

A. K. LABH

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

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 69th Annual General Meeting of
Williamson Magor & Co. Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani ·
Kolkata – 700 001**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 69th Annual General Meeting (“AGM”) of the members of “*Williamson Magor & Co. Limited*” (“*Company*”) held on Tuesday, the 22nd day of December, 2020 at 03:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 10th day of November, 2020. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



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I submit my report as under :

1. The remote e-voting period remained open from 09.00 A.M. IST on Friday, the 18th day of December, 2020 up to 5.00 P.M. IST on Monday, the 21st day of December, 2020.
2. The shareholders holding shares as on the “cut off” date, i.e. the 15th day of December, 2020 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated the 10th day of November, 2020 of the AGM of the Company.
3. The Company has also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same has not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 22nd day of December, 2020 around 04:10 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 40, Weston Street, 3rd Floor, Kolkata – 700013 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed; the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN: 114979] is as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020 and the Reports of the Board of Directors and the Auditors thereon; (b) Audited Consolidated Financial Statements for the said financial year and the Report of the Auditors thereon

(i) *Voted in favour of the Resolution:*

| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 127 | 6979089 | |
| E-voting at AGM | 2 | 7 | |
| Total | 129 | 6979096 | 99.9994% |

(ii) *Voted against the Resolution:*

| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 8 | 40 | |
| E-voting at AGM | 0 | 0 | |
| Total | 8 | 40 | 0.0006% |

(iii) *Invalid Votes:*

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|
| 0 | 0 |



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b) Resolution 2

To appoint a Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), who retires by rotation and, being eligible, offers himself for re-appointment

** As informed to us by the management of the Company and also to the Shareholders by the Chairman at the 69th Annual General Meeting (AGM), voting in respect of Resolution No. 2 regarding Appointment of Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), who retires by rotation and is eligible for re-appointment was not taken up since Mr. Amritanshu Khaitan vide his letter dated 19.12.2020 informed the Board of Directors that he wished to step down as a Director from the Board of the Company by retiring at the AGM. The Company has adjourned the Annual General Meeting in terms of the provisions of Section 152(7) of the Companies Act, 2013.*



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 SPECIAL BUSINESS:

c) Resolution 3 : Ordinary Resolution

Appointment of Mr. Gaurang Shashikant Ajmera (DIN: 00798218) as an Independent Director

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 135 | 6979129 | |
| E-voting at AGM | 2 | 7 | |
| Total | 137 | 6979136 | 100.0000% |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 0 | 0 | |
| E-voting at AGM | 0 | 0 | |
| Total | 0 | 0 | 0.0000% |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



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d) Resolution 4 : Ordinary Resolution

Appointment of Mr. Rahul Nandan Sahaya (DIN: 00112644) as an Independent Director

(i) **Voted in favour of the Resolution:**

| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 135 | 6979129 | |
| E-voting at AGM | 2 | 7 | |
| Total | 137 | 6979136 | 100.0000% |

(ii) **Voted against the Resolution:**

| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 0 | 0 | |
| E-voting at AGM | 0 | 0 | |
| Total | 0 | 0 | 0.0000% |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|
| 0 | 0 |



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e) Resolution 5 : Special Resolution

Approval to give Inter Corporate Loan of an amount not exceeding Rs. 100 Crores to Williamson Financial Services Limited, an Associate of the Company (Related Party)

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 120 | 199864 | |
| E-voting at AGM | 2 | 7 | |
| Total | 122 | 199871 | 25.6341% |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 11 | 62 | |
| E-voting at AGM | 4 | 579775 | |
| Total | 15 | 579837 | 74.3659% |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



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f) Resolution 6 : Special Resolution

Appointment of Mr. Madan Lal Agarwal as a Manager of the Company w.e.f. 19.10.2020 for a period of three years

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 135 | 6979129 | |
| E-voting at AGM | 2 | 7 | |
| Total | 137 | 6979136 | 100.0000% |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 0 | 0 | |
| E-voting at AGM | 0 | 0 | |
| Total | 0 | 0 | 0.0000% |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



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7. All the effective resolutions proposed hereinabove, *except Resolution No. 5*, have been passed with requisite majority.
8. The electronic data and e-voting registers including other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For **A. K. LABH & Co.**

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS – 4848 / CP No. – 3238

UDIN : F004848B001615402



Place: Kolkata

Dated: 23.12.2020



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Witness:

1. 

(Narayan Chandra Saha)
40, Weston Street, 3rd Floor
Kolkata - 700013

2. 

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer
For Williamson Magor & Co. Limited

(Aditi Daga)
Company Secretary
Memb. No. – A34659

