



McLEOD RUSSEL
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McLEOD RUSSEL INDIA LIMITED

CIN: L51109WB1998PLC087076

Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700001

Phone: 033-2210-1221, 2248-9434/35; Fax: 033-2248-8114, 2248-6265

E-mail: administrator@mcleodrussel.com, Website: www.mcleodrussel.com

NOTICE

Notice is hereby given that the Twenty-Seventh Annual General Meeting (AGM) of the Members of McLeod Russel India Limited will be held on **Friday, 26th September, 2025 at 12.30 p.m.**, Indian Standard Time (IST), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), to transact the following business:-

ORDINARY BUSINESS:

Item No. 1 – To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

Item No. 2 – To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Report of the Auditors thereon.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

Item No. 3 – Re-appointment of Mr. Amritanshu Khaitan, as a Director liable to retire by rotation.

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

"RESOLVED THAT Mr. Amritanshu Khaitan (DIN: 00213413), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

SPECIAL BUSINESS:

Item No. 4 – Appointment of Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Circulars issued thereunder from time to time and pursuant to recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s A K Labh & Co, Practicing Company Secretaries (Firm Registration Number: S1999WB026800), be and are hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 32nd AGM of the Company to be held in the year 2030, at such remuneration and on such terms and conditions as may be determined by the Board (including its committees thereof), in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Company Secretary or such other person authorised by the Board, be and is hereby authorised, severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

Item No. 5 – Re-appointment of Ms. Rupanjana De as a Non – Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company,

Ms. Rupanjana De (DIN: 01560140), who was appointed as an Independent Director of the Company for a term of three years upto 29th December 2025 and who is eligible for being re-appointed as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years, i.e. 30th December 2025 to 29th December 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No. 6 - Increasing the borrowing powers under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total outstanding amount so borrowed in excess of the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, shall not at any time exceed the limit by Rs. 3,200 Crores (Rupees Three Thousand Two Hundred Crores only) (both funded and non-funded) at any one point of time.

RESOLVED FURTHER THAT authority be and is hereby granted to issue short term and long term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed the aforesaid limit.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provision of the Act."

Item No. 7 - Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the members of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to create mortgage(s) and/or charge(s) and/or hypothecation(s) or other encumbrances, in addition to the mortgage(s)/charge(s)/ hypothecation(s) already created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and/or immovable assets of all kinds, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the whole or any part of the business and concern of the Company in certain events of default by the Company, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company and/or its subsidiary companies availed/to be availed by way of loan(s) (in foreign currency or Indian rupee) and securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company and/or its subsidiary companies, from time to time, subject to maximum amount of Rs. 3,200 Crores (Rupees Three Thousand Two Hundred Crores only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any change as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company and/or subsidiary companies in terms of loan agreement(s), heads of

agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and/or subsidiary companies and the lender(s) / agent(s) / trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof duly empowered and the lender(s) / agent(s) / trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers and agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgage/charge as aforesaid."

Item No. 8 - Ratification of the remuneration payable to the Cost Auditors in respect of the financial year ending 31st March, 2026.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors Rules), 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors namely, M/s. Mani & Co, M/s. SPK Associates and M/s. 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, 2026, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified."

By Order of the Board

McLEOD RUSSEL INDIA LIMITED

ALOK KUMAR SAMANT

Company Secretary

M No. F9347

Place: Kolkata
Date: 14th August 2025

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Item Nos. 4 - 8 of the accompanying Notice is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (AGM) are also annexed.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the AGM virtually, without physical attendance of Members at the AGM venue to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. In compliance with the provisions of the Act, SEBI Listing Regulations, Secretarial Standards on General Meeting and MCA Circulars, the 27th Annual General Meeting of the Company is being held through VC/ OAVM on Friday, 26th September 2025 at 12.30 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700001.
4. The Notice convening the AGM along with the Integrated Annual Report for Financial Year (FY) 2024-25 is being sent through electronic mode to those members whose email address is registered with the Company/Depositories, unless a member has specifically requested for a physical copy of the same. In accordance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/Depositories, providing a web-link for accessing the Annual Report 2024-25. Members may kindly note that the Notice convening this AGM and the Integrated Annual Report for FY 2024-25 will also be available on the website of the Company at www.mcleodrussel.com and can also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at www.bseindia.com, www.nseindia.com and www.cseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id, Cut-off date for e-voting, Record Date for payment of dividend, etc.
5. 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 with the Depository through Depository Participant(s). The Forms can be obtained from the Company/RTA or from the Website of

the Ministry of Corporate Affairs at www.mca.gov.in.

