

WILLIAMSON MAGOR & CO. LIMITED

CIN No: L01132WB1949PLC017715

Registered Office: Four Mangoe Lane,

Surendra Mohan Ghosh Sarani, Kolkata - 700001

Phone: 033-2243-5391/5393, 2210-1221, 2248-9434/9435,

Fax: 91-33-2248-3683, 2248-8114, 2248-6265

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

NOTICE OF POSTAL BALLOT

(ONLY THROUGH E-VOTING)

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of Williamson Magor & Co. Limited ('the Company') that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard on General Meetings (SS 2) and General Circulars No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020 No.39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, No. 20/2021 dated 08 December 2021, No. 3/2022 dated 5th May, 2022, No. 10/2022 and 11/2022 dated 28th December 2022 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law, if any, to transact the Special Business as set out hereunder by way of postal ballot only by voting through electronic means (remote e-voting system).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories/ Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-voting facility to its Members. The instructions for remote

e-voting are appended to this Notice. The Notice is also available on the website of the Company www.wmtea.com

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Wednesday, 19th July 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business

Item No. 1: Appointment of Mrs. Madhumita Singh Bhasin (DIN: 10078878) as a Director of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules related thereto (including any statutory modification(s) or re-enactment thereof, Mrs. Madhumita Singh Bhasin (DIN: 10078878) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th April 2023 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as may be necessary, proper and expedient to give effect to this resolution.”

Item No. 2: Appointment of Mr. Neville Allen Btreen (DIN: 09774939) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Neville Allen Btreen (DIN: 09774939), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 15th May 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed

thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 15th May 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as may be necessary to give effect to this resolution.”

Item No. 3: Appointment of Mr. Sudipta Chakraborty as Manager and Chief Financial Officer (CFO) of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder [including any statutory modification(s) or reenactment(s) thereof, for the time being in force], read with Schedule V to the Act and all guidelines and clarifications issued by the Ministry of Corporate Affairs from time to time and Articles of Association of the Company and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and based on recommendation of Nomination & Remuneration Committee, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sudipta Chakraborty as the Manager of the Company, also designated as the Chief Financial Officer (CFO) of the Company for a period of two years with effect from 29th May, 2023, upon the terms and conditions as set out in the explanatory statement annexed to the Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 2 years from the date of his appointment).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary in relation to the above and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**By order of the Board
For Williamson Magor & Co. Ltd.**

**Place: Kolkata
Dated: 29.05.2023**

**Sk Javed Akhtar
Company Secretary
M. No. : A24637**

Registered Office:
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700001

Notes:

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 1 to 3 is annexed herewith.
- (2) The Postal Ballot Notice is being sent by electronic means to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, June 16, 2023** ("Cut-off Date") as received from the Depositories.
- (3) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.
- (4) Members may please note that the Postal Ballot Notice will also be available on the Company's website at: www.wmtea.com, websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at: www.bseindia.com, www.nseindia.com and www.cse-india.com and on the website of Maheshwari Datamatics Private Ltd. ("Registrar and Transfer Agents") at: <http://www.mdpl.in> .
- (5) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Ltd., 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001; Tel. No.: 033 22435029 / 22482248; Fax No.: 033 22484787; E-Mail: mdpldc@yahoo.com.
- (6) Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
- (7) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- (8) The voting rights are one vote per Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of the Shares registered in the name of the Shareholders as on **Friday, June 16, 2023**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
- (9) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by National Securities Depository Limited (NSDL). The instructions for e-voting are provided as part of this Postal Ballot Notice.

- (10) Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General Information and Instructions relating to E-voting” in this Postal Ballot Notice.
- (11) E-voting period commences at 9:00 AM IST on **Tuesday, June 20, 2023** and ends at 5:00 PM IST on **Wednesday, July 19, 2023**. Shareholders are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 PM IST on Wednesday, July 19, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
- (12) The Board of Directors of the Company have appointed Ms. Vidhya Baid, Practising Company Secretary (Membership No. FCS 8882), as the Scrutinizer, for conducting the Postal Ballot voting process including e-voting in a fair and transparent manner.
- (13) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of voting by postal ballot through the e-voting process will be announced by the Chairman or any such person authorized by him on or before **Friday, July 21, 2023**. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, July 19, 2023 i.e. the last date specified for receipt of votes through the e-voting process.
- (14) The declared results along with the Scrutiniser Report shall be displayed on the website of the Company (www.wmtea.com), and on the website of NSDL www.evoting.nsdl.com, and the same shall be communicated to the Registrar and Share Transfer Agent. the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at: www.bseindia.com, www.nseindia.com and www.cse-india.com, where the equity shares of the Company are listed. The results shall be displayed on the notice board at the registered office of the Company.
- (15) All the material documents referred to in the explanatory statement will be available for inspection electronically from **Tuesday, 20th June 2023 to Wednesday, 19th July 2023** basis the request being sent on javed.akhtar@mcleodrussel.com.

