McLEOD RUSSEL INDIA LIMITED

CIN: L51109WB1998PLC087076
Registered Office: 4, Mangoe Lane,Surendra Mohan Ghosh Sarani, Hare Street, Kolkata - 700001
Phone: 033-2210-1221, **Fax**: 033-2248-3683
E-mail: administrator@mcleodrussel.com;**Website**: www.mcleodrussel.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **28th (Twenty-Eighth) Annual General Meeting (AGM)** of the Members of McLeod Russel India Limited (the Company)will be held on **Wednesday, 30th September, 2026 at 11.30 A.M.**(IST), through Video Conferencing / Other Audio Visual Means ('VC/OAVM'), to transact the following business:-

ORDINARY BUSINESS

Item No. 1: Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon and in this regard, 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, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Report of the Auditors thereon and in this regard, 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, 2026 and the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.**"**

Item No. 3: Re-appointment of Mr. Pradip Bhar (DIN: 01039198) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Pradip Bhar (DIN: 01039198), who retires by rotation, and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Pradip Bhar (DIN: 01039198), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.**"**

SPECIAL BUSINESS

Item No. 4: Ratification of the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2027

To ratify the remuneration of Cost Auditors for the Financial Year ending 31st March, 2027 and in this regard, 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, each as amended from time to time), 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, 2027, 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

Sd/-
ALOK KUMAR SAMANT
Company Secretary & Compliance Officer
M No. F9347

Place: Kolkata
Date: 14th August, 2026

NOTES

1. Ministry of Corporate Affairs ('**MCA**') vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and subsequent Circulars issued in this regard, latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred as '**MCA Circulars'**), has allowed conducting of AGM through Video Conferencing ('**VC**')/Other Audio Visual Means ('**OAVM**'). In accordance with said MCA Circulars, applicable provisions of the Companies Act, 2013 (the '**Act**'), the 28th AGM of the Company shall be conducted through VC/OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situatedat 4, Mangoe Lane, Surendra Mohan Ghosh Sarani, Hare Street, Kolkata – 700001.

2. As per aforesaid MCA Circulars, facility to appoint proxy to attend and cast vote for the Members will not be available for the ensuing AGM. Hence, the Proxy Form and Attendance Slip including route map are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join AGM in VC/OAVM following the procedure mentioned in this Notice. Attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

4. Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('**Listing Regulations**') and the MCA Circulars, the Company is providing facility of Remote e-voting/e-voting on the day of AGM to its Members in respect of business to be transacted at the AGM. Instructions and other information relating to Remote e-voting/ e-voting on the day of the AGM are given at Note No. 23

5. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of special business as set out under Item No. 4 is annexed hereto and forms part of the Notice.

6. The relevant details of the Director seeking re-appointment as required under Secretarial Standard on General Meetings ('**SS-2'**) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Listing Regulations, is annexed as "**Annexure- A**" to the Notice.

7. The Annual Report for Financial Year ('**FY'**) 2025-26 along with Notice of the AGM, are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent ('**RTA**')/Depositories. The physical copy of the Notice along with Annual Report shall also be made available to the Member(s) who may request for the same in writing to the Company. The Notice of AGM along with the Annual Report for FY 2025-26 is also available on the Company's website at www.mcleodrussel.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also available on the website of National Security Depository Limited ('**NSDL**')(agency for providing the remote e-voting

facility) at www.evoting.nsdl.com. Further, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing web-link for accessing the AGM Notice, Annual Report etc. including exact path thereof, will be sent to Members who have not registered their e-mail address with the Company/RTA/Depositories.

8. Recorded transcript of the proceedings at the AGM shall also be made available on Company's website in 'Investors' Section after conclusion of said Meeting.

9. 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 RTA, M/s MaheshwariDatamatics Pvt Ltd, having registered office at 23, R N Mukherjee Road, 5th Floor, Kolkata 700001; Tel : +91 33 22482248; E-mail: contact@mdplcorporate.com.

10. **Wednesday, 23rd September, 2026** is the '**Cut-off Date'** and fixed for determining Members entitled to vote by remote e-voting in accordance with Regulation 44 of theListing Regulations.

11. The Voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Shareholders as on Wednesday, 23rd September, 2026 ('Cut-off Date'). A person who is not a Shareholder on the relevant date should treat this notice for information purpose only.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be made available for inspection through electronic mode. Members desirous to inspect such documents can send an e-mail to investors@mcleodrussel.com with subject line 'Inspection of AGM Documents' along with details of their Folio Number/DP ID and Client ID and self-attested copy of PAN Card.

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, if any maintained under Section 189 of the Act, will be available electronically for inspection by the Member.

