



McLEOD RUSSEL
Believe in tea

30th May 2024

The Secretary
BSE Limited PJ. Towers,
25th Floor, Dalal Street,
MUMBAI-400001
Scrip Code: 532654

The Secretary
National Stock Exchange of
India Ltd,
Listing dept. Exchange Plaza,
5th Fl. Plot No. C/1,
G- Block, Bandra-Kurla
Complex, Bandra (E)
MUMBAI-400051
Scrip Code: MCLEODRUSS

The Secretary
The Calcutta Stock Exchange
Limited
7, Lyons Range
KOLKATA-700001
Scrip Code: 10023930

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year 2023 -2024

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 we enclose herewith copy of the Annual Secretarial Compliance Report dated 30th May 2024 for the financial year ended 31st March, 2024 issued by M/s AK Labh & Co, Practising Company Secretary.

This is for your information and record.

Thanking you,

Yours faithfully,

For MCLEOD RUSSEL INDIA LIMITED

ALOK
KUMAR
SAMANT

Digitally signed by
ALOK KUMAR
SAMANT
Date: 2024.05.30
19:12:52 +05'30'

(ALOK KUMAR SAMANT)
COMPANY SECRETARY

Encl: As above

Registered Office :

McLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076

FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001

TELEPHONE : 033-2210-1221, 2248-9434 / 35, FAX : 91-33-2248-8114 / 6265

E-mail : administrator@mcleodrussel.com Website : www.mcleodrussel.com



A Williamson Magor Group Enterprise



Secretarial Compliance Report of Mcleod Russel India Limited
for the financial year ended 31.03.2024

We, A. K. LABH & Co., *Company Secretaries*, have examined:

- all the documents and records made available to us and explanation provided by *Mcleod Russel India Limited* ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended 31.03.2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include :-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period :

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action (Advisory/Clarification/Fine/ Show Cause Notice / Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	30	Non-submission of disclosure for change in management			Non-submission of disclosure for change in management	-	No intimation was made to Stock Exchange for change in designation of Aditya Khaitan from Managing Director to Director w.e.f. 01.04.2023.	The Company was under Corporate Insolvency Resolution Process from 10 th February 2023 till 15 th May 2023. The powers of the Board of Directors was suspended and such powers had been vested with the Interim Resolution Professional and had since taken control of the management of the Company.	
2.	SEBI (PIT) Regulations, 2015	Schedule B read with Regulation 9(1)	Contra-trade and trading during the Trading Window Closure period			There were instances of contra-trade and trading during the Trading Window Closure period by two designated persons	-	There were instances of contra-trade and trading during the Trading Window Closure period by two designated persons without obtaining any pre-clearance from the Compliance Officer.	The Board on the recommendation of the Audit Committee at its meeting held on 30 th May 2024 after considering several factors have imposed fine on the two designated persons and the same will be intimated to the concerned persons for paying the same to the Company and accordingly, the fine amount will be disgorged for remittance to SEBI for credit to the Investor Protection	



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								Education Fund (IPEF) administered by SEBI
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations/Remarks of the Practising Company Secretary in the previous reports (PCS)	Observations Made in the Secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and Actions taken / Penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed entity
1	As informed by the management of the Company, all the compliances have been duly made as required through mail / uploading at The Calcutta Stock Exchange Limited (CSE). The Company is pursuing CSE for revocation of suspension.	31.03.2022 / 31.03.2023	Various Clauses of SEBI (LODR) Regulations, 2015	Non-compliance of various clauses of SEBI (LODR) Regulations, 2015	The Management is in process of revocation of suspension status at CSE.	Status of the Company is still showing as Suspended at CSE site. The Company is pursuing CSE for revocation of suspension.

1. We hereby report, during the Review Period, the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards : The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	



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2.	<p>Adoption and timely updation of the Policies :</p> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.	Yes Yes	
3.	<p>Maintenance and disclosures on Website :</p> <ul style="list-style-type: none">The listed entity is maintaining a functional website.Timely dissemination of the documents / information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.	Yes Yes Yes	
4.	<p>Disqualification of Director :</p> <p>None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	



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4.	Disqualification of Director : None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entity have been examined w.r.t. : (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	N.A. N.A.	During the financial year under report, the Company had one wholly owned subsidiary which was not material.
6.	Preservation of Documents : The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation : The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	





8.	<p>Related Party Transactions :</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.</p>	Yes N.A.	No such case was reported during the financial year under report.
9.	<p>Disclosure of events or information :</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading :</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	





11.	<p>Actions taken by SEBI or Stock Exchanges, if any :</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A.	No such case was reported during the financial year under report.





13.	<p>Additional Non-compliances, if any :</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	
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Note:

- a. *The Company was admitted to Corporate Insolvency Resolution Process ('CIRP') vide Order dated 10th February, 2023 pronounced by Hon'ble NCLT, Kolkata Bench, Kolkata under Section 7 of the Insolvency and Bankruptcy Code, 2016. Consequently, the Board of Directors of the Company was suspended since 10th February, 2023. However, CIRP has been withdrawn vide an order dated 15th May, 2023 pronounced by the Hon'ble NCLAT, Principal Bench, New Delhi on the basis of settlement agreement between the parties and the Board of Directors of the Company was re-stored accordingly.*
- b. *The status of the Company at Calcutta Stock Exchange is "Suspended".*

II. Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.



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4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Signature:

Place : Kolkata
Dated : 30.05.2024

Name of the Practising Company Secretary : CS Atul Kumar Labh

FCS No. : 4848

CP No. : 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848F000503456

