

McLEOD RUSSEL INDIA LIMITED

CIN No: L51109WB1998PLC087076

4, Mangoe Lane, Kolkata – 700001

Email- administrator@mcleodrussel.com

Phone: 033-2210-1221, Fax-033-2248-3683

Website: www.mcleodrussel.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the **Act**') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the **Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively the '**MCA Circulars**'), that the Resolution as set out hereunder is proposed for approval by the Members of the Company as a Special Resolution by means of Postal Ballot by voting through electronic means ('remote e-voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('**Notice**').

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.mcleodrussel.com

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Saturday, 28th January 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Sanjay Ginodia (DIN: 07781746) as an Independent Director of the Company

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

“RESOLVED THAT Mr. Sanjay Ginodia (DIN: 07781746) who was appointed as an Additional Director (Non – Executive Independent) of the Company with effect from 14th November, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) and Article 100 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended and the Articles of Association of the Company, Mr. Sanjay Ginodia (DIN: 07781746), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a consecutive period of 5(five) years commencing from 14th November, 2022 to 13th November, 2027.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as may be necessary to give effect to this resolution.”

By order of the Board
For McLeod Russel India Ltd.

Sd/-

Alok Kumar Samant
Company Secretary
M.No. F9347

Place: Kolkata
Dated: 18th December 2022

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

Notes:

- (1) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
- (2) in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Maheshwari Datamatics Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on Friday, 23rd December, 2022 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 23rd December, 2022.
- (3) Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

- (4) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (5) Members may please note that the Postal Ballot Notice will also be available on the Company's website at: www.mcleodrussel.com, or from the website of NSDL www.evoting.nsdl.com. Copy will also be available on the websites of the Stock Exchanges 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.cse-india.com and on the website of Maheshwari Datamatics Private Ltd. ("Registrar and Transfer Agents") at: <http://www.mdpl.in>.
- (6) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their

Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Ltd., 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001; Tel. No.: 033 22435029 / 22482248; Fax No.: 033 22484787; E-Mail: mdpldc@yahoo.com.

- (7) E-voting period commences at 9:00 AM IST on **Friday, 30th December, 2022** and ends at 5:00 PM IST on **Saturday, 28th January, 2023**. Shareholders are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 PM IST on **Saturday, 28th January, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
- (8) Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to alok.samant@mcleodrussel.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period **Friday, 30th December, 2022** to **Saturday, 28th January, 2023**.
- (9) The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practising Company Secretary (Membership No. FCS 4848) as the Scrutinizer, for conducting the Postal Ballot voting process including e-voting in a fair and transparent manner.
- (10) The Scrutinizer will submit his report to the Chairman and Managing Director of the Company any other person authorised by him after the completion of scrutiny, and the result of voting by postal ballot through the e-voting process will be announced by the Chairman or any such person authorized by him on or before **Monday, 30th January, 2023**. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, 28th January, 2023** i.e. the last date specified for receipt of votes through the e-voting process.
- (11) The declared results along with the Scrutiniser Report shall be placed on the Company's website www.mcleodrussel.com and on the website of NSDL www.evoting.nsdl.com immediately after the results is declared by the Chairman or any other person authorised by him, and the same shall be communicated to the Stock Exchanges 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.cse-india.com, where the equity shares of the Company are listed. The results shall be displayed on the notice board at the registered office of the Company.
- (12) The Resolution if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, 23rd January 2023.

General Information and Instructions relating to remote e-voting is provided below:-

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 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"><li data-bbox="597 905 1356 1373">1. 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.<li data-bbox="597 1415 1356 1556">2. 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.jsp<li data-bbox="597 1598 1356 1883">3. 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

	<p>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.</p> <p>4. 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; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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>
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method 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.co.in 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 on NSDL e-Voting system.](#)

[How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

[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 administrator@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 administrator@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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing the details mentioned in Point (1) or (2) as the case may be.
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.

