



MCLEOD RUSSEL

Believe in tea

MCLEOD RUSSEL INDIA LIMITED

Registered Office : Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of the Company will be held on Friday, 26th July 2013 at 11.30 a.m. at Kalamandir, 48, Shakespeare Sarani, Kolkata-700 017 to transact the following business :-

1. To receive, consider and adopt the audited Profit and Loss Account (Profit and Loss Statement) for the financial year ended 31st March 2013 and Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the financial year ended 31st March 2013.
3. To appoint a Director in place of Mr. Brij Mohan Khaitan, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Raghavachari Srinivasan, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Bharat Bajoria, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Ranabir Sen, who retires by rotation and, being eligible, offers himself for re-appointment.
7. To appoint Auditors and fix their remuneration.

By Order of the Board
MCLEOD RUSSEL INDIA LIMITED
A. GUHA SARKAR
Vice President & Company Secretary

Kolkata,
Date: 27th May 2013

NOTES:

- a) **A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001 not later than forty-eight hours before the Meeting.**
- b) The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be re-appointed is annexed.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 18th July 2013 to 26th July 2013 (both days inclusive).

- d) The dividend that may be declared by the Company at the Fifteenth Annual General Meeting will be paid on or after 30th July 2013 (i) to those Members holding shares in physical mode whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company and its Registrars on or before 17th July 2013. (ii) In respect of the shares held in electronic form the dividend will be paid to the 'beneficial owners' of the shares as at the end of business hours on 17th July 2013 as per details provided by the Depositories for this purpose.
- e) Dividend in respect of shares held in dematerialised form shall be credited to the beneficial owner's bank account directly through National Electronic Clearing Services (NECS), wherever NECS facility is available subject to availability of bank account details with 9 digit MICR and 11 digit IFS Code. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.
- f) Securities and Exchange Board of India (SEBI) vide its Circular No.CIR/MRD/DP/10/2013 dated 21st March 2013, has mandated usage of electronic mode for making cash payments such as dividend etc. to the investors of Companies whose securities are listed on the Stock Exchanges.

Shareholders holding shares in physical form and desirous of having NECS facility, should provide their bank details and 9 digit code number to the Registrar and Share Transfer Agent of the Company immediately. The shareholders who have already given their bank details should furnish the same only if there is any change.

- g) Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialised form, should intimate change of their address, if any, to their Depository Participant.
- h) In accordance with the provisions of Section 205C of the Companies Act, 1956 any amount of dividend remaining unpaid or unclaimed for a period of seven years from the date such dividend became due for payment shall be transferred to the investor Education and Protection Fund set up by the Government of India and no claims shall lie against the Fund or the Company in respect of individual amounts so transferred.

Members of the Company and the persons who were the Members of the erstwhile The Moran Tea Company (India) Limited (since merged with the Company) who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2006 and onwards as applicable, are requested to contact the Company forthwith.

- i) The Securities and Exchange Board of India (SEBI) vide Circular Ref.No.MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transaction. Thereafter, vide Circular No.MRD/DoP/Cir-05/2009 dated May 20, 2009 it was clarified that for securities market transactions and off market/private transactions involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- i) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
- ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
- iii) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
- j) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE RE-APPOINTED

Name of Director	MR. BRIJ MOHAN KHAITAN
Date of Birth	14 th August 1927
Qualification	Bachelor of Commerce from Calcutta University
Expertise	Mr. B. M. Khaitan is a renowned Industrialist having interest in Tea, Batteries and Engineering. Mr. Khaitan has great contributions to the Tea Industry with which he has been associated for around six decades. He is on the Boards of certain other renowned Companies having diversified business interests.
Directorships held in other Companies (excluding foreign Companies)	Williamson Magor & Co. Limited Eveready Industries India Limited Babcock Borsig Limited CESC Limited Jay Shree Tea & Industries Limited
Committee Memberships in other companies, if any, with position	1. Member of Audit Committee of CESC Limited 2. Chairman of Remuneration Committee of Jay Shree Tea & Industries Limited.
Shareholding in the Company	36,288 Equity Shares of Rs.5/- each.