General Information and Instructions relating to remote e-voting is provided below:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository

Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="683 483 1458 1055">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="683 1059 1458 1256">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="683 1261 1458 1877">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="683 1881 1458 2022">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat	Your User ID is:
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(NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to r.vidhya9@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to administrator@mcleodrussel.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to administrator@mcleodrussel.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing he details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Appointment of Mrs. Madhumita Singh Bhasin (DIN: 10078878) as a Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had approved the appointment of Mrs. Madhumita Singh Bhasin (DIN: 10078878) as an Additional Director of the Company w.e.f. 25th April, 2023 in accordance with the provision of section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company subject to approval of Members of the Company. Ms. Madhumita Singh Bhasin will be liable to retire by rotation

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members of the Company is being sought for the appointment of Mrs. Madhumita Singh Bhasin.

The Board is of the view that Mrs. Madhumita Singh Bhasin possesses the requisite Knowledge, experience and skill for the position of Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company. She shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, in accordance with the provisions of the Act.

The Company has also received a Notice under Section 160 of the Act from a Shareholder proposing the candidature of Mrs. Madhumita Singh Bhasin for the office of a Director of the Company. Additional information in respect of Mrs. Madhumita Singh Bhasin, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mrs. Madhumita Singh Bhasin, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 1 for approval of the Members.

Item No. 2

Appointment of Mr. Neville Allen Btreen (DIN: 09774939) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had approved the appointment of Mr. Neville Allen Btreen (DIN: 09774939) as an Additional Director (Non – Executive Independent) of the Company in accordance with the provision of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company for a period of five consecutive years w.e.f. 15th May, 2023.

Further, in terms of Sections 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members of the Company is being sought for the appointment of Mr. Neville Allen Btreen.

The Board is of view that Mr. Neville Allen Btreen possess the requisite Knowledge, experience and skill for the position of Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. He shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, in accordance with the provisions of the Act.

The Company has also received a declaration from Mr. Neville Allen Btreen that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations.

Mr. Neville Allen Btreen is the Chairperson of Audit Committee and Nomination & Remuneration Committee of the Company

The Company has also received a Notice under Section 160 of the Act from a Shareholder proposing the candidature of Mr. Neville Allen Btreen for the office of a Director of the Company.

Mr. Btreen is 65 years of age and a Commerce Graduate. He has over 35 years of corporate experience in various capacities in the Accounts and administrative position. In the opinion of Board Mr. Btreen fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. Additional information in respect of Mr. Neville Allen Btreen, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Draft of the letter of appointment to be issued to Mr. Neville Allen Btreen setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to javed.akhtar@mcleodrussel.com.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Neville Allen Betreen, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Special Resolution as set out in Item No. 2 for approval of the Members.

ITEM NO. 3

In terms of the provisions of Section 196,197,198 and 203 of the Companies Act, 2013 ('the Act') read with its relevant rules, based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company ('the Board') at its Meeting held on 29th May, 2023 have appointed Mr. Sudipta Chakraborty as the Manager and CFO of the Company for a period of two years with effect from 29th May, 2023 upon the terms and conditions as set out in the Company's appointment letter dated 29th May, 2023 addressed to Mr. Sudipta Chakraborty, the material terms of which are as follows :-

Period:

Two years with effect from 29th May, 2023.

Remuneration:

Basic Salary: Rs. 65,400/- per month

Special Allowance: Rs. 18,000/- per month

House Rent Allowance: Rs. 20,000/- per month

House Maintenance Allowance Rs. 10,400/- per month.

Leave Travel Assistance Rs. 1,40,000/-

Retiral Benefits:

Contributions to the Provident Fund/Superannuation/Pension Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds. Gratuