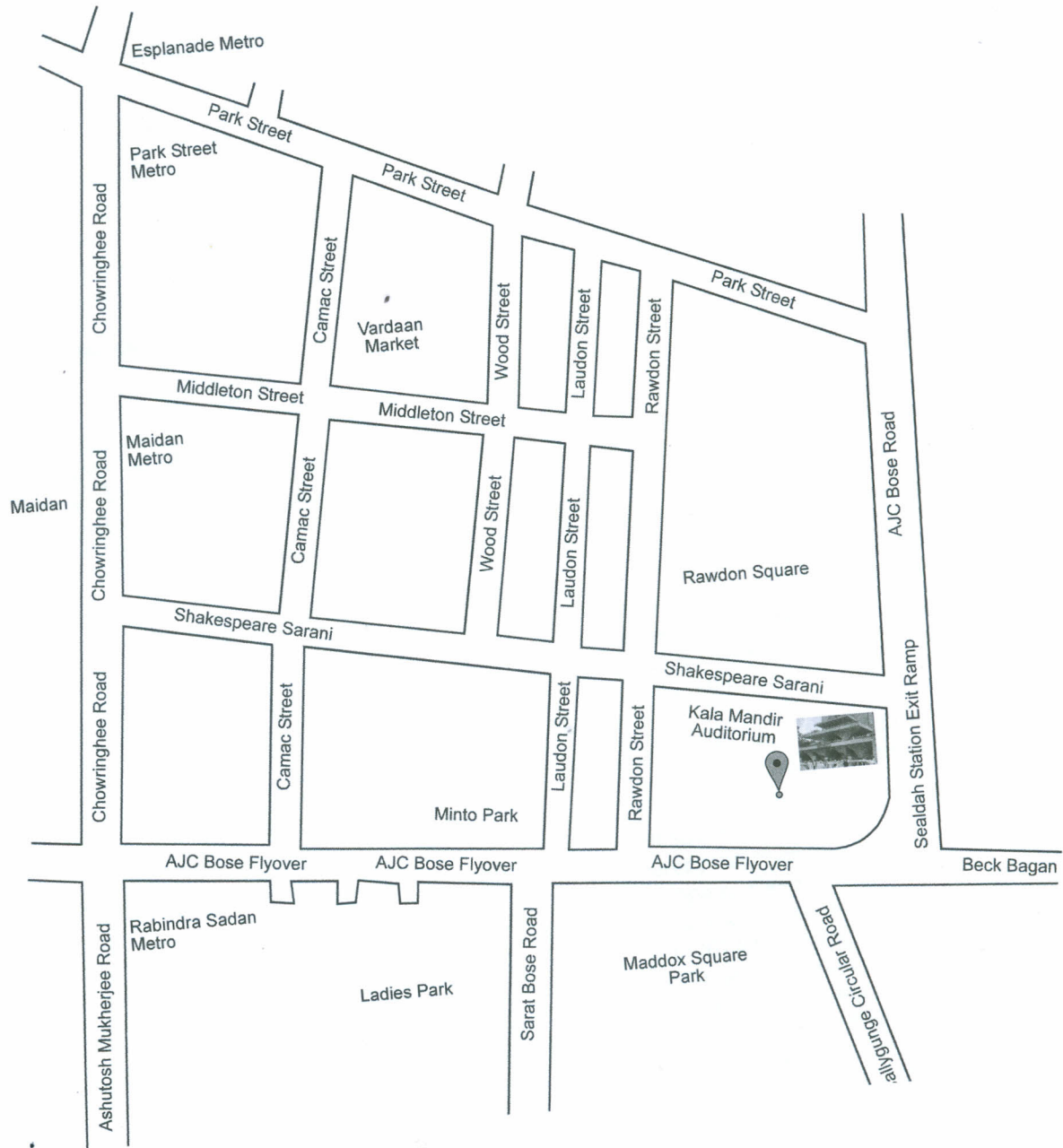
Name	Mr. Azam Monem	
Date of Birth	22nd November 1959	
Qualification	B. Com. (Hons.)	
Expertise	During the last 38 years Mr. Monem has gained rich experience in tea tasting and marketing. Mr. Monem has in-depth knowledge in Exports and Domestic Sales of Tea and achieved valuable experience as a buyer, blender and trader. Mr. Monem is the Chairman of Indian Tea Association (ITA) and former Chairman of ITA's Export Promotion and Marketing Committee. He is also the Chairman of the Consultative Committee of Plantation Associations (CCPA) and the former Chairman of Calcutta Tea Traders Association (CTTA). Mr. Monem was a member of a number of tea delegations to various Countries led by the Tea Board and Commerce Ministry.	
Date of first appointment on the Board	Mr. Monem was appointed as a Director on the Board with effect from 16.02.2005. In terms of Section 152(6) of the Companies Act, 2013, Mr. Monem 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	3 out of 4	
Relationship with other Directors/KMP of the Company	Mr. Monem is not related to any other Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013	
Other Directorships, Membership/Chairmanship of Committees of other Boards of Indian Companies (as at 31.3.2018)	Directorship	Committee Membership if any with position
	Listed Companies:	Nil
	Unlisted Companies:	
Shareholding in the Company	500 Shares of Rs. 5/- each.	

