



MCLEOD RUSSEL
Believe in tea

5th August, 2015

Mr. Padam Kumar Khaitan
3, Queens Park
Kolkata - 700019

Dear Mr. Khaitan,

Sub: APPOINTMENT AS NON – EXECUTIVE INDEPENDENT DIRECTOR
UNDER COMPANIES ACT, 2013

We write to inform you that your appointment as an Independent Director of the Company made by the Board of Directors at its meeting held on 31st March, 2015 for a period of 5 consecutive years with effect from 31st March, 2015 has been approved by the shareholders of the Company in terms of Sections 149, 150, 152 and Schedule IV to the Companies Act, 2013 ('the Act') by way of passing a resolution at their 17th Annual General Meeting held on 4th August, 2015.

As per the requirements of the Act and the Listing Agreement with the Stock Exchanges, the said appointment is being formalised through this Letter of Appointment.

TERM OF APPOINTMENT

In terms of the resolution passed at the aforesaid Annual General Meeting of the Company, you are to hold the office of an Independent Director for a consecutive period of five years with effect from 31st March, 2015 and upto 30th March, 2020. You will not be subject to retirement by rotation during your above term.

Further the tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the Companies Act, 2013 and Listing Agreement.

ROLE ON THE BOARD

As an Independent Director, you are expected to provide your expertise in Corporate Governance and legal issues concerning Company's business and contribute using your experience in the functioning of the Board and the Committees of the Board you are nominated for. In addition to routine Board Meetings, you should allow time for Committee Meetings, preparatory work and travel, and ensure that you are in a position to attend. You may be nominated on one or more Committees of the Board and in such event you will be provided with the relevant Committee's terms of Reference and specific responsibilities.

DUTIES AND RESPONSIBILITIES

The duties, responsibilities and liabilities that are attached to your appointment would be as per the applicable laws, Company Policies and the Articles of Association of the Company. The laws that currently govern the duties, responsibilities and liabilities of an Independent Director are the Companies Act, 2013, and the Listing Agreement with the Stock Exchanges, some of which are specifically outlined below. You will follow "the Code for Independent Director" as per Schedule IV to the Companies Act, 2013 and "Code of Conduct for Directors" as framed by the Board of Directors of the Company. You are required to make disclosure of your interest as per the requirements of Section 184 of the Act.

As an Independent Director, you may be held liable only in respect of such acts of omission or commission by the Company which had occurred with your knowledge attributable through Board process and with your consent or connivance or where you had not acted diligently.

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@mcleodrusssel.com Website : www.mcleodrusssel.com



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INDEPENDENCE

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'Independent' in accordance with the provisions of the Act, and the Listing Agreement with the Stock Exchanges. You are expected to continue to be qualified as 'Independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the Annual Report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

EVALUATION PROCESSES

Your Performance Evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of Non-Independent Directors and the Board as a whole and other Independent Directors.

CODE OF BUSINESS CONDUCT

You will follow the 'Code of Conduct' adopted for the Directors of the Company and furnish an annual affirmation of the same.

You will apply the highest standards of confidentiality, and not disclose to any person or Company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except for the compliance with any law or Court Order or with prior clearance from the Chairman of the Company.

PROHIBITION ON INSIDER TRADING

You will follow the provisions of the Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the requirements under the Act, and SEBI regulations, which inter alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Compliance Officer.

PROVISION FOR DIRECTORS AND OFFICERS LIABILITY INSURANCE, IF ANY

A Directors' and Officers' Liability Insurance Policy has been taken out by the Company.

REMUNERATION

You will be entitled to remuneration in accordance with the criteria, as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the limits approved by the Shareholders and the applicable legal provisions. You will also be entitled to fees for attending Meetings of the Board or Committee thereof either personally or through video conference. The remuneration and fee payable shall be subject to applicable tax deduction at source.

In addition to the above, you will be entitled to reimbursement of the expenses for participation in the Board and other Meetings, if any.

GENERAL

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Act, and Rules made thereunder and Corporate Governance requirements under the Listing Agreement, as mentioned from time to time.

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of India.



