

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 100th 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 31st August, 2022 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, 2022, 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. Bharat Bajoria (DIN: 00109241), 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, 2022.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the Company, M/s. Khandelwal Ray & Co., Chartered Accountants (Firm's Regn No. 302035E) be and are hereby re-appointed as the Statutory Auditors of the Company and they shall hold the office for another term of five years from the conclusion of this meeting till the conclusion of the 105th Annual General Meeting, on such remuneration and on such terms and conditions as may be fixed by the Board of Directors in consultation with them."

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

Mudit Bajoria

**(MUDIT BAJORIA - DIN: 00015402)
Director**

**Place: Kolkata
Date: 07.05.2022**

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. & 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 Saturday, **20th August, 2022** to Wednesday, **31st August, 2022** (both days inclusive).

6. 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.

7. Members are requested to notify immediately any change in their address to the Company or to the RTA or to their DP, in case shares are held in Demat form.

8. Members are requested to quote Registered Folio Number or DP ID & CL ID in all 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 Friday, 19th August, 2022 (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, 2022, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of the business on Friday, 19th August, 2022 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, 19th August, 2022. The dividend warrants will be posted on or around 7th September, 2022.

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 2nd May, 2022.

13. As per requirement of The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/2021/655 dated 03.11.2021 Members, holding shares in physical mode are requested to fill the information captured in the enclosed forms ISR-1, ISR-2 and SH-13 for registering PAN, KYC details, confirmation of signature and Nomination etc. to our Registrars and Transfer Agent (RTA), Maheswari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road (5th floor), Kolkata – 700 001 to enable them to update our records.

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

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, 2022 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.

16. Request for revalidation/reissue of Dividend for FY 2014-15 to 2020-21
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.

17. 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). Our ISIN Code is INE228F01018.

18. 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 the 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 Shareholder(s) 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 mentioned below:

- 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.

In case you have any query or you require any assistance in this regard, you may contact our RTA for guidance.

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. Bharat Bajoria
1	Director Identification No.(DIN)	00109241
2	Date of Birth	12.03.1953
3	Date of First Appointment	03.04.2000
4	Qualifications	BSC from Calcutta University
5	No. of Shares held	6,179
6	Nature Of Expertise	Business & Industrial Expertise of over 4 decades
7	Relationship Between Directors Inter-Se	None
8	Other Directorships	The Bormahjan Tea (1936) Ltd. Dhunseri Tea & Industries Ltd. Teesta Valley Tea Co. Ltd. Teesta Valley Exports Ltd. Trishul Co. (P) Ltd. Speedways International (P) Ltd. Banarhat Investment Co. (P) Ltd. Budge Budge Investment Co. (P) Ltd. Mohanbari Investment Co. (P) Ltd. Birdie Trading (P) Ltd.

ITEM NO. 4 OF THE NOTICE:

M/s. Khandelwal Ray & Co., Chartered Accountants (Firm's Regn. No. 302035E) were appointed as Statutory Auditors of the Company at the 95th AGM for a term of five years to hold office from conclusion of that AGM to the conclusion of 100th AGM. They are now seeking re-appointment for another term of five years.

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

Mudit Bajoria

**(MUDIT BAJORIA - DIN: 00015402)
Director**

**Place: Kolkata
Date: 07.05.2022**

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 99th Annual General Meeting of the Company to be held on Wednesday, 31st August, 2022, 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, 2022, 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. Sharad Bajoria (DIN: 00685230) 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, 2022.
4. To re-appoint Statutory Auditors for another term of 5 years from conclusion of this AGM

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Signed this _____ day of _____, 2022

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.

MCLEOD & COMPANY LIMITED

CIN: L63090WB1922PLC004577

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

ATTENDANCE SLIP

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

I hereby record my presence at the 100th ANNUAL GENERAL MEETING of the Company being held on Wednesday, 31st August, 2022, 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.

Form No. SH-13

Nomination Form

Pursuant to section 72 of the Companies Act, 2013 and rule
19(1) of the Companies (Share Capital and Debentures) Rules 2014]

Date: / /

To,
Name of the Company : _____
Address of the Company: _____

Serial No: _____
(As mentioned in KYC Form)

I/We, the holder(s) of the securities particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made) :

Nature of Securities	Folio No.	No. of Securities*	Certificate No.	Distinctive No(s) (From - To)
Tick ✓ as relevant				
Equity / Debs/ Bonds				

(2) PARTICULARS OF NOMINEE/S — [Use photocopies of this blank nomination form in case of additional Multiple Nominations in the same folio]

Name of Nominee			
Address of Nominee		Date of Birth	{ - - }
Father's/Mother's/ Spouse's name		Occupation	
Relationship with the security holder		Nationality	
E-mail_id		Mobile No	

(3) IN CASE NOMINEE IS A MINOR —

Name of Guardian		Date of Birth	{ - - }
Address of Guardian		Date of attaining majority	{ - - }

Signature(s) as per Specimen recorded with the Company.

	First Holder	Joint Holder -1	Joint Holder -2	Joint Holder -3
Signature				
Name				

Witness Details:

Name of Witness		Signature	
Address of Witness		Date	
	Pin: _____		

* Nomination will be registered for entire holding in the folio. In case of more than one nominee, the ratio should be furnished & separate form to be filled for each nominee.

