

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 101st 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 Thursday, the 31st August, 2023 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, 2023, 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. 70/-(Rupees Seventy only) per share for the financial year ended 31st March, 2023.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

4. "**RESOLVED THAT** in pursuance with the provision of Section 181 and any other applicable provision of the Companies Act, 2013, including any modification or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby given to the Board of Directors for making contribution or donation to any bona-fide Charitable Trusts or Funds for an amount not exceeding ten per cent of its average net profits for the three immediately preceding financial year.

Place: Kolkata
Date: 25.05.2023

By Order of the Board
McLEOD & COMPANY LIMITED


DHANRAJ BAID

Chief Executive Officer
PAN: ADDPB0276H

NOTES & EXPLANATORY STATEMENT PURSUANT TO 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, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

In terms 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 Proxy-holder or Authorised Representatives (in case of Corporate Members) should carry their identity Card at the time of attending the Meeting.

5. 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 Friday, 18th August, 2023 (cut-off date).

6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, **19th August, 2023** to Thursday, **31st August, 2023** (both days inclusive).

7. 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. & 01.00 P.M. up to the date of the AGM.

8. Members desiring to have 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.

9. Request for revalidation/reissue of Dividend for FY 2015-16 to 2021-22
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 Leaf (bearing printed name of the shareholder or self- attested photo copy of bank passbook or statement (d) Reason for revalidation/re-issue.

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

11. 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 Depository 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.

The Notice of Annual General Meeting will be sent to the members, whose names appear in the Register of Members/ Depository as at closing hours of business, on 13th May, 2023.

12. 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, 2023, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of business on Friday, 18th August, 2023 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 Friday, 18th August, 2023. The dividend warrants will be posted on or around 7th September, 2023.

13. 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 depository (in case of shares held in demat mode), to avail the benefit of lower rate of TDS, applicable to the PAN holders.

14. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 issued by SEBI in this regard, it has been made mandatory for each holder of physical securities/ shares to furnish his/her PAN, address, email id, mobile number, bank account details, specimen signature and nomination to RTA or the Company. The Folios wherein any one of the aforesaid document/information is not available on 1st October, 2023 shall be frozen and such shareholder will not be eligible (i) to lodge grievance or avail service request from the RTA; and (ii) for receipt of dividend (only electronic payment to be made from 1st April, 2024). **A separate Notice dated 24.05.2023 for above mandatory requirement is sent along with this Notice.**

However, those who are holding shares in Demat form are requested to submit/ update such details to their respective Depository Participants (DP), where they are maintaining their Demat account.

15. The Annual Report for the year ended 31st March, 2023 will be made available on the Company's website (www.mcleod.in). Shareholders who wish to avail hard copy/ soft copy of the Annual Report will be provided the same upon request only.

ITEM NO. 2 OF THE NOTICE:

Information on Director seeking re-appointment (Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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	The Bormahjan Tea (1936) Ltd. Teesta Valley Tea Co. Ltd. Bajoria Properties (P) Ltd. Charali Investments & Properties (P) Ltd. Classique Trade Holdings Ltd.

ITEM NO. 4 OF THE NOTICE:

With better financial performance, the company wants to engage in increased charitable activities.

None of the Directors/ Key Managerial personnel is interested either directly or indirectly in passing of the said resolution.

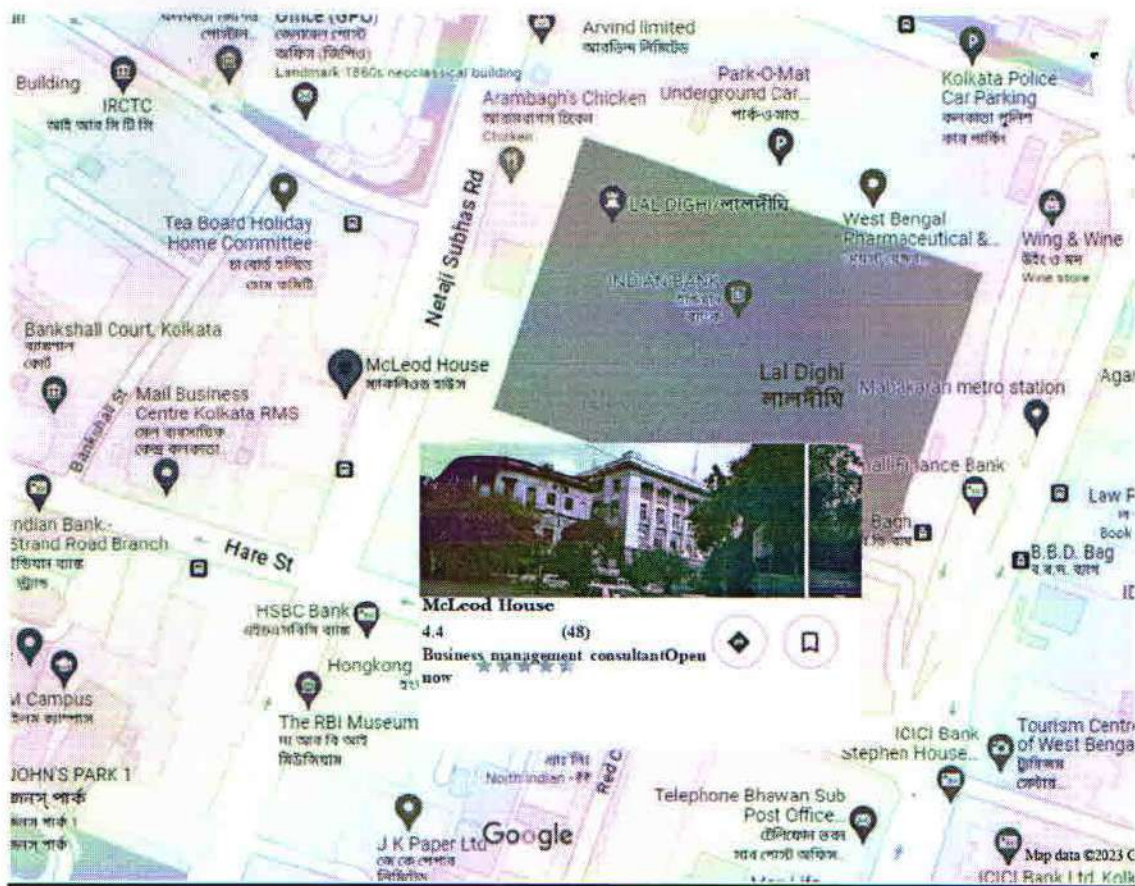
Your Directors recommend passing of the said resolution.

