



## WILLIAMSON MAGOR & CO. LIMITED

Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001

CIN: L01132WB1949PLC017715 Email: administrator@wmg.co.in

Web: www.wmtea.com, Telephone: 033-2210-1221, 2248-9434/35

### NOTICE

Notice is hereby given that the Sixty Fifth Annual General Meeting of the Members of the Company will be held on Tuesday, 9th August, 2016 at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata-700 001 at 11:00 a.m. to transact the following business:

To receive consider and adopt the:-

1. a) Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and  
b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. A. Khaitan (holding DIN 00023788) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of Messrs. Lovelock & Lewes, Chartered Accountants, (ICAI Registration No. FRN 301056E ), as Auditors of the Company to hold office from the conclusion of the Annual General Meeting of the Company held on 10th September, 2014 until the conclusion of the Annual General Meeting of the Company to be held in the year 2017 on the remuneration to be fixed by the Board of Directors, be and is hereby ratified.”

Registered Office :  
Four Mangoe Lane,  
Surendra Mohan Ghosh Sarani  
Kolkata - 700 001  
Date : 30th May, 2016

By Order of the Board  
WILLIAMSON MAGOR & CO. LIMITED

H.U. SANGHAVI  
Company Secretary

### NOTES

- a) **A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company’s Registered Office situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001 not less than forty-eight hours before 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 fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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 for any other person or shareholder.**
- b) The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be appointed/ re-appointed is annexed.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 2nd August, 2016

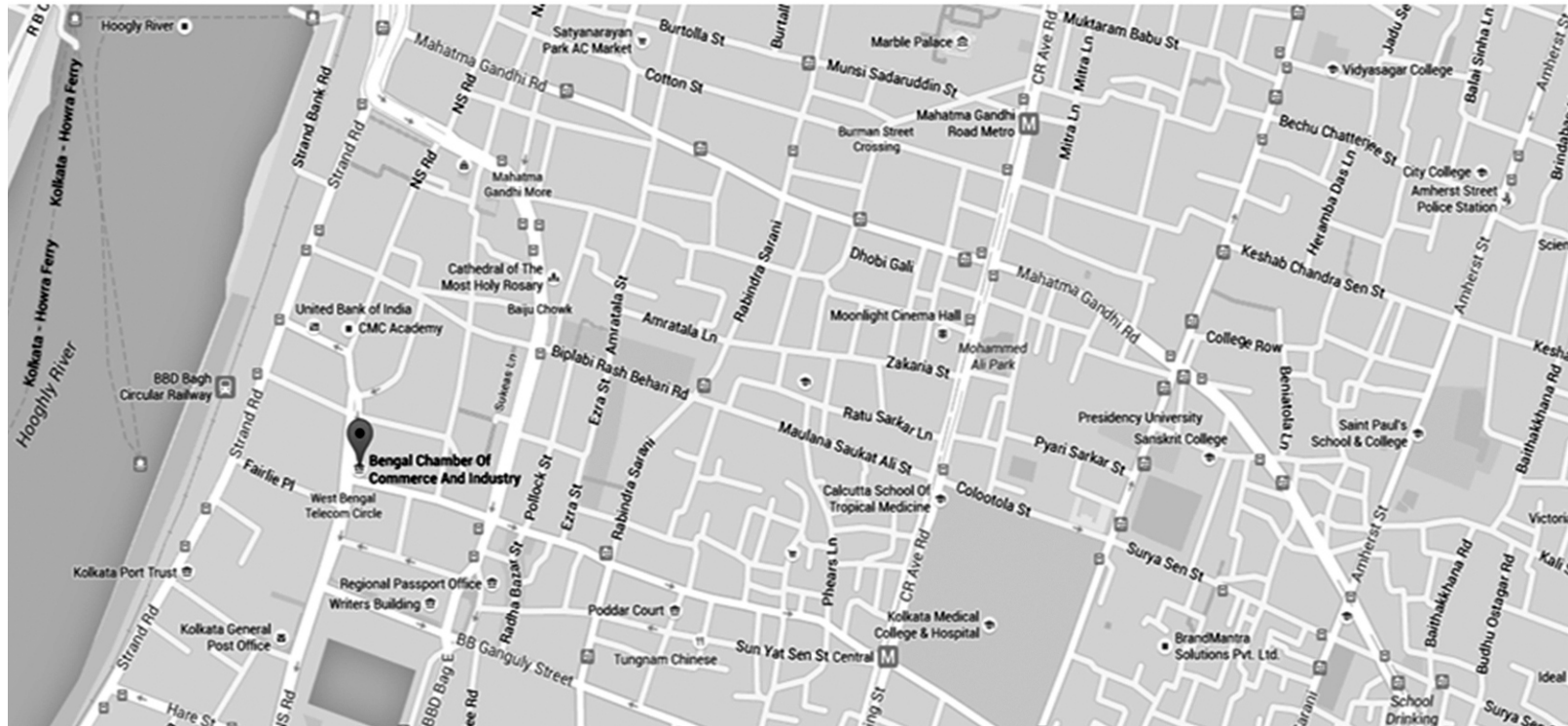
to 9th August, 2016 (both days inclusive).

