

MCLEOD & COMPANY LIMITED

CIN: L63090WB1922PLC004577

Regd. Office: McLEOD HOUSE, 3, Netaji Subhas Road, Kolkata-700001

Website: www.mcleod.in, E-mail: mcleodbajoria@hotmail.com

NOTICE

NOTICE is hereby given that the 98th Annual General Meeting of the members of McLEOD & COMPANY LIMITED (CIN: L63090WB1922PLC004577) will be held at its Registered Office at McLeod House, 3 Netaji Subhas Road, Kolkata- 700001, on Wednesday, the 30th September, 2020 at 11.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

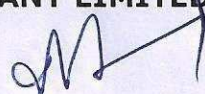
1. To consider and adopt the Profit and Loss Account for the year ended 31st March, 2020, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mudit Bajoria (DIN: 00015402), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare a Dividend on Ordinary Shares @ Rs.60/-(Rupees Sixty only) per share for the financial year ended 31st March, 2020.

SPECIAL BUSINESS:

4. To consider, if thought fit, to pass, with or without modification(s) the following Resolutions as Ordinary Resolutions:
 - a) "RESOLVED that, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 also read with clause 49 of the Listing Agreement, Dr. Pranab Kumar Mookerjee (DIN:00110648), who was appointed as an Independent Director of the Company at the Annual General Meeting (AGM) held on the 30th September, 2015 for five consecutive years and whose term of office has expired at the commencement of this Annual General Meeting (AGM) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for another five consecutive years upto the conclusion of the Annual General Meeting (AGM) ought to be held in the year 2025."

- b) "RESOLVED that, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 also read with clause 49 of the Listing Agreement, Mr. Radhey Kant Dixit (DIN:00607134), who was appointed as an Independent Director of the Company at the Annual General Meeting (AGM) held on the 30th September, 2015 for five consecutive years and whose term of office has expired at the commencement of this Annual General Meeting (AGM) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for another five consecutive years upto the conclusion of the Annual General Meeting (AGM) ought to be held in the year 2025."

**By Order of the Board
MCLEOD& COMPANY LIMITED**



**(DHANRAJ BAID)
Chief Executive Officer**

**Place: Kolkata
Date: 10.08.2020**

NOTES & EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a Member of the Company. The instrument, appointing the proxy, must be duly filled in all respect, in order to be effective, should be lodged with the Company at its Registered Office not less than 48 hours before the commencement of the meeting.

In term of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of Members not exceeding 50 and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy of any other shareholder.

2. Members / Proxies should bring the Attendance Slip duly filled in for attending the Annual General Meeting. Copies of Annual Report and Attendance Slip will not be available for distribution at the venue of the Meeting.

3. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays & Holidays between 11.00 A.M. and 01.00 P.M. up to the date of the AGM.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, **23rd September, 2020** to Wednesday, **30th September, 2020** (both days inclusive).

6. Members desiring any information on the Accounts of the company are requested to write to the Company at least 15 days in advance so as to enable the Company to keep the information ready.

7. Members are requested to notify immediately any change in their address to the Company or to the RTA.

8. Members are requested to quote Registered Folio Number or DP ID & CL ID in all the correspondence with the Company.

9. The voting rights of Members shall be in proportion to the ordinary shares held by them in the paid up ordinary share capital of the Company as on Tuesday, 22nd September, 2020 (cut-off date).

10. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by Board of Directors for the year ended 31st March, 2020, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of the business on Tuesday, 22nd September, 2020 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL as at the close of business on Tuesday, 22nd September, 2020. The dividend warrants will be posted on or around 7th October, 2020.

11. Members may note that pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and with depositories (in case of shares held in demat mode), to avail the benefit of lower rate of TDS, applicable to the PAN holders.

12. The Notice of Annual General Meeting will be sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on or before 7th August, 2020.

13. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 directed all Companies to make payment of dividend to the shareholders through approved electronic modes and also directed that updated Bank Details of the shareholders must be maintained by the Companies and if not available, the same must be obtained from the concerned shareholders.

Accordingly those who are holding shares in physical form and/or receiving their dividends by Warrant/Demand Draft etc. are requested to fill the information captured in the enclosed form and submit it along with an original Cheque Leaf (bearing printed name of the shareholder), duly cancelled, to our Registrars and Transfer Agent (RTA), Maheswari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, Kolkata - 700 001 to enable them to update our record for payment of any future dividend. Please note that your signature on the form should be attested by your Bank. For shareholders not having cheque bearing their printed name, we request you to provide copy of bank passbook/statement attested by the Bank.