In respect of shares held in physical form, members may register their email id by writing to the Company's RTA, Maheshwari Datamatics & Private Limited having office at 23 R. N. Mukherjee Road, 5th Floor, Kolkata - 700001.

However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at investors@mcleodrussel.com, in case they wish to obtain the same.

6. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Since this AGM is being held through VC/OAVM physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.

7. Pursuant to Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail at evoting@nsdl.com with a copy marked to evoting@nsdl.com
8. The members can join the 27th AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 27th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, Scrutinizer and others who are allowed to attend the AGM without restriction on account of first come first serve basis.
9. Pursuant to the above mentioned circulars, physical attendance of the Members is not required at the AGM, and the attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
11. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/login> and the same can also be accessed through the Company's Website at <https://www.mcleodrussel.com/investors/sebi-online-dispute-resolution.aspx>

12. IEPF related Information

I. Unclaimed Dividend:

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2016-17, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in. Members who have not encashed the dividend warrant(s), so far for the financial year ended 31st March 2018, or any subsequent financial years are requested to make their claim to the Company at its Registered Office. The details of unpaid and unclaimed dividends lying with the Company as on 31st March 2025 are available on the website of the Company www.mcleodrussel.com.

II. Transfer of Unclaimed Shares:

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended, the Company has during the year transferred to the IEPF Authority 1,58,566 (One Lakh Fifty Eight Thousand Five Hundred Sixty Six) equity shares w.r.t. financial year 2016-17 in respect of which dividend has remained unpaid/unclaimed for 7 (seven) consecutive years or more, within stipulated timelines. Details of shares so far transferred to IEPF Authority have been uploaded on the website of the Company www.mcleodrussel.com. The said details have also been uploaded on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in.

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

13. Dematerialisation of Shareholding

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

14. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

15. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that with effect from April 01, 2024 dividend, if any, shall be paid to shareholders holding shares in physical form only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, choice of nomination, contact details, mobile no. complete bank details and specimen signatures are registered.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.mcleodrussel.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.

The above Investor Service Request Forms (ISR) are available at RTA's website at <https://www.mdpl.in/downloads.php>

16. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
17. Members are requested to contact the Company's Registrar & Share Transfer Agents, Maheshwari Datamatics Private Limited, contact person Mr. S K. Chaubey, [Phone: (033) 22482248 / 22435029, Email ID: mdpldc@yahoo.com], for reply to their queries/redressal of complaints, if any, or contact Mr. Alok Kumar Samant, Company Secretary of the Company at the Registered Office of the Company [Phone:(033)22101221; Email: investors@mcleodrussel.com]

18. Consolidation of Multiple Folios

Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022.

19. New Certificates

Members who have not yet surrendered their old Share Certificate(s) for exchange with new Certificate(s) bearing hologram, logo and barcoding are requested to surrender the same to the Company's Registrar and Share Transfer Agents.

20. Inspection by Members

All relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the 27th AGM. Members seeking to inspect such documents can send an email to investors@mcleodrussel.com.

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

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

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 22nd September 2025 at 09.00 A.M. and ends on Thursday, 25th September 2025 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 19th September 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 19th September 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and will also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at aklabhcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@mcleodrussel.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@mcleodrussel.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@mcleodrussel.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@mcleodrussel.com on or before Friday, 19th September 2025 by 10.30 a.m. IST. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

OTHER INFORMATION FOR MEMBERS

1. Scrutiniser:

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

2. Declaration of Results:

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

The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.mcleodrussel.com and on the website of NDSL www.evoting.nsdl.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM i.e. Friday, 26th September 2025.

3. Route Map:

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI LISTING REGULATIONS.

Item No. 4

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), a listed entity shall appoint or reappoint on the basis of the recommendation of the Board of Directors, an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting.

M/s. A K Labh & Co. Practicing Company Secretaries (Firm Registration Number: S1999WB026800) are currently the Secretarial Auditors of the Company and as per Regulation 24A (1C) of the Listing Regulations, any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure.

Accordingly, pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 14th August 2025, have approved the appointment of M/s. A. K. Labh & Co., Practicing Company Secretaries (Firm Registration Number: S1999WB026800), as the Secretarial Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this AGM till the conclusion of the 32nd AGM to be held in the year 2030.

