



McLEOD RUSSEL
Believe in tea

December 24, 2018

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

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

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

Dear Sir/ Madam,

ISIN: INE942G01012 / Company Code (Physical): 541485

Sub: Buyback of equity shares of face value of Rs. 5/- each ("Equity Shares") by McLeod Russel India Limited (the "Company") from the open market through stock exchanges ("Buyback") in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended.

This is in reference to the buyback undertaken by the Company for an amount not exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crore only) (the "**Maximum Buyback Size**"), and at a price not exceeding ₹ 210/- (Rupees Two Hundred Ten only) per Equity Share ("**Maximum Buyback Price**") from the open market through stock exchanges ("**Buyback**") in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("**Buyback Regulations**"). The Maximum Buyback Size represents 8.41% of the aggregate of the Company's paid-up Equity Share capital and free reserves based on the standalone audited financial statements of the Company as at March 31, 2018 (being the latest available audited financial statements of the Company).

During the course of the Buyback, for the month ended December 30, 2018, the Company has extinguished 906,257 (Nine Lakhs Six Thousand Two Hundred Fifty Seven) Equity Shares (in dematerialized form) and in accordance with Regulation 12 (2) of the Buyback Regulations, the said 906,257 Equity Shares held in demat form have been extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended, during the month of December, 2018.

Consequently, the issued, subscribed and paid-up equity capital of the Company stands reduced to Rs. 5,222.79 Lakhs, as shown below:

S.No.	Particulars	No. of Equity Shares	Equity Share Capital (In Rupees Lakhs)
1.	Issued, Subscribed and fully paid-up Equity Share capital (Prior to Buyback)	10,94,55,735	5,472.79
2.	Equity Shares (Demat) extinguished via corporate actions executed on 4 th December 2018, 18 th December 2018 and 20 th December 2018	906,257	45.31
3.	Total Equity Shares (Demat) extinguished till December 20, 2018 (including extinguishment in July 2018, August 2018, September 2018, October 2018, November 2018)	50,00,000	250.00

Registered Office :

McLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076

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

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

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



A Williamson Magor Group Enterprise



S.No.	Particulars	No. of Equity Shares	Equity Share Capital (In Rupees Lakhs)
4.	Total Equity Shares (Physical) extinguishment till 20 th December 2018	Nil	Nil
5.	Issued, Subscribed and fully paid-up Equity Share capital (Post extinguishment) as on December 21, 2018	10,44,55,735	5,222.79

Further, we confirm that the extinguishment of 50,00,000 equity shares (in demat) accepted pursuant to the Buyback Offer have been extinguished in compliance with, and according to the provisions of Regulation 16 read with sub regulation 1 and 2 of Regulation 12 of Securities and Exchange Board of India (Buyback of Securities), 1998, and Securities and Exchange Board of India (Depository and Participants) Regulations 1996 and the bye laws framed thereunder.

We are enclosing herewith the following documents:

1. Debit confirmation letters dated December 05, 2018, December 19, 2018 and December 21, 2018 issued by Central Depository Services (India) Limited;
2. Certificate of Extinguishment of Equity Shares dated December 24, 2018 issued by the Company
3. Certificate of Extinguishment of Equity Shares dated December 24, 2018 issued by the Registrar and Transfer Agent.
4. Certificate of Extinguishment of Equity Shares dated December 24, 2018 issued by the Statutory Auditor

This is for your information and record.