Please also provide your Email Id, Cell No. and PAN for our records as well as for receiving communications by electronic means in accordance with various circulars issued by the Ministry of Corporate Affairs from time to time. Please provide the aforesaid information so as to reach our RTA latest by 15th September, 2020.

However, those who are holding shares in Demat form are requested to submit the details only to their respective Depository Participants (DP) where they are maintaining their Demat account so as to reach them by 15th September, 2020 in the enclosed format or in the applicable format as may be provided by DP for registering ECS mandate.

14. A copy of the Notice of the AGM along with Proxy Form, Attendance Slip and Route Map to the AGM Venue has been sent to all shareholders at the registered address made available by the Depositories or the RTA. Shareholders can also register their e-mail IDs and contact numbers with the Company by sending details to mcleodbajoria@hotmail.com to enable the Company to communicate to the shareholders, the information about various developments in the Company.

15. The Annual Report for the year ended 31st March, 2020 will be made available on the Company's website at www.mcleod.in. Shareholders who wish to avail hard copy or soft copy of the Annual Report will be provided the same upon request.

16. There are business of special nature namely re-appointment of two Independent Directors that needs to be transacted at the ensuing Annual General Meeting. The Profile of the Directors, seeking such re-appointment are annexed to the Notice.

17. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in single name and in physical form may file Nomination in the prescribed Form SH-13 with the RTA. In respect of shares held in electronic form, the Nomination form may be filed in with the respective Depository Participant.

18. Request for revalidation/reissue of Dividend for FY 2014-15 to 2018-19

Request for revalidation/re-issue of dividend relating to above financial year(s) should accompany information comprising (a) Bank Account No. (b) Bank Name & Branch (c) self-attested one photo copy of Cheque (bearing printed name of the shareholder (d) Reason for revalidation/re-issue. However, shareholder(s) not having cheque bearing their printed name should provide a photo copy of self-attested bank passbook or statement

19. The Securities and Exchange Board of India (SEBI) vide its notification dated 8th June, 2018, mandated that with effect from 1st April, 2019, in all listed company, only dematerialized securities will be allowed to be transferred except for **transmission or transposition** of securities. In other words, SEBI notification suggests that all shareholders to hold their shares in Demat form. Shares can be held in Demat form in the Depository, viz, National Securities Depository Ltd., where the shares are held in electronic form through the medium of Depository participants (DPs). Advantages of holding shares in Demat form are as follows:

- a) Possibility of damage or loss of share certificate is eliminated;
- b) Cases of forgery or tearing or mutilation of share certificates(s) are eliminated;
- c) Demat provides the ease and convenience of paperless trading of shares. Once a Demat account is opened with a DP, shareholder can buy or sell shares in electronic form without any paperwork as applicable to physical share certificate based transaction(s).

Process for Dematerialization of Shares in Physical Form

a) For Shareholder(s) who are not having a Demat Account:

The shareholder(s) shall approach to any Depository participants (DP) of National Securities Depository Ltd according to his/her choice and open a Demat Account with the DP in the same name(s) and style in which the shareholder(s) hold shares in McLeod & Company Limited. After opening of the Demat Account, Shareholder(s) has to surrender Original Share Certificate(s) along with duly filled-in and signed Demat Request Form (DRF) to the DP, who will forward the same to their RTA. i.e., Maheswari Datamatics Pvt. Ltd. The RTA will scrutinize / verify the DRF and if found in order, the share will be dematerialized and equivalent number of Shares will be credited to Demat account of Shareholders by RTA.

b) For Shareholder(s) already having a Demat Account:

The shareholder(s) who are already having a Demat account are required to check whether existing Demat Account is with a Depository participant (DP) of National Securities Depository Ltd. and in the same name(s) and style as per shareholding in McLeod & Co. Ltd. If yes, the Shareholder(s) has to submit duly filled-in and signed DRF along with Original Share Certificate to the DP for dematerialization of the

Shares. In the event the existing Demat Account is not in the same order of name, the Shareholder(s) is/are requested to approach his/her DP for appropriate guidance.