M/s. A. K. Labh & Co have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the limits specified by the Institute of Company Secretaries of India. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors and are in compliance with independence requirements as prescribed under the Auditing Standards issued by the Institute of Company Secretaries of India, and other applicable rules and regulations.

M/s A. K. Labh & Co. is associated with number of business houses in private sector as well as few of the organizations in public sector as Corporate Consultants rendering exclusive qualitative professional services to the clients to cater their need and demand of changing corporate world through unique modernized infrastructural set-up and competent staffs in Kolkata and associates throughout the country from past 17 years. The firm is empanelled as Peer Reviewer by the Peer Review Board of ICSI. Mr. A. K. Labh, proprietor of M/s A.K. Labh & Co. possesses vast experience of more than 20 years in Company Law SEBI and Capital Market as well as corporate restructuring and business planning. The firm provides services relating to advisory, company related matters, audit/certification, Corporate Governance, Secretarial Matters, NCLT Matters and matters related to Stock Exchange etc.

The proposed remuneration payable to M/s. A. K. Labh & Co for secretarial audit services will be in the range of Rs. 2,00,000/- per financial year plus out of pocket expenses. Revision, if any, to the fees for subsequent year(s) of their term, shall be approved by the Board of Directors of the Company (including its Committee(s) thereof), as may be required from time to time.

Further, the Company may obtain certifications and avail other permissible services under statutory regulations from M/s. A. K. Labh & Co, as may be required from time to time. The remuneration for certifications and other permissible services will be paid on mutually agreed terms.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution as set out in Item No. 4 for approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 5

The Members of the Company had approved the appointment of Ms. Rupanjana De as a Non - Executive Independent Director through Postal Ballot dated 31st March 2023 for a term of three consecutive years from 30th December 2022 to 29th December 2025, pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI Listing Regulations. Her first term will be coming to an end on 29th December 2025.

The Nomination and Remuneration Committee (NRC) after considering the performance evaluation of Ms. Rupanjana De during her first term of 3 (three) years and considering her knowledge, acumen, expertise, substantial contribution and time

commitment, has recommended to the Board her reappointment for a second term of 3 (Three) years w.e.f 30th December 2025. The NRC has considered her diverse skills, leadership traits, expertise in Company Law and Management, Corporate Governance, Legal Compliance, Corporate Sustainability, Corporate Social Responsibility and Quality Control, among others, as some of the capabilities required for this role.

In view of the above, the NRC and the Board are of the view that Ms. De possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence, it is desirable to re-appoint her as an independent director. Based on the recommendation of the NRC, the Board, recommended the re-appointment of Ms. Rupanjana De as an independent director, for a second term of three consecutive years, i.e. 30th December 2025 to 29th December 2028 (both days inclusive), not liable to retire by rotation.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

Ms. De is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company.

The Company has also received declaration from Ms. De that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Ms. De fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management. In connection with the above, a notice in writing in the prescribed manner as required under Section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Ms. De for the office of the director.

The copy of draft letter of appointment setting out the terms and conditions of her appointment is available electronically for inspection by the Members.

Brief profile and other requisite details including Directorships and Committee positions of Ms. De is laid down in the annexure forming part of this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. De is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in item 5 of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Ms. De as an Independent Director in the interest of the Company and recommends the special resolution set out at Item No. 5 of the Notice for approval by members.

Item No. 6 & 7

In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013(the "Act"), the Board of Directors of the Company cannot borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the paid-up capital, free reserves and securities premium of the Company without approval of members of the Company by way of Special Resolution.

The short term and working capital credit facilities earlier availed by the Company from the Bankers in the ordinary course of business of the Company were excluded for the purpose of computing the limit available under Section 180(1)(c) of the Act. Due to prevalent financial position of the tea industry, the Company has not been able to service the interest to its bankers on its borrowings so availed in the earlier years. The Company also could not pay the interest on its Inter Corporate borrowings.

During the year, although most of the lenders have assigned their loan-exposures in favour of Asset Reconstruction Company (ARC) and your company is trying to do debt-resolution with the ARC and other lenders, in the interim the sum total of existing borrowings and accrued interest liability may exceed the limit of Rs 2500 Crore earlier approved by members.

Considering the fact that the existing borrowings along with the accrued interest may exceed the present limit of Rs 2500 Crore, as an interim measure the company is required to increase the limits prescribed under Section 180(1)(c) of the Companies Act 2013 upto Rs 3,200 Crore (Rupees Three Thousand Two Hundred Crore only) and accordingly create security or charge on assets of the company upto the enhanced limit as above if required.