Thanking you,

Yours faithfully,

MCLEOD RUSSEL INDIA LIMITED


(K. K. BAHETI)
WHOLE TIME DIRECTOR



Encl: As above



McLEOD RUSSEL
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Date: 24th December, 2018

To,

The Securities and Exchange Board of India

Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051, India

Dear Sir/Madam,

Sub: Certificate of Extinguishment for the Buyback of equity shares of face value of Rs. 5 each ("Equity Shares") by McLeod Russel India Limited (the "Company") from the open market through stock exchanges ("Buyback") in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations")

This is reference to the buyback undertaken by the Company for an amount not exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crore only) (the "**Maximum Buyback Size**"), and at a price not exceeding ₹ 210/- (Rupees Two Hundred Ten only) per Equity Share ("**Maximum Buyback Price**") from the open market through stock exchanges ("Buyback") in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations"). The Maximum Buyback Size represents 8.41% of the aggregate of the Company's paid-up Equity Share capital and free reserves based on the standalone audited financial statements of the Company as at March 31, 2018 (being the latest available audited financial statements of the Company). In accordance with the provisions of the Buyback Regulations, please find enclosed herewith the following Certificates of Extinguishment of 906,257 Equity Shares:

1. Certificate of Extinguishment of Equity Shares dated 24th December, 2018 from the Company duly signed by Mr. Aditya Khaitan (Vice Chairman and Managing Director) and Mr. K. K. Baheti (Whole-time Director) (*enclosed herewith as Annexure A*).
2. Certificate of Extinguishment of Equity Shares dated 24th December, 2018 duly signed by Maheshwari Datamatics Private Limited, Registrar to the Buyback (*enclosed herewith as Annexure B*).



Registered Office :

McLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2210-1221, 2248-9434 / 35, FAX : 91-33-2248-8114 / 6265
E-mail : administrator@mcleodrussel.com Website : www.mcleodrussel.com



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3. Certificate of Extinguishment of Equity Shares dated 24th December, 2018 duly signed by the Statutory Auditors of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (*enclosed herewith as Annexure C*).

We are also enclosing copies of debit confirmation letters dated 05-Dec-18, 19-Dec-18 and 21-Dec-18 issued by Central Depository Services (India) Limited.

This is for your information and record.

Thanking you,
Yours sincerely,

MCLEOD RUSSEL INDIA LIMITED



K. K. BAHETI
WHOLETIME DIRECTOR



Place: Kolkata

Cc:

Ambit Capital Private Limited
Ambit House,
449, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013



MCLEOD RUSSEL
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Annexure A

STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY MCLEOD RUSSEL INDIA LIMITED (the "Company")

Sub: Buyback of equity shares of face value of Rs. 5 each ("Equity Shares") by McLeod Russel India Limited (the "Company") from the open market through stock exchanges ("Buyback") in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations")

Pursuant to the Public Announcement ("PA") dated 7 June, 2018, the Company commenced the buyback of the equity shares from the open market through stock exchange mechanism from 19 June, 2018. The following are the details of the Equity Shares so bought back and extinguished in the month of December, 2018.

A. SHARES IN DEMATERIALIZED FORM

Name of Depository	DP Name and DP ID	Company's Account No.	CDSL Reference No	Date of Extinguishment	No. of Equity Shares Extinguished
Central Depository Services Limited (CDSL)	Ambit Capital Private Limited 12047500	00023350	CDSL/OPS/IPO-CA/2018-19/CA-322630.014	4 th December, 2018	94,572
			CDSL/OPS/IPO-CA/2018-19/CA-322630.015	18 th December, 2018	506,164
			CDSL/OPS/IPO-CA/2018-19/CA-322630.016	20 th December, 2018	305,521
		TOTAL			906,257



Registered Office :

MCLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076

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

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

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



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B. SHARES IN PHYSICAL FORM

Sr. No.	Date of extinguishment	Folio No.	No. of Equity Shares	Certificate Nos.	Distinctive Nos.
1.	Nil	Nil	Nil	Nil	Nil
Total			Nil		

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B) : 906,257

It is certified that the above Equity Shares of McLeod Russel India Limited were extinguished in compliance with, and according to the provisions of sub regulation 1 and 2 of Regulation 12 of Securities and Exchange Board of India (Buyback of Securities), 1998, and Securities and Exchange Board of India (Depository and Participants) Regulations 1996 and the bye laws framed thereunder.