- d) Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.
- e) The Securities and Exchange Board of India (SEBI) vide Circular Ref.No.MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transaction Thereafter, vide Circular No.MRD/DoP/Cir-05/2009 dated May 20, 2009 it was clarified that for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares. SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases.
  - i) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
  - ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
  - iii) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
- f) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
- g) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- h) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- i) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- j) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datamatics Private Limited, for consolidation into a single folio.
- k) Instruction on Voting : In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule, 2014, as amended, and Regulation 44 of Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given in a separate sheet attached hereto forming part of the Notice.
- l) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 2nd August, 2016. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as on the cut-off date i.e. 2nd August, 2016, may obtain the login ID and password by sending a request at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or [skchaubey@mdpl.in](mailto:skchaubey@mdpl.in).
- m) The Notice of the AGM and instructions for e-voting along with the Attendance slip and Proxy form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- n) Members may also note that the Notice of the AGM and the Annual Report 2015-16 will be available on the Company's website, [www.wmtea.com](http://www.wmtea.com)

**PARTICULARS OF DIRECTORS RETIRING BY ROTATION AND SEEKING  
RE-APPOINTMENT / DIRECTORS PROPOSED TO BE APPOINTED**

Name of Directors	:	<b>MR. A. KHAITAN</b>
Age	:	48 years
Qualifications	:	B.Com. (Hons.)
Expertise	:	Hailing from a renowned family of Industrialists, Mr Khaitan has had in-depth exposure to and involvement in steering diverse business and has gained considerable experience and expertise in corporate finance and management of tea and engineering industries . He is holding the position of Vice Chairman and Managing Director of McLeod Russel India Limited and is also the Vice Chairman of Eveready Industries India Limited.
Other Directorships	:	
<b>Name of the Company</b>		<b>Committee Memberships, if any, with position.</b>
McLeod Russel India Limited	:	Audit Committee, Member
Eveready Industries India Limited	:	
Williamson Financial Services Limited	:	
Babcock Borsig Limited	:	Audit Committee, Member Nomination and Remuneration Committee, Member
D1 Williamson Magor Bio Fuel Limited	:	Audit Committee, Chairman Nomination and Remuneration Committee, Chairman
McNally Bharat Engineering Company Limited	:	
Kilburn Engineering Limited	:	
Royal Calcutta Golf Club	:	
Prana Lifestyle Private Limited	:	
Borelli Tea Holdings Limited, U.K.	:	
Phu Ben Tea Company Limited, Vietnam	:	
Rwenzori Tea Investments Limited, Uganda	:	
McLeod Russel Uganda Limited, Uganda	:	
McLeod Russel Middle East DMCC, Dubai	:	
McLeod Russel Africa Ltd, Kenya	:	
<b>Shareholding in the Company</b>	:	<b>NIL</b>

## Route Map of the Venue of the AGM



Bengal Chamber of Commerce and Industry  
6, N. S. Road, Kolkata - 700001