



McLEOD RUSSEL

Believe in tea

Dear Members,

ABSTRACT OF TERMS OF RE-APPOINTMENT OF MANAGING DIRECTOR AND WHOLETIME DIRECTORS

The Board of Directors ("the Board") of your Company by its Resolution passed on 28th March 2014 has re-appointed Mr. A. Khaitan as the Managing Director and Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti as Wholetime Directors of the Company for a period of three years in each case with effect from 1st April 2014 at the remuneration approved by the Remuneration Committee. The abstracts of the terms of the aforesaid re-appointments are set out below:

Period:	Three years with effect from 1 st April 2014.
Remuneration:	<p>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/-.</p> <p>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/-.</p>
Bonus:	Equivalent to six months' salary in a year.
Allowances:	<p>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.</p> <p>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.</p> <p>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.</p>
Perquisites:	<p>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.</p> <p>Car: Company car with driver under the Company's Scheme applicable for senior executive staff of the Company.</p> <p>Medical: Reimbursement for self and family at actuals, including cost of medical insurance.</p> <p>Leave Travel Concession: For self and family as per applicable Rules of the Company.</p> <p>Leave Encashment: As per applicable Rules of the Company.</p> <p>Club Fees: Reimbursement of Club Fees as per applicable Rules of the Company.</p> <p>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.</p>
Retiral Benefits:	Contributions to the Provident Fund, Superannuation/Pension 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.
Leave:	Mr. A. Khaitan, Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti will be entitled to leave as per applicable Rules of the Company.
Nature of Duties:	<p>Mr. A. Khaitan shall have substantial power of management subject to the superintendence, control and direction of the Board.</p> <p>Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti shall perform such duties and exercise such powers which may from time to time be entrusted to or vested in each of them by the Board and/or the Managing Director.</p>
Sitting Fees:	The Managing Director and the Wholetime Directors shall not be entitled to any Sitting Fees for attending the Meetings of the Board of Directors or Committees thereof.

The re-appointment of and remuneration payable to Mr. A. Khaitan as the Managing Director and Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti as Wholetime Directors of the Company are subject to the approval of the Members in a General Meeting and applicable statutory provisions.

No Director of the Company excepting Mr. A. Khaitan himself and Mr. B.M. Khaitan and Mr. D. Khaitan being his relatives, may be deemed to be concerned or interested in the re-appointment of Mr. A. Khaitan as the Managing Director of the Company.

Mr. R. Takru, Mr. A. Monem and Mr. K. K. Baheti are concerned or interested in their respective re-appointment. No other Director of the Company is concerned or interested in the re-appointments of the aforesaid Directors as Wholetime Directors of the Company.

Kolkata,
Dated, 28th March 2014

By Order of the Board
McLEOD RUSSEL INDIA LIMITED
A.GUHA SARKAR
VICE PRESIDENT & COMPANY SECRETARY