Name of Director	DR. RAGHAVACHARI SRINIVASAN
Date of Birth	30 th May 1931
Qualification	Ph. D. (in Banking & Finance from Bombay University), CAIIB., FIB.
Expertise	A renowned expert in Banking and Finance, Dr. Srinivasan has held very senior positions in this field including the Chairmanship of two large nationalized Banks, viz. Bank of India and Allahabad Bank and New Bank of India (which got merged with Punjab National Bank) and of the Indian Bank's Association, the apex body of the Banking Industry. He advises various corporates in the areas of Banking, Finance and Capital Market. He has to his credit several publications in national and international media as well as prestigious awards in the area of Banking.
Directorships held in other Companies (excluding foreign Companies)	Williamson Magor & Co. Limited J. Kumar Infraprojects Limited Shalimar Paints Limited Graphite India Limited JM Financial Trustee Co Pvt Ltd Suchirindia Developers Pvt Ltd Sunvik Steels Pvt Ltd Elder Pharmaceuticals Limited Goldiam International Limited Shubhalaxmi Polyesters Limited Snowcem Paints Pvt Ltd Nayamode Solutions Pvt Ltd New Turn Consulting Pvt Ltd
Committee Memberships in other companies, if any, with position	1. Chairman of Audit Committee of Shalimar Paints Limited. 2. Chairman of Investors' Grievance Committee of Elder Pharmaceuticals Limited. 3. Chairman of Remuneration Committee of : (a) J. Kumar Infraprojects Limited (b) Elder Pharmaceuticals Limited (c) Williamson Magor & Co. Limited. 4. Member of Audit Committee of : (a) J. Kumar Infraprojects Limited (b) Elder Pharmaceuticals Limited (c) Graphite India Limited (d) Goldiam International Limited (e) Williamson Magor & Co. Limited. 5. Member of Remuneration Committee of Graphite India Limited.
Shareholding in the Company	Nil

Name of Director	MR. BHARAT BAJORIA
Date of Birth	12 th March 1953
Qualification	B. Sc. (Hons.)
Expertise	<p>Mr. Bajoria is associated with tea industry since 1975 and during his long career for about 4 decades has gathered considerable experience in all aspects of tea plantation business. Mr. Bajoria is the Managing Director of Teesta Valley Tea Co. Limited and The Bormah Jan Tea Co. (1936) Limited and he is having directorships in other companies. As a leader of the Indian tea industry, Mr. Bajoria held in the past, the position of Chairman of Indian Tea Association and Consultative Committee of Plantation Association.</p> <p>Mr. Bajoria was also the Chairman of Darjeeling Planters Association and Special Committee for Generic Tea Promotion in India. Mr. Bajoria is a member of Indian Chamber of Commerce.</p>
Directorships held in other Companies (excluding foreign Companies)	Williamson Magor & Co. Limited Banarhat Investment Co. Private Limited The Bormah Jan Tea Co. (1936) Limited Birdie Trading Private Limited Teesta Valley Tea Co. Limited Teesta Valley Exports Limited McLeod & Co. Limited Speedways International Private Limited Trishul Co. Private Limited Globe (India) Limited Dhunseri Petrochem & Tea Ltd The Budge Budge Investment Co. Private Limited
Committee Memberships in other companies, if any, with position	1. Member of Audit Committee of Dhunseri Petrochem & Tea Ltd. 2. Member of Remuneration Committee of Williamson Magor & Co. Limited.
Shareholding in the Company	1,400 Equity Shares of Rs.5/- each.

Name of Director	MR. RANABIR SEN
Date of Birth	18 th October 1945
Qualification	Graduate from St. Joseph's College in Darjeeling.
Expertise	<p>Mr. Sen joined J. Thomas & Co. Private Limited in 1964 and served the Company in various capacities at Kolkata and various branches in India and also abroad. He was the key person in setting up the Siliguri Tea Auctions and also the Singapore Auctions. Inducted into the Board of J. Thomas & Co. Private Limited in 1987 and became the Managing Director in 1995 and Chairman in 2001. He retired from J. Thomas & Co. Private Limited as CMD on 31st March 2004. He was an active member of various tea committees including Tea Board.</p>
Directorships held in other Companies (excluding foreign Companies)	DLX Limited
Committee Memberships in other companies, if any, with position	Nil
Shareholding in the Company	133 Equity Shares of Rs.5/- each.