D. No physical shares were bought back during the Buyback, therefore no physical share certificates were extinguished and destroyed in the Buyback

E. RECONCILIATION OF EQUITY SHARE CAPITAL OF THE COMPANY (PRE AND POST EXTINGUISHMENT) IS AS FOLLOWS:

S.No.	Particulars	No. of Equity Shares	Equity Share Capital (In Rupees Lakhs)
1.	Issued Equity Share capital (Prior to Buyback)	10,94,55,735	5,472.79
2.	Subscribed and fully paid-up Equity Share capital (Prior to Buyback)	10,94,55,735	5,472.79
3.	Equity Shares (Demat) extinguished via corporate actions executed on 4 th December 2018, 18 th December 2018 and 20 th December 2018	906,257	45.31
4.	Total Equity Shares (Demat) extinguished till December 20, 2018 (including extinguishment in July 2018, August 2018, September 2018, October 2018, November 2018)	50,00,000	250.00



Alankar

Shrivastava

S.No.	Particulars	No. of Equity Shares	Equity Share Capital (In Rupees Lakhs)
5.	Total Equity Shares (Physical) extinguishment till 20 th December 2018	Nil	Nil
6.	Issued Equity Share capital (Post extinguishment) as on December 21, 2018	10,44,55,735	5,222.79
7.	Subscribed and fully paid-up Equity Share capital (Post extinguishment) as on December 21, 2018	10,44,55,735	5,222.79

Thanking you,

Yours sincerely,

McLeod Russel India Limited





Aditya Khaitan
Vice Chairman and Managing Director

K. K. Baheti
Whole-time Director

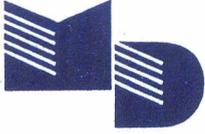
Place: Kolkata
Date: 24th December, 2018

For Maheshwari Datamatics Private Limited



Name: **VINAY KUMAR**
Designation: **Vice President**
Authorised Signatory





MAHESHWARI DATAMATICS PVT. LTD.



Regd. Office : 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001 | Phone : 2248-2248, 2243-5029, 2231-6839
Fax : (033) 2248-4787, E-mail : info@mdpl.in, mdpldc@yahoo.com, Website : www.mdpl.in
CIN : U20221WB1982PTC034886

Annexure B

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES

Sub: Buyback of equity shares of face value of Rs. 5 each ("Equity Shares") by McLeod Russel India Limited (the "Company") from the open market through stock exchanges ("Buyback") in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations")

We, Maheshwari Datamatics Private Limited, Registrar to the Buyback have verified the details of the Equity Shares bought back and the extinguishment of Equity Shares mentioned in the Annexure - A and found the same to be in accordance with the Buyback Regulations.

This certificate is being issued in compliance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of Buyback Regulations read with Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended).

Thanking you,

Yours sincerely,
For Maheshwari Datamatics Pvt Ltd

(S. Rajagopal)
(Vice President)

Place: Kolkata
Date: 24th December, 2018



Ref: AB/95

To,
The Board of Directors,
McLeod Russel India Limited
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata -700 001
India

AUDITOR'S CERTIFICATE WITH RESPECT TO EXTINGUISHMENT OF 906,257 EQUITY SHARES OF Rs. 5 EACH ("EQUITY SHARES") BOUGHT BACK BY MCLEOD RUSSEL INDIA LIMITED ("THE COMPANY") IN THE MONTH OF DECEMBER, 2018 (TILL 20 DECEMBER, 2018. THE BUYBACK HAS BEEN CLOSED ON 18 DECEMBER, 2018 AS INTIMATED TO THE SECRETARY OF BSE LIMITED, NATIONAL STOCK EXCHANGE OF INDIA LIMITED, CALCUTTA STOCK EXCHANGE LIMITED VIDE LETTER DATED 18 DECEMBER, 2018) ALONG WITH THE RECONCILIATION OF EQUITY SHARES OF THE COMPANY PRE AND POST EXTINGUISHMENT AS ON 21 DECEMBER, 2018.

1. This certificate is issued in accordance with the terms of our engagement letter dated 1 August, 2018.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), the statutory auditors of the Company, having its registered office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001, for the purpose of issuing this certificate have verified the particulars contained in the attached "Statement of Extinguishment of Equity Shares bought back by McLeod Russel India Limited" (the "Statement"), prepared by the Company based on confirmation received from the Company's Registrar and Transfer Agents - Maheshwari Datamatics Private Limited, which we have initialed for identification purpose only.
3. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate for submission to the Securities and Exchange Board of India ("SEBI") as per the sub-regulation 1 and 2 of Regulation 12 set out in the SEBI (Buy back of Securities) Regulations, 1998 ("**Buyback Regulations**")

Management's Responsibility for the Statement

4. The Management of the Company is responsible for the preparation of the said Statement and the maintenance of relevant records and documents including obtaining confirmation from Central Depository Services Limited ("CDSL") for extinguishment of 906,257 shares in dematerialised form and also for the equity share reconciliation of the company pre and post extinguishment.

Auditor's Responsibility

5. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents maintained and obtained by the Company and furnished to us for the purpose.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, which include concept of test checks and materiality. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our verification, as stated above, and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and extinguishment is in compliance and in accordance with the provisions of sub-regulation 1 and 2 of Regulation 12 of the Securities and Exchange Board of India (Buy Back of Securities) Regulation, 1998 and Securities and Exchange Board of India (Depository and Participants) Regulation, 1996, and the by-laws framed thereunder.



Restriction on Use

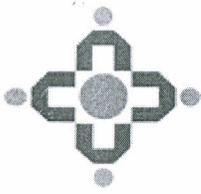
9. This certificate is solely for the purpose of submission to SEBI in terms of the aforesaid Regulations and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

KOLKATA, 24 December, 2018

For Deloitte Haskins & Sells LLP
Chartered Accountants
(ICAI Registration No. 117366W/W-100018)


Arunabha Bhattacharya
Partner
Membership No. 054110





Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2018-19/CA-322630.014

December 05, 2018

The Company Secretary,
McLeod Russel India Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata, West Bengal,
India - 700001

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
322630.014	Debit ISIN INE942G01012	McLeod Russel India Limited - Equity Shares	04-Dec-2018	1	94572

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Vinifer T Kodia
Sr. Manager – Operations

c.c Maheshwari Datamatics Pvt. Limited

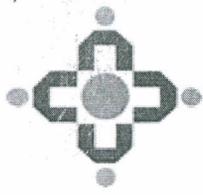


Digitally signed by Vinifer Tehmton Kodia
Date: 2018.12.05 11:25:20 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : www.cdslindia.com



Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2018-19/CA-322630.015

December 19, 2018

**The Company Secretary,
Mcleod Russel India Limited**
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata, West Bangal,
India - 700001

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
322630.015	Debit ISIN INE942G01012	Mcleod Russel India Limited - Equity Shares	18-Dec-2018	1	506164

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Vinifer T Kodia
Sr. Manager – Operations

c.c Maheshwari Datamatics Pvt. Limited

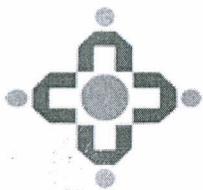


Digitally signed by Vinifer Tehmton Kodia
Date: 2018.12.19 10:47:40 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : www.cdslindia.com



Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2018-19/CA-322630.016

December 21, 2018

The Company Secretary,
McLeod Russel India Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata, West Bengal,
India - 700001

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effectuated	No. of Records	No. of Securities
322630.016	Debit ISIN INE942G01012	McLeod Russel India Limited - Equity Shares	20-Dec-2018	1	305521

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Sachin Kalsulkar
Deputy Manager – Operations

c.c. Maheshwari Datamatics Pvt. Limited

Digitally signed by Sachin
Arvind Kalsulkar
Date: 2018.12.21 12:09:18
+05:30



Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : www.cdslindia.com