



McLEOD RUSSEL
Believe in tea

22nd February, 2019

The Secretary
BSE Limited PJ. Towers,
25th Floor, Dalal Street,
MUMBAI-400001
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-400051
Scrip Code: MCLEODRUSS

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

Dear Sir,

Execution of Memorandum of Understandings by the Wholly Owned Subsidiary (WOS) for disposal of its stake in one of its subsidiaries and disposal of a part of its holding in another subsidiary by the WOS

We, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby inform you that Borelli Tea Holdings Limited (BTHL), the wholly owned subsidiary of the Company has decided to dispose of its entire shareholding in Gisovu Tea Company Limited, Rwanda, a Subsidiary Company and 50% of the equity shares held by it in Pfunda Tea Company Limited, Rwanda, another Subsidiary Company subject to due diligence by the proposed buyer and necessary approval/s and for the said purpose BTHL, as the seller, and the Company, as the confirming party, have entered into separate Memorandum of Understandings with the proposed buyer namely, Rwanda Tea Investments Limited, having Registered Office at Blenheim House, Fountainhall Road, Aberdeen, AB15 4DT on 22nd February, 2019.

In connection with the above, please find attached our disclosure in terms of the SEBI Circular No. CIR/CFD/CMD/4/ 2015 dated 9th September, 2015.

Thanking You,

Yours faithfully,

MCLEOD RUSSEL INDIA LIMITED


**SENIOR VICE-PRESIDENT &
COMPANY SECRETARY**

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

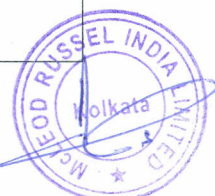
Encl: As above



A Williamson Magor Group Enterprise

DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

| SI | Particulars | Disclosure | Disclosure |
|----|---|---|--|
| a) | The amount and percentage of the turnover or revenue or income and net worth contributed by the step-down subsidiary of the listed entity during the last financial year. | <p>The required financial details of Gisovu Tea Company Limited whose equity shares are proposed to be disposed of by Borelli Tea Holdings Limited is as under:</p> <p>a. Amount of total Turnover of Gisovu Tea Company Limited during the last financial year : <u>66 Crores</u></p> <p>b. Total turnover of Gisovu Tea Company Limited as a Percentage Total turnover of Consolidated McLeod Russel India Limited during the last financial year: 3.22%</p> <p>c. Net Worth Contribution during the last financial year on a Consolidated basis: Net worth of Gisovu Tea Company Limited as per its last audited Balance Sheet as on 31st December 2017 was <u>Rs. 54.37 Crores</u> out of which Rs. 21.75 Crores belongs to Minority-Shareholders. The Balance Net worth Rs.32.62 Crores. constitutes 1.78% of the net worth of Consolidated McLeod Russel India Limited as per last audited balance sheet</p> | <p>The required financial details of Pfunda Tea Company Limited whose 50% of the equity shares are proposed to be disposed of by Borelli Tea Holdings Limited is as under:</p> <p>a. Amount of total Turnover of Pfunda Tea Company Limited during the last financial year: 49 crores.</p> <p>b. Total turnover of Pfunda Tea Company Limited as a Percentage Total turnover of Consolidated McLeod Russel India Limited during the last financial year: 2.40%</p> <p>c. Net Worth Contribution during the last financial year on a Consolidated basis: Net worth of Pfunda Tea Company Limited as per its last audited Balance Sheet as on 31st December 2017 was <u>Rs. 46.65 Crores</u> out of which Rs. 4.66 Crores belongs to Minority-Shareholders. The Balance Net worth Rs.41.99 Crores. constitutes 2.30% of the net worth of Consolidated McLeod Russel India Limited as per last audited balance sheet</p> |



| Sl | Particulars | Disclosure | Disclosure |
|----|---|--|--|
| b) | Date on which the agreements for sale have been entered into. | Memorandum of Understanding entered into on 22 nd February, 2019 | Memorandum of Understanding entered into on 22 nd February, 2019 |
| c) | The expected date of completion of sale/disposal. | On completion of Due Diligence by the proposed buyer and receiving necessary approvals , if any | On completion of Due Diligence by the proposed buyer and receiving necessary approvals, if any |
| d) | Consideration received/to be received from such sale/disposal | USD 13,200,000 (United States Dollar Thirteen million two hundred thousand only), subject to the adjustments in accordance with the terms of the Definitive Agreement to be entered into after completion of Due Diligence. | USD 7,800,000 (United States Dollar Seven million eight hundred thousand only), subject to the adjustments, in the ratio of share purchase and in accordance with the terms of the Definitive Agreement to be entered into after completion of Due Diligence. |
| e) | Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/ group companies. If yes, details thereof. | <p>The proposed buyer namely, Rwanda Tea Investments Limited (RTIL), is incorporated under the laws of Scotland, having its registered office at Blenheim House, Fountainhall Road, Aberdeen, AB15 4DT. Luxmi Tea Company Private Limited of Kolkata, India and The Wood Foundation Africa (TWFA) are shareholders of the company.</p> <p>Luxmi Tea, a century old company, with nineteen (19) Tea Gardens spread across diverse tea-growing areas in North-east India and has presence in Rwanda.</p> <p>The Wood Foundation Africa has long experience of operating Tea Factories in Rwanda and is working closely in developing the small farm holders in Rwanda and across countries in East Africa.</p> <p>The RTIL is formed to invest in one or more Companies of</p> | <p>The proposed buyer namely, Rwanda Tea Investments Limited (RTIL), is incorporated under the laws of Scotland, having its registered office at Blenheim House, Fountainhall Road, Aberdeen, AB15 4DT. Luxmi Tea Company Private Limited of Kolkata, India and The Wood Foundation Africa (TWFA) are shareholders of the company.</p> <p>Luxmi Tea, a century old company, with nineteen (19) Tea Gardens spread across diverse tea-growing areas in North-east India and has a presence in Rwanda.</p> <p>The Wood Foundation Africa has long experience of operating Tea Factories in Rwanda and is working closely in developing the small farm holders in Rwanda and across</p> |



| SI | Particulars | Disclosure | Disclosure |
|----|---|--|--|
| | | <p>Rwanda, engaged in the business of growing and manufacture of Tea; to develop two of Rwanda's primary tea marks and increase yield, quality, realization of teas benefitting the existing smallholder tea farmers.</p> <p>The proposed Buyer does not belong to the promoter/ promoter group/ group companies</p> | <p>countries in East Africa.</p> <p>The RTIL is formed to invest in one or more Companies of Rwanda, engaged in the business of growing and manufacture of Tea; to develop two of Rwanda's primary tea marks and increase yield, quality, realization of teas benefitting the existing smallholder tea farmers.</p> <p>The proposed Buyer does not belong to the promoter/ promoter group/ group companies</p> |
| f) | Whether the transactions would fall within related party transactions. If yes, whether the same is done at "arms-length". | No | No |
| g) | In case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale. | No Amalgamation or merger will take place in relation to the proposed transaction. | No Amalgamation or merger will take place in relation to the proposed transaction. |

MCLEOD RUSSEL INDIA LIMITED



**SENIOR VICE-PRESIDENT &
COMPANY SECRETARY**