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 to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Appointment of Mr. Sanjay Ginodia (DIN: 07781746) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee (“NRC”), the Board of Directors at its meeting held on 14th November, 2022, appointed Mr. Sanjay Ginodia (DIN: 07781746) as an Additional Director (Non – Executive Independent) of the Company with effect from 14th November, 2022 pursuant to provision of section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 100 of the Articles of Association of the Company.

Mr. Sanjay Ginodia, aged 53 years, B.A. LLB (Hons) and is a Member of the Bar Council of West Bengal. Mr. Ginodia is a senior partner at R. Ginodia & Co.(Law Firm), associated since 1998 and heads the firms highly regarded Litigation & Dispute Resolution Practice. He has over 24 years of experience in handling complex, high value civil, commercial and criminal litigations. He has a highly successful track record in Litigation & Arbitration matters, before diverse forums such as Hon’ble Supreme Court of India, the Hon’ble High Court of Calcutta, the National Company Law Tribunal, National Company Law Appellate Tribunal, Arbitral Tribunals, Debt Recovery Tribunals, National Green Tribunal, and the commercial, Civil and Criminal Courts in West Bengal.

The Board of Directors at its meeting held on 14th November, 2022, as per the recommendations of the NRC also appointed Mr. Ginodia as an Independent Director, not liable to retire by rotation, for a consecutive period of 5(five) years commencing from 14th November, 2022 to 13th November, 2027, subject to the approval by the Members of the Company.

Mr. Sanjay Ginodia is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“**the Act**”) and has given his consent to act as a Director. The Company has also received declaration from Mr. Ginodia confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“**SEBI**”) or any such authority.

The Company has received notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Sanjay Ginodia for the office of a Director of the Company.

In the opinion of the Board, Mr. Sanjay Ginodia fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Ginodia is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. In view of these, appointment of Mr. Ginodia as an Independent Director is in the interest of the Company.

As per Sections 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Sanjay Ginodia as an Independent Director of the Company.

Details of Mr. Sanjay Ginodia, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice. Mr. Ginodia shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Act.

Draft of the letter of appointment to be issued to Mr. Ginodia setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to alok.samant@mcleodrussel.com.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Sanjay Ginodia, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board commends this special resolution for approval by the Members.

By order of the Board
For McLeod Russel India Ltd.

Sd/-
Alok Kumar Samant
Company Secretary
M.No. F9347

Place: Kolkata
Dated: 18th December 2022

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

ANNEXURE

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, the details of the Director proposed to be appointed through Postal Ballot process are given below:

Name	:	Mr. Sanjay Ginodia
DIN	:	07781746
Date of Birth	:	01 st January 1969
Age	:	53 years
Qualification	:	<ul style="list-style-type: none">➤ B.A. L.L.B.(Hons.)➤ Member of the Bar Council of West Bengal
Expertise	:	<p>Mr. Sanjay Ginodia is a Member of the Bar Council of West Bengal and is a senior partner at R. Ginodia & Co.(Law Firm), associated since 1998 and heads the firms highly regarded Litigation & Dispute Resolution Practice.</p> <p>He has over 24 years of experience in handling complex, high value civil, commercial and criminal litigations. He has a highly successful track record in Litigation & Arbitration matters, before diverse forums such as Hon'ble Supreme Court of India, the Hon'ble High Court of Calcutta, the National Company Law Tribunal, National Company Law Appellate Tribunal, Arbitral Tribunals, Debt Recovery Tribunals, National Green Tribunal, and the commercial, Civil and Criminal Courts in West Bengal.</p>
Date of first appointment on the Board	:	14 th November 2022
Number of Board Meetings attended	:	None
Remuneration sought to be paid	:	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Act.
Relationship with other Directors /KMP of the Company	:	None
List of Other Companies in which Directorship held	:	Nil (only Partner at R. Ginodia & Co. LLP)

*Committee Memberships, if any, with position.	:	Nil
Terms and Conditions of Appointment	:	As mentioned in the explanatory statement
Resignation from the directorship of the listed companies in the past three years	:	NIL
Shareholding in the Company	:	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	:	As per the explanatory statement attached hereto
Past or present directorship held in Group Companies of MRIL	:	Nil