



**SECRETARIAL COMPLIANCE REPORT OF WILLIMASON MAGOR & CO. LIMITED FOR THE
YEAR ENDED 31ST MARCH, 2022**

I, Raj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **WILLIAMSON MAGOR & CO. LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

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

The specific Regulations (as amended from time to time), to the extent applicable, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;





and circulars/ guidelines issued there under;

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India due to COVID-19 pandemic, I hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Board of Directors of the company did not consist of minimum six directors for the period from 01.01.2022 to 08.02.2022	The Company complies with Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 09.02.2022
2	Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company did not have a woman director from 23.12.2021 to 30.12.2021	The Company complies with Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 31.12.2021
3	Regulation 29(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	There was a delay in furnishing prior intimation to stock exchanges about the meeting of Board of Directors held on August 12, 2021 for Financial Results	Fine was levied by the Stock Exchanges and the company paid the same

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

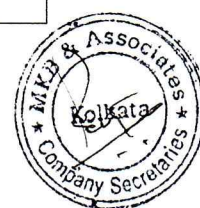




Sr. No.	Action Taken by	Details of violation	Details of action taken e.g., fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
1	National Stock Exchange of India Limited	As required under Regulation 29(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015, prior intimation to stock exchanges about the meeting of Board of Directors held on August 12, 2021 for Financial Results was not given atleast five days in advance.	Fine was levied by the Stock Exchanges and the company paid the same	There was a delay in furnishing prior intimation to stock exchanges about the meeting of Board of Directors held on August 12, 2021 for Financial Results. Fine was levied by the Stock Exchanges and the company paid the same.
2	BSE Limited			

(d) The listed entity has taken the following actions to comply with the observations made in the previous reports.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	--	As required under Regulation 33(2)(a) of SEBI (Listing Regulations and Disclosure Requirements), 2015, the CEO/ CFO certificate for quarterly results for the quarter ended 31 st March, 2020 and 30 th June, 2020 was not obtained nor placed before the meeting of Board of Directors	Mr. Tuladri Mullick, Manager & CFO of the Company resigned with effect from 26th September, 2019. Pursuant to his resignation the Company did not have Manager/ CFO and Mr. Madan Lal Agarwal was appointed as Manager and CFO of the Company with effect from 19.10.2020	Pursuant to appointment of Mr. Madan Lal Agarwal as Manager and CFO of the Company with effect from 19.10.2020, the company has obtained and placed the CEO/CFO certificate before the subsequent meetings of Board of Directors.





2	--	As required under Regulation 17(8) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the CEO/ CFO certificate was not obtained or placed before the Board while approving the financial results for the year ended 31 st March, 2020. The said certificate was also not part of the Annual Report of the Company for the year ended 31 st March, 2020	Mr. Tuladri Mullick, Manager & CFO of the Company resigned with effect from 26th September, 2019. Pursuant to his resignation the Company did not have Manager/ CFO and Mr. Madan Lal Agarwal was appointed as Manager and CFO of the Company with effect from 19.10.2020	Pursuant to appointment of Mr. Madan Lal Agarwal as Manager and CFO of the Company with effect from 19.10.2020. The certificates for the Financial Year ended 31.03.2021 was obtained and formed part of Annual Report for Financial Year ended 31.03.2021
3	--	Pursuant to Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board of Directors of the company did not consist of minimum six directors for the period from 01.04.2020 to 15.09.2020 and 22.12.2020 to 19.02.2021	The Company complied with Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 20.02.2021	The non-compliance has been made good by the Company
4	--	Pursuant to Regulation 34(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), the Company has not	Fine was imposed by stock exchanges and the company paid the same.	The matter stands closed






		submitted to the stock exchanges a copy of the annual report for the financial year ended 31 st March, 2020 along with the notice of the annual general meeting as soon as the same was dispatched to its shareholders)		
5	--	Pursuant to Regulation 31(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholding pattern for the quarter ended 31st March, 2020 which was supposed to be filed with the stock exchanges within the extended period of 15th May, 2020, was filed on 8th June, 2020	Fine was imposed by National Stock Exchange of India Limited and the company paid the same. The company applied for waiver and the same was granted by the stock exchange	The matter stands closed

- (e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 30.05.2022
Place: Kolkata
UDIN: A017190D000425070

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Banthia
Partner

Membership no. 17190
COP no. 18428