McLEOD RUSSEL


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**CULTURE
OF
EXCELLENCE**

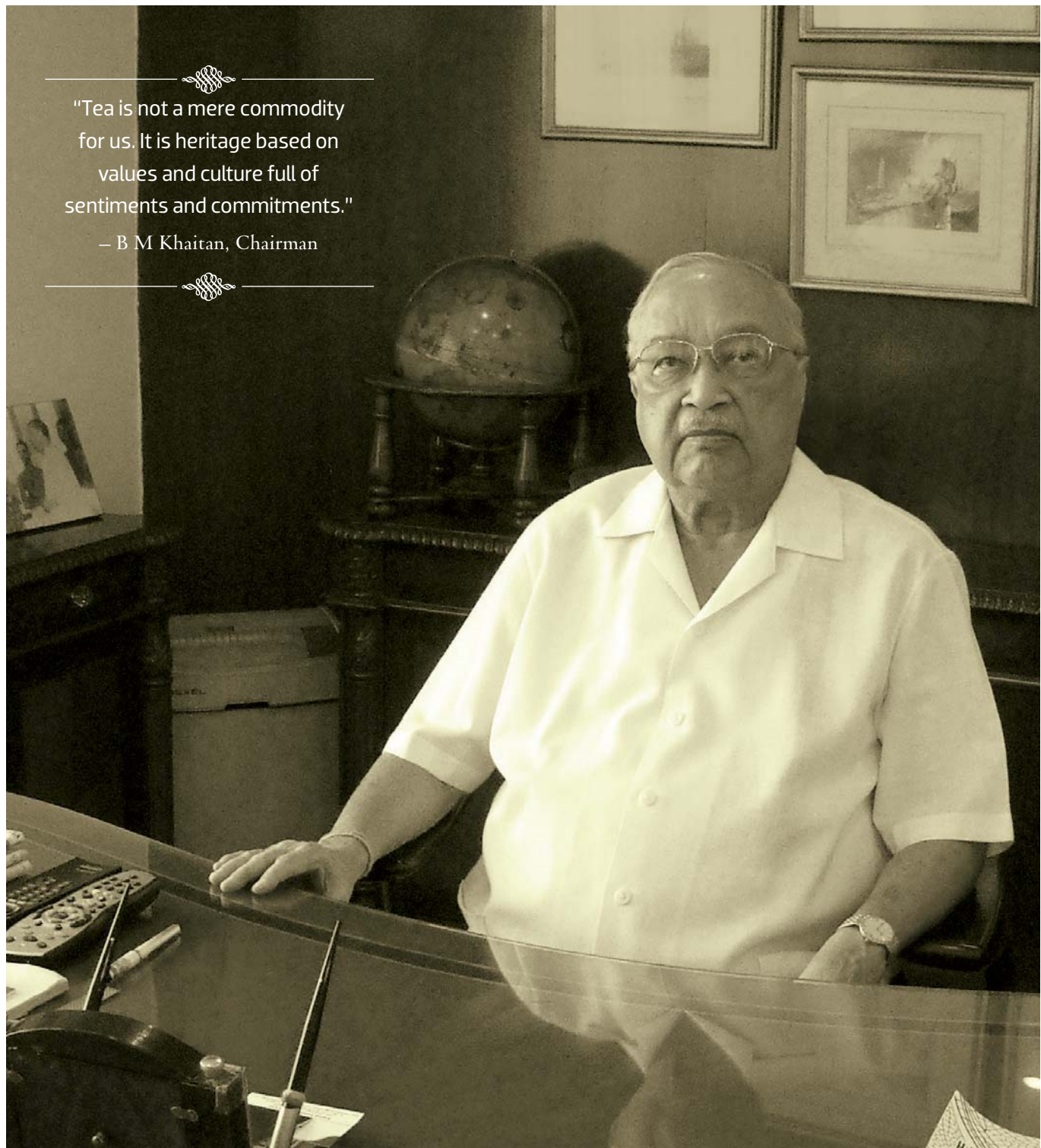

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"Tea is not a mere commodity
for us. It is heritage based on
values and culture full of
sentiments and commitments."