We would request you to convert your shareholdings from physical form to Demat Form at the earliest in view of advantage of Demat holding as explained above. In case you have any query or require assistance in this regard, you may contact our RTA for guidance.

Information on Directors seeking Appointment/Re-appointment (Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 2 of the Notice

Sl. No.	Particulars	Mr. Mudit Bajoria
1	Director Identification No.(DIN)	00015402
2	Date of Birth	07.10.1964
3	Date of First Appointment	29.06.2011
4	Qualifications	B. Com.
5	No. of Shares held	NIL
6	Nature Of Expertise	General Administration & Export Business
7	Relationship Between Directors Inter-Se	None
8	Other Directorships	Teesta Valley Tea Co. Ltd. Indo Carbon Industries Ltd. Bajoria Properties Pvt. Ltd. Chairala Investments & Properties Pvt. Ltd. Sombaria Co. Ltd.

Item No. 4(a) of the Notice

Sl. No.	Particulars	Dr. Pranab Kumar Mookerjee
1	Director Identification No.(DIN)	00110648
2	Date of Birth	12.03.1941
3	Date of First Appointment	15.03.2003
4	Qualifications	B.E.(Ind), M.S., Ph.D.(USA)
5	No. of Shares held	14

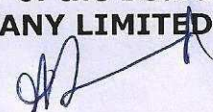
6	Nature Of Expertise	48 years of Industrial & Administrative Experience
7	Relationship Between Directors Inter-Se	None
8	Other Directorships	Huldibari Industries & Plantation Co. Ltd. Reliance Jute Mills (International) Ltd. Mookerjee Estates Pvt. Ltd.

Item No. 4(b) of the Notice

Sl. No.	Particulars	Mr. Radhey Kant Dixit
1	Director Identification No.(DIN)	00607134
2	Date of Birth	10.05.1933
3	Date of First Appointment	27.03.2015
4	Qualifications	B.Sc.
5	No. of Shares held	NIL
6	Nature Of Expertise	50 years in Tea Industry
7	Relationship Between Directors Inter-Se	None
8	Other Directorships	The Bormah Jan Tea (1936) Ltd. Teesta Valley Tea Co. Ltd. Teesta Valley Exports Ltd. Orlando Holdings Ltd. Banarhat Investments Co. Pvt. Ltd. Sentinel Financial Services Pvt. Ltd.