14. SEBI vide its Master Circular, updated from time to time, for Online Dispute Resolution has specified that a Shareholder shall take up his/her/their grievance with the listed entity as follows :

    - First, lodge the complaint directly with the concerned listed entity.
    - If unresolved, escalate the matter through the SCORES Portal in accordance with SEBI's prescribed guidelines.
    - Only after exhausting the above options, and if the grievance remains unresolved, the Shareholder may initiate dispute resolution through the Online Dispute Resolution Portal ('ODR Portal').

    Shareholders are requested to take note of the same.

15. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated 30th January, 2026, a Special Window has been opened from 5th February, 2026 to 4th February, 2027 for transfer of physical equity shares where transfer requests were executed prior to 1st April, 2019 but were either not lodged for transfer or were lodged but rejected/returned/not attended due to deficiencies in documents/process or otherwise. Eligible Member's are advised to contact the Company or its RTA to avail of the said facility. Shares transferred as above shall be credited only in demat form and will remain under a one-year lock in during which they cannot be transferred, lien marked or pledged.

16. Members please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 as amended/updated from time to time, has mandated listed companies to issue securities onlyin dematerialised form while processing service requests relating to issue of Duplicate Securities Certificate, Claim from Unclaimed Suspense Account, Exchange of Securities Certificate, Endorsement, Sub-division of Securities Certificate, Consolidation of Securities Certificates/Folios, Transmission and Transposition and such other service requests. In view of the above and to avail various benefits of Dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

17. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.

18. 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 can be downloaded from the Company's website www.mcleodrussel.com under the 'Investors' Section.

19. Members holding shares in physical form are once again being informed that as per Regulation 40 of the Listing Regulations, shares are transferable only if held in dematerialised form. Hence, Company will not give effect to transfer of shares lodged in physical form except in cases involving transmission or transposition.

20. Mr. Pradip Bhar has been appointed as Whole-Time Director (designated Whole-Time Director & Chief Financial Officer) for a term of three years with effect from 27th April, 2026 and is liable to retire by rotation. His retirement by rotation and re-appointment at this Annual General Meeting will not affect the tenure, terms and conditions or remuneration of his appointment as Whole time Director as approved by the Members of the Company.

21. The Company has transferred the unpaid or unclaimed dividends declared up to Financial Years 2017-18 to the Investor Education and Protection Fund ('**IEPF**') established by the Central Government in compliance with the applicable provisions of the Act read with the rules framed thereunder. The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company at www.mcleodrussel.com.

22. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all shares in respect of which Dividend has not been paid or claimed by the Members for seven consecutive years or more would be transferred to the demat account of IEPF Authority. 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.

23. Procedure to cast voting through electronic means:

    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 Master Circular No.HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 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 e-mail 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 Individual Shareholders	Loging Method
Shareholders holding securities in Demat Mode with NSDL	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 e-mail 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. 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**"

Type of Individual Shareholders	Loging Method
	under e-Voting services and you will be able to see eVoting 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. 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.jsp . 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Shareholders holding securities in Demat Mode with CDSL	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 and Password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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. Additionally, there is also links are provided to access the system for 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 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

Type of Individual Shareholders	Loging Method
	in the Demat Account. After successful authentication, User will be able to see the eVoting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Shareholders (holding securities in Demat Mode) login through their depository participants	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.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in Demat Mode for any technical issues related to login through Depository i.e. NSDL and CDSL are given below.

Loging 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 Shareholders other than Individual Shareholders holding securities in Demat Mode and Shareholders holding securities in Physical mode.

How to Login to the NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing 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 e-services i.e. IDeAS, you can Login at https://eservices.nsdl.com/ with your existing IDeAS login. Once you Login to NSDL e-services after using your Login 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 Holding Shares	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 142127 then user ID is 142127001***

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 e-mail ID is registered in your Demat Account or with the Company, your 'Initial Password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below i.e. process for those Shareholders whose e-mail 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 evoting 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.

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 is in active status.
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.

General instructions/information for Members for voting on the Resolution:

a) Voting period will begin on **Sunday, 27th September, 2026** at **9:00 AM** and end on **Tuesday, 29th September, 2026** at **5:00 PM**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on **Wednesday, 23rd September**, **2026** ("**Cut-off Date**") may cast their vote(s) electronically. Remote e-voting module shall be disabled by NSDL for voting thereafter.

b) Voting rights of Members shall be in proportion to their share in the paid up Equity Share Capital of the Company as on Wednesday, 23rd September, 2026 ("Cut-off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut off Date shall only be entitled to avail the facility of remote e-voting.

c) Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Power of Attorney/ Authority Letter etc. to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.com Institutional Members (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.

d) Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in the absence of it, the vote would be considered invalid by the Scrutinizer.

e) In case of any queries, Members may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at https://www.evoting.nsdl.com/ or call on : 022 - 4886 7000 or send request to Ms. Pallavi Mhatre, AVP, NSDL, 301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, BandraKurla Complex, Bandra East, Mumbai - 400051 at evoting@nsdl.com . It is strongly recommended that Members do not share their password with any other person and take utmost care to keep 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, Members will need to go through the 'Forgot User Details/Password' or the 'Physical User Reset Password' option available on https://www.evoting.nsdl.com/ to reset the password.

f) Mr. Atul Kumar Labh, (Membership No. FCS 4848 and C.P. No. 3238), Proprietor of M/s A. K. Labh & Co, Company Secretaries, has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing e-voting process in a fair and transparent manner.

g) Chairman shall, at the AGM, at the end of discussion on the resolutions, allow the voting with the assistance of scrutinizer for all those Members who are present at the AGM and have not cast their votes by then availing remote e-voting facility.

h) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter, unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

i) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

j) The Chairman or the person authorised by him in writing forthwith on receipt of consolidated Scrutinizer's Report, declare results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.mcleodrussel.com and on the website of NSDL www.evoting.nsdl.com immediately after their declaration, communicated to National Stock Exchange of India Limited and BSE Limited and will also be displayed at the Registered Office of the Company.

k) Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

Process for those Members whose e-mail IDs are not registered with the Company/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., Member's name, 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 e-mail 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 list 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 shareholder 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 Members holding securities in Demat Mode.
3. Alternatively, Members may send e-mail request to evoting@nsdl.com for obtaining User ID and Password for providing the details mentioned in point (1) or (2) as the case may be.
4. In terms of SEBI Master Circular No.HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 on e-voting facility provided by Listed Companies, Individual Members holding securities in Demat Mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their Demat Account in order to access e-voting facility.

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

1. 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 who will be present in the AGM through VC/OAVM facility and have not cast 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. 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. Members 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 link" placed under 'Join General Meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN number 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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their Name, DP ID and Client ID, Folio Number, PAN, Mobile Number by Wednesday 23rd September, 2026 at investors@mcleodrussel.com. Those Members who have registered themselves as a Speaker will only 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.
6. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM.

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

Item No. 4

The Company, being engaged in tea plantation and manufacturing activities, is required to appoint Cost Auditors to audit its cost accounting records in respect of the products covered under the applicable provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended ('the Rules').

In terms of Section 148 of the Act read with the applicable provisions of the Rules, the Board of Directors of the Company, at its Meeting held on 29th May, 2026, 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 31st March 2027, on the recommendation of the Audit Committee of the Board. The Board has also designated M/s. Mani & Co. as the Lead Cost Auditor.

The Board of Directors, in terms of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, approved the remuneration payable to the Cost Auditors, as recommended by the Audit Committee, subject to ratification by the Members of the Company.

Cost Auditors	Remuneration
M/s. Mani & Co.	Rs. 90,000/- for auditing the records of 10 Tea Estates and Rs. 5,000/- 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 the above, the Cost Auditors shall be reimbursed out-of-pocket expenses incurred by them in connection with the audit, on actual basis.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution as set out at Item No. 4 of the Notice.

The Board of Directors, therefore, recommends the Resolution set out at Item No. 4 to be passed as Ordinary Resolution by the Members for ratification of the remuneration payable to the Cost Auditors for the year ending 31st March, 2027.

ANNEXURE A

Details of Director seeking re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2]
(As on the date of this Notice)

Name of the Director	**Mr. Pradip Bhar**
Director Identification Number (DIN)	01039198
Date of Birth & Age	11th July, 1957 & 68 years
Nationality	Indian
Category	Whole-Time Director & Chief Financial Officer (Non-Promoter)
Original date of appointment	27th April, 2026
Qualification	B.Com. (Hons.), FCA, AICWA
Experience and expertise in specific functional area	Mr. Bhar has been the Chief Financial Officer of the Company since 2019. He has successfully steered the Company through critical financial, legal matters and is currently leading the financial resolution process. He has also contributed to estate operations by ensuring effective cost control within budgeted parameters. He brings extensive experience in cost management, financial management, accounting, and overall financial leadership. Mr. Bhar has more than 39 years of experience in the tea industry.
Terms and conditions of appointment / re-appointment	Mr. Pradip Bhar has been appointed as Whole Time Director (designated Whole Time Director & Chief Financial Officer) for a term of three years with effect from 27th April, 2026 and is liable to retire by rotation.
No. of Board Meetings attended during FY 2025-26	Not Applicable
Shareholding including shareholding as beneficial owner (Equity Shares) as on date of this Notice	Nil
Remuneration last drawn i.e. drawn in FY 2025-26	Refer Report of Directors
Details of proposed remuneration	Not Applicable
Relationship with other Directors/ Key Managerial Personnel (KMP)	Mr. Pradip Bhar is not related to any Director or KMP.
Directorships held in other Indian companies including equity listed companies	The Standard Batteries Limited ABC Tea Workers Welfare Services
Membership/ Chairmanship of Board committees in Indian Companies	The Standard Batteries Limited: Audit Committee – Member SRC Committee – Member
Equity listed entities in India from which the person has resigned as director in past three years	None