— B M Khaitan, Chairman



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MISSION STATEMENT

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"McLEOD RUSSEL INDIA LIMITED
FOLLOWS THE TENETS OF A GOOD
CORPORATE CITIZEN, PROVIDING EQUAL
OPPORTUNITY TO ALL EMPLOYEES,
IN A SAFE AND HEALTHY WORKING
ENVIRONMENT, ENSURING SOCIAL AND
ECONOMIC DEVELOPMENT TO SUSTAIN
AND IMPROVE QUALITY OF LIFE. IT
IS COMMITTED TO SAFEGUARDING
THE ENVIRONMENT BY ADOPTING AN
ECO-FRIENDLY, TRANSPARENT AND
PARTICIPATORY APPROACH IN ALL
ACTIVITIES WHILST ENSURING THAT THE
BEST QUALITY OF TEA IS PRODUCED."

”

– ADITYA KHAITAN, MANAGING DIRECTOR

CORPORATE IDENTITY

63 TEA ESTATES. 62 FACTORIES. 4 COUNTRIES.
38758 HECTARES. 87000 EMPLOYEES.
THIS COMBINATION MAKES McLEOD RUSSEL INDIA LIMITED (INCLUDING SUBSIDIARIES) THE LARGEST PRIVATE SECTOR TEA PLANTATION COMPANY IN THE WORLD ACCOUNTING FOR 8 PER CENT OF INDIA'S TEA OUTPUT AND 2 PER CENT OF ALL THE BLACK TEA GROWN IN THE WORLD.

Lineage

- McLeod Russel India Limited (MRIL) is a member of the Williamson Magor Group engaged in the business of tea production for over 140 years.
- Effective April 2004, the Bulk Tea Division of Eveready Industries India Limited, another Company of the group, demerged to become McLeod Russel India Limited to enhance its focus on the tea plantation business.
- In July 2005, McLeod Russel acquired Borelli Tea Holdings Limited, UK, gained control over its subsidiary Williamson Tea Assam Limited, owning 17 tea estates in India. In 2006 and 2007, McLeod Russel acquired Doom Dooma Tea Company Limited and the Moran

Tea Company (India) Limited. All acquired companies were merged with McLeod Russel between 2006 and 2008.

- Borelli acquired 100% control of Phu Ben Tea Company Limited of Vietnam in March 2009 and McLeod Russel Uganda Limited in January 2010 and 60% of Gisovu Tea Company Limited of Rwanda in February 2011. Borelli formed another subsidiary called McLeod Russel Middle East DMCC in Dubai in 2011 engaged in tea trading and blending activities.

Management

McLeod Russel represents a balance of proprietary and professional interests. The Company is managed by a Board of Directors comprising Mr. Brij Mohan Khaitan (Chairman),

Mr. Deepak Khaitan (Vice Chairman), Mr. Aditya Khaitan (Managing Director), three Wholetime Directors and six Independent Directors.

Listing

The shares of the Company are listed on Calcutta (CSE), Bombay (BSE) and National (NSE) Stock Exchanges. The Company enjoyed a market capitalization of Rs.3828 crore as on 31st March 2013.

Business

- The Company is engaged in the cultivation, processing and sale of tea. It produces CTC and Orthodox black tea. CTC teas account for nearly 90 per cent of its production, the rest being the Assam Orthodox variety.
- The Company (including



subsidiaries) produced 102 million kgs of tea in 2012-13 making it one of the largest global black tea exporters.

- The Company established a state-of-the-art tea blending facility at Nilpur (Assam) to cater to the growing demand for bespoke blends of the Company's own teas from India.

- McLeod Russel Middle East DMCC, a subsidiary, was established in Dubai in 2011 to serve as a trading and marketing hub for multi-origin blends emerging from the Group's estates in India, Vietnam and Africa. It provides solutions to customers looking for teas in straight line,

blended or value added forms.

Location

- MRIL is headquartered in Kolkata (India) with 38,758 hectares under global tea cultivation.

- The plantations of the Company (and subsidiaries) comprise 53 Tea Estates in India (48 in Assam, 5 in West Bengal), 3 in Vietnam, 6 in Uganda and 1 in Rwanda.

- The Company and its subsidiaries export teas to 23 countries covering all continents.

Accreditations and awards

McLeod Russel's internationally

respected accreditations and certifications enhance its export footprint and realisations.

The certifications comprise Fairtrade, Rainforest Alliance, Hazard Analysis Critical Control Point (HACCP), Ethical Tea Partnership and International Organisation for Standardisation (ISO 22000), extending across a number of tea estates.

McLeod Russel was voted India's Best Managed Small Cap Corporate 2009 by ASIA MONEY for its commitment to quality, acquisitions and growth.

OUR ORGANISATION STRUCTURE