Place: Kolkata
Date: 25.05.2023

By Order of the Board
MCLEOD & COMPANY LIMITED


DHANRAJ BAID
Chief Executive Officer
PAN:ADDPB0276H

ROUTE MAP TO THE AGM VENUE



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 101st Annual General Meeting of the Company to be held on Thursday, 31st August, 2023, 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, 2023, 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. 70/-per share (subject to deduction of tax) on Ordinary Shares for the financial year ended 31st March, 2023.
4. To seek approval of shareholders u/s 181 for contribution to desirable Charitable Trusts.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Signed this _____ day of May, 2023

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

MCLEOD & COMPANY LIMITED

CIN: L63090WB1922PLC004577

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

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the shareholder	
Joint holder(s)	
No. of shares held	

I hereby record my presence at the 101st ANNUAL GENERAL MEETING of the Company being held on Thursday, 31st August, 2023, at 11:00 A. M.

Signature of the Shareholder/Proxy Present

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NOTES:

1. Shareholder / Proxy holder wishing to attend the meeting must bring this Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
2. Shareholder / Proxy holder desiring to attend the meeting may bring his/ her copy of the Annual Report for reference at the meeting.

McLEOD & Co. Ltd.

Regd.Off: McLeod House, 3, Netaji Subhas Road, Kolkata-700001

CIN: L63090WB1922PLC004577 * PAN: AABCM7872L

Tel no.: 033 4601 7994/ 033 2248 0655 cell: 9330026957 e-mail: mcleodbajoria@hotmail.com

Dated 24th May, 2023

Dear Member

Sub: Mandatory Furnishing of PAN, KYC details & Nomination by holders of physical Securities/ Shares

Reg: Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination.

In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 issued by SEBI in this regard, it has been made mandatory for each holder of physical securities/ shares to furnish his/her PAN, address, email id, mobile number, bank account details, specimen signature and nomination to RTA or the Company. The Folios wherein any one of the aforesaid document/information is not available on 1st October, 2023 shall be frozen and such shareholder will not be eligible (i) to lodge grievance or avail service request from the RTA; and (ii) for receipt of dividend (only electronic payment to be made from 1st April, 2024).

Additionally, such shareholders are requested to ensure that their PAN is linked to Aadhaar by 30th June, 2023 or any other date as may be notified by the Central Board of Direct Taxes to also avoid freezing of their folio(s).

In view of the above, shareholders, holding shares in physical form are requested to furnish/update PAN, KYC details and Nomination immediately to the Company/RTA in the filled-in forms (as detailed below) to ensure that their folios are not frozen. All the required forms are available on our RTA's website www.mdpl.in.

S. No.	Particulars	Form No.
1.	Request for registering PAN, KYC details or changes / updation thereof	ISR - 1
2.	Confirmation of Signature of securities holder by the Banker	ISR - 2
3.	Registration of Nomination	SH - 13
4.	Variation of Nomination, if any	SH - 14
5.	Declaration Form for Opting-out of Nomination, if any	ISR - 3
6.	Cancellation of Nomination, if any	SH-14 ISR - 3


Please note that an early action from your end is suggested as SEBI has asked RTAs not to entertain any service request and the account will be frozen on 01/10/2023 as per above circular where the above details are not available.

In case you require any clarification please contact Mr. RAVI BAHL of our RTA at:

M/s. Maheshwari Datamatics Pvt. Ltd.,
Registrar & Share Transfer Agent
23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001
Email: mdpldc@yahoo.com Phone: 033-2243-5029/ 2248-2248

Thanking you,

Yours faithfully,
McLeod & Co. Ltd.


Dhanraj Baid
Chief Executive Officer
PAN: ADDPB0276H