DETAILS RELATING TO DIRECTORS PROPOSED TO BE CONTINUED

Name	Mr. Brij Mohan Khaitan												
Date of Birth	14th August 1927												
Qualification	Bachelor of Commerce from Calcutta University												
Expertise	Mr. B. M. Khaitan is a renowned Industrialist having interest in Tea, Batteries and Engineering. Mr. Khaitan has great contributions to the Tea Industry with which he has been associated for around six decades. Mr. Khaitan had also been associated with various leading Chambers of Commerce and Trade Associations.												
Date of first appointment on the Board	Mr. Khaitan was first appointed as a Director on the Board with effect from 5th May 1998 and was last re-appointed as a Director of the Company at the 18th Annual General Meeting of the Company, held on 8th August 2016 in terms of Section 152(6) of the Companies Act, 2013 and Article 114 of the Articles of Association of the Company.												
Number of Board Meetings attended	4 out of 4												
Relationship with other Directors/KMP of the Company	Relative of Mr. Aditya Khaitan, being his father in terms of the definition of 'relative' given in the Companies Act, 2013												
Other Directorships, Membership/Chairmanship of Committees of other Boards of Indian Companies (as at 31.3.2018)	<table> <tr> <th>Directorship</th><th>Committee Membership if any with position</th></tr> <tr> <td>Listed Companies:</td><td></td></tr> <tr> <td>Williamson Magor & Co. Ltd.</td><td></td></tr> <tr> <td>Eveready Industries India Ltd.</td><td>Nil</td></tr> <tr> <td>Unlisted Companies:</td><td></td></tr> <tr> <td>Balcock Borsig Ltd.</td><td></td></tr> </table>	Directorship	Committee Membership if any with position	Listed Companies:		Williamson Magor & Co. Ltd.		Eveready Industries India Ltd.	Nil	Unlisted Companies:		Balcock Borsig Ltd.	
Directorship	Committee Membership if any with position												
Listed Companies:													
Williamson Magor & Co. Ltd.													
Eveready Industries India Ltd.	Nil												
Unlisted Companies:													
Balcock Borsig Ltd.													
Shareholding in the Company	36,588 Shares of Rs. 5/- each.												

Name	Dr. Raghavachari Srinivasan																						
Date of Birth	30th May 1931																						
Qualification	Ph. D. (in Banking & Finance from Bombay University), CAIIB., FIB.																						
Expertise	Dr. R. Srinivasan has more than 40 years of experience in the banking industry. He holds a Doctorate in Banking from Bombay University and is an Associate & Fellow of Indian Institute of Banking & Finance. He held various positions in banks and retired as the Chairman and Managing Director of Bank of India. Prior to that he was CMD of New Bank of India which got merged with Punjab National Bank and Allahabad Bank. He was Chairman of Indian Banks Association for nearly four terms, a director of IDBI, Discount & Finance House of India and New India Assurance Co. Ltd. & ECGC. He was also on various high level Committees constituted by RBI.																						
Date of first appointment on the Board	Dr. Srinivasan was first appointed as a Director on the Board with effect from 11.03.2005 and was appointed as an Independent Director of the Company at the 16th Annual General Meeting of the Company, held on 23rd July 2014 to hold office upto the expiry of five consecutive years or the date of the 21st Annual General Meeting, whichever is earlier.																						
Number of Board Meetings attended	4 out of 4																						
Relationship with other Directors/KMP of the Company	Dr. Srinivasan is not related to any other Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013																						
Other Directorships, Membership/Chairmanship of Committees of other Boards of Indian Companies (as at 31.3.2018)	<table> <tr> <th>Directorship</th><th>Committee Membership if any with position</th></tr> <tr> <td>Listed Companies:</td><td></td></tr> <tr> <td>Graphite India Ltd.</td><td>Member – Audit Committee & Nomination & Remuneration Committee</td></tr> <tr> <td>Goldiam International Ltd.</td><td>Chairman – Corporate Social Responsibility Committee, Member – Audit Committee & Nomination & Remuneration Committee</td></tr> <tr> <td>Williamson Magor & Co. Ltd.</td><td>Chairman – Nomination & Remuneration Committee, Member – Audit Committee</td></tr> <tr> <td>J. Kumar Infraprojects Ltd.</td><td>Chairman – Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee</td></tr> <tr> <td>Unlisted Companies:</td><td></td></tr> <tr> <td>Nayamode Solutions Pvt. Ltd.</td><td>-</td></tr> <tr> <td>J. M. Financial Trustee Company Pvt. Ltd.</td><td>Member – Audit Committee</td></tr> <tr> <td>C. Krishniah Chetty Jewellers Pvt Ltd.</td><td>-</td></tr> <tr> <td>Goldiam Jewellery Ltd.</td><td>Member – Audit Committee & Nomination & Remuneration Committee</td></tr> </table>	Directorship	Committee Membership if any with position	Listed Companies:		Graphite India Ltd.	Member – Audit Committee & Nomination & Remuneration Committee	Goldiam International Ltd.	Chairman – Corporate Social Responsibility Committee, Member – Audit Committee & Nomination & Remuneration Committee	Williamson Magor & Co. Ltd.	Chairman – Nomination & Remuneration Committee, Member – Audit Committee	J. Kumar Infraprojects Ltd.	Chairman – Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee	Unlisted Companies:		Nayamode Solutions Pvt. Ltd.	-	J. M. Financial Trustee Company Pvt. Ltd.	Member – Audit Committee	C. Krishniah Chetty Jewellers Pvt Ltd.	-	Goldiam Jewellery Ltd.	Member – Audit Committee & Nomination & Remuneration Committee
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Shareholding in the Company	Nil																						

ROUTE MAP TO THE VENUE OF THE 20TH AGM OF MCLEOD RUSSEL INDIA LIMITED



 **Kalamandir**
48, Shakespeare Sarani, Kolkata 700017