Hence, the Board of Directors recommends the resolution set out in Item No. 6 & 7 for approval of the Members by way of Special Resolution.

None of the Directors and key managerial personnel or their respective relatives are concerned or interested, financial or otherwise in the proposed Special Resolution except to the extent of their shareholding in the Company.

Item No. 8

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 29th May 2025 appointed M/s. Mani & Co., M/s. SPK Associates and M/s. DGM & Associates, Cost Accountants, as Cost Auditors of the Company for the financial year ending on 31st March 2026 on the recommendation of the Audit Committee of the Board ('the Audit Committee'). The Board has also designated M/s. Mani & Co. as the Lead Cost Auditor. The Board, in terms of the Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, approved the remuneration of the Cost Auditors as recommended by the Audit Committee, which is subject to ratification by the Members of the Company.

The remuneration fixed by the Board is as under:

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

In addition to above, the Cost Auditors will be reimbursed out of pocket expenses as may be incurred by them on actual basis. The Resolution set out in Item No. 8 of the convening Notice is to be considered accordingly and the Board recommends the same for your approval.

None of the Directors or any Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

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

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

Name of Director	MR. AMRITANSHU KHAITAN	MS. RUPANJANA DE
DIN	00213413	01560140
Date of Birth/Age	7 th November, 1982/42 years	04 th July 1975 / 50 Years
Qualification	MBA (London Business School)	FCS, LL.M, M.A.(Eco), EMLE
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 a Committee Member of Indian Chamber of Commerce, Kolkata.	Ms. Rupanjana De is a Fellow Member of the Institute of Company Secretaries of India (ICSI) and an ex-Council Member of EIRC of ICSI. She is a triple Master Degree holder. Ms. De has a hands-on expertise in Company Law and Management, Corporate Governance, Legal Compliance, Corporate Sustainability, Corporate Social Responsibility and Quality Control. She has also been faculty and speaker at various forums viz. ICSI, The Indian Chamber of Commerce, Institution of Engineers (India). She has authored a number of articles on Corporate Governance, Insurance market & products and Renewable Energy Technology in both Indian publications and International journals.
Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> ● Kilburn Engineering Limited ● Indian Chamber of Commerce and Calcutta ● Preferred Consumer Products Private Limited ● Monga Strayfield Private Limited ● Calcutta Tea Chest & Fibre Limited ● Majerhat Estates and Developers Limited 	<ul style="list-style-type: none"> ● Visa Steel Limited – Resigned w.e.f. 26.08.2023 ● Assam Carbon Products Limited – Resigned w.e.f. 31.03.2025 ● Neo Metaliks Limited ● Hiranmayee Energy Limited – Resigned w.e.f. 19.03.2023 ● Afield Touriosity Private Limited ● Bengal Shelter Housing Development Limited – Resigned w.e.f. 31.03.2025 ● Nandi Resources Generation Technology Pvt Ltd ● Envert Agro and Food Private Limited ● Envert E-vehicles Private Limited – Resigned w.e.f. 06.03.2025 ● Sastasundar Healthbuddy Limited ● Sastasundar Ventures Limited ● Anmol Industries Limited ● Websol Energy System Limited (Appointed w.e.f. 31.07.2025)

Committee Memberships, if any, with position	Member of CSR Committee of Kilburn Engineering Limited	<ul style="list-style-type: none"> ● Anmol Industries Limited – Member of Audit Committee (AC), Chairperson of Nomination and Remuneration Committee (NRC) and Corporate Social Responsibility Committee (CSR) ● Neo Metalliks Limited – Member of AC and NRC and Chairperson of CSR ● Sastasundar Healthbuddy Limited – Member of AC, NRC and CSR ● Sastasundar Ventures Limited – Chairperson of AC and Member of NRC and SRC. ● Websol Energy System Limited – Member of AC and NRC
Date of first appointment on the Board	31.03.2015	30.12.2022
Terms and conditions of appointment or re-appointment	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.	As mentioned in the explanatory statement.
Remuneration last drawn(Rs.) (During FY 2024-25)	Refer Corporate Governance Report	Refer Corporate Governance Report
Number of Board Meetings attended	4 out of 4	4 out of 4
Relationship with other Directors /KMP of the Company	Mr. Aditya Khaitan, Managing Director is the uncle of Mr. Amritanshu Khaitan.	None
Shareholding in the Company	15,000 Equity Shares of Rs.5/- each	Nil