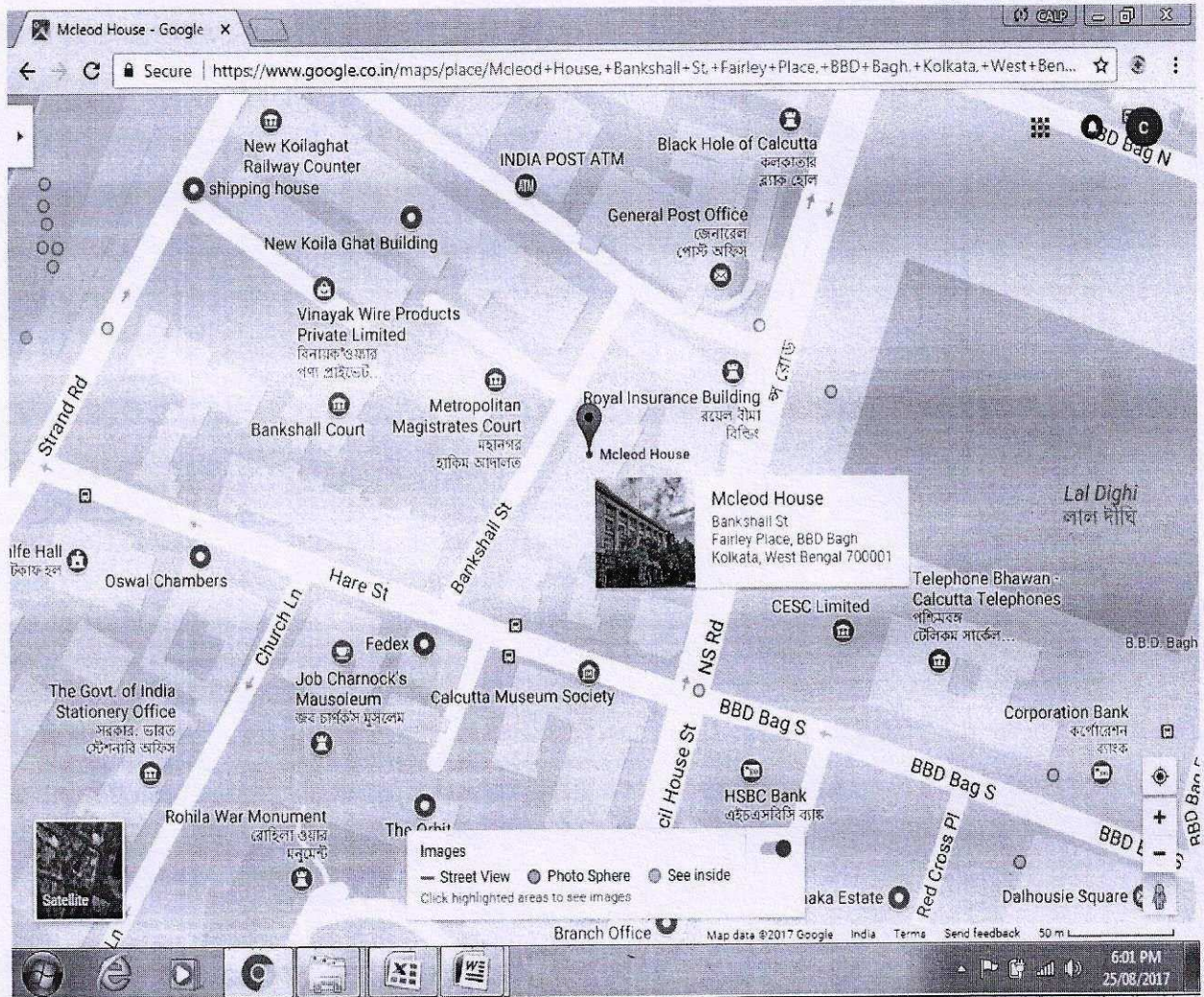
Place: Kolkata
Date: 10.08.2020

By Order of the Board
McLEOD & COMPANY LIMITED



(DHANRAJ BAID)
Chief Executive Officer

ROUTE MAP TO THE AGM VENUE



BANK DETAILS, EMAIL ID ETC - REGISTRATION FORM

To:	To:
MaheswariDatamatics Pvt. Ltd.
(Unit: McLeod & Company Ltd.)
23, R. N. Mukherjee Road (5 th Floor)
Kolkata – 700 001
(For physical holders)
	(Name & address of DP for Demat holders)

Dear Sirs,

I/We give my consent to update the following details in your records for effecting payments of dividend and sending other communications by electronic means in compliance with the requirement asstated in the AGM Notice dated 10th August, 2020.

Folio No. / DP-Client Id: _____

Name of the First/Sole holder: _____

Bank's Name: _____

Branch's Name &Address: _____

Account No.: _____ Account Type (SB/Current): _____

IFSC Code: _____ MICR Code: _____

PAN: _____ Email Id: _____ Cell No. _____

Signature of First /Sole Holder
(Attested by Bank)

Encl : Original cancelled cheque

PROXY FORM

Form No. MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L63090WB1922PLC004577

Name of the Company: McLEOD & COMPANY LIMITED

Registered Office: 3, NETAJI SUBHAS ROAD, KOLKATA - 700 001

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./ Client ID:	
DP ID:	

I/We being the member(s) of _____, shares of the above named company, hereby appoint

1. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her

2. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her

3. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 98th Annual General Meeting of the Company to be held on Wednesday, 30th September, 2020, at 11.00 A.M. at McLeod House, 3, NETAJI SUBHAS ROAD, KOLKATA - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To consider and adopt the Profit and Loss Account for the year ended 31st March, 2020, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mudit Bajoria (DIN: 00015402) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare a Dividend of Rs. 60/- per share (subject to deduction of tax) on Ordinary Shares for the financial year ended 31st March, 2020.
- 4(a) Re-appointment of Dr. Pranab Kumar Mookerjee (DIN: 00110648) as an Independent Director For another term of 5 years
- 4(b) Re-appointment of Mr. Radhey Kant Dixit (DIN: 00607134) as an Independent Director for another term of 5 years

Signature of Shareholder _____ Signature of Proxy holder(s) _____

Signed this _____ day of _____, 2020

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.