Form ISR – 2

SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

Confirmation of Signature of Securities Holder by the Banker

Serial No: _____

as mentioned in KYC Form

1. Bank Name and Branch			
2. Bank contact details			
Postal Address			
Mobile/Tel number			
E-mail address			
3. Bank Account number			
4. Account opening date			
5. Account holder's PAN	Account Holder's Name		
i)	i)		
ii)	ii)		
iii)	iii)		
iv)	iv)		
6. Latest photograph of the account holder(s)			
i)- Holder Photo	ii)- Holder Photo	iii)- Holder Photo	iv)- Holder Photo
7. Account holder(s) details as per Bank Records			
a) Address			
b) Mobile/Tel number			
c) Email address			
d) Signature(s) of the Holder(s)			
i)	<div style="border: 1px solid black; width: 150px; height: 60px; margin: 0 auto;"></div> <p style="margin: 0;">Bank Manager's Signature and Bank Seal</p>		
ii)			
iii)			
iv)			
-- (To be Mandatorily Filled by the Bank Official) --			
Place:	Name of the Bank Manager :		
Date:	Employee Code :		
Mobile / Tel no:	Email id :		

Form ISR – 1

(SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03,2021)

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF [For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

A. I / We, request you to Register / Change / Update the following (Tick ✓ relevant box) Date : / /

<input type="checkbox"/> PAN	<input type="checkbox"/> Signature	<input type="checkbox"/> Mobile Number
<input type="checkbox"/> Bank details	<input type="checkbox"/> Registered Address	<input type="checkbox"/> E-mail address

B. Security and KYC Details [to be filled in by the First Holder]

Name of the Issuer Company	Folio No(s).	
Face value of Securities	Number of Securities	
Distinctive number of Securities (Optional)	From	To
E-mail Address		
Mobile Number		
Serial No	{ << Kindly write the Serial no as printed in KYC Form	

C. I/We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

Name(s) of the Security holder(s) in Capital as per PAN <small>Copies of PAN of all the Holder(s) duly self-attested with date to be enclosed with this Form.</small>	PAN	PAN Linked to Aadhar -Y/N <small>Tick any one [✓] *</small>
1.		Yes / No
2.		Yes / No
3.		Yes / No
4.		Yes / No

Note: * PAN shall be valid only if it is linked to Aadhar by March 31, 2022, or any other date as may be specified by CBDT.

Bank Account Details of First Holder		
Name of the Bank & Branch	IFSC	
Bank A/c No.	Tick any one [✓]- Acct type <input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> NRO <input type="checkbox"/> NRE <input type="checkbox"/> Any other []	

Note: Original cancelled cheque leaf bearing the name of the first holder is mandatory, failing which first security holder shall submit copy of bank passbook / statement attested by the Bank for registering the Bank Account details.

Demat Account Number	16 digit DP/CL []
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Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.

Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our above folio(s) (use Separate Annexure if extra space is required) in which I / we are the holder(s). [strike off what is not applicable]

Declaration: All the above facts and documents enclosed are true and correct.

	First Holder	Joint Holder - 1	Joint Holder - 2	Joint Holder - 3
Signature				
Name				
Address				
PIN				

Note: If the address mentioned above differs from the address registered with the Company, you are requested to record the new address by submitting the documents as specified in point (3) overleaf.

I/We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

No.	✓	Document/Information/Details	Instruction/Remark
1	<input type="checkbox"/>	PAN of (all) the (joint) holder(s)	PAN copies of all the holder(s) duly self-attested with date to be enclosed, PAN shall be valid only if it is linked to Aadhar by March 31, 2022, or any date as may be specified by the CBDT. For Exemptions / Clarifications on PAN, please refer to Objection Memo as specified in SEBI circular.
2	<input type="checkbox"/>	Demat Account Number	Provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.
3		Proof of Address of the first Holder	<p>Provide self attested copy of any ONE of the documents, issued by a Govt. Authority, only if there is change in the address;</p> <ul style="list-style-type: none"> <input type="checkbox"/> Client Master List (CML) of your Demat Account, provided by the Depository Participant. <input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence/ Driving License/Flat Maintenance Bill* <input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old. <input type="checkbox"/> Identity card (with Photo) / document with address, issued by Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions. <input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken. <input type="checkbox"/> The proof of address in the name of the spouse* <p>* Kindly provide additional self-attested copy of Identity Proof of the holder/ claimant.</p>
4	<input type="checkbox"/>	Bank details	Provide the latest copy of the bank statement with details of bank name, branch, account number and IFSC or Original cancelled cheque leaf bearing the name of first holder. Alternatively, Bank details available in the CML as enclosed will be updated in the folio.
5	<input type="checkbox"/>	E-mail address	As mentioned on Form ISR-1, alternatively the E-mail address available in the CML as enclosed will be updated in the folio.
6	<input type="checkbox"/>	Mobile	As mentioned on Form ISR-1, alternatively the mobile number available in the CML as enclosed will be updated in the folio.
7	<input type="checkbox"/>	Specimen Signature	Provide banker's attestation of the signature of the holder(s) as per Form ISR-2 and Original cancelled cheque leaf bearing the name of the first holder.
8		Nomination	<p>Submit Form(s) as per any ONE of the following options.</p> <ul style="list-style-type: none"> <input type="checkbox"/> SH-13 For First Time Nomination <input type="checkbox"/> SH-14 For Change in Existing Nomination <input type="checkbox"/> SH-14 and ISR-3 For Cancellation of existing Nomination and to "Opt-Out" <input type="checkbox"/> ISR-3 To "OPT-Out" of Nomination or if No-Nomination is required

Note: All the above forms are also available on the website of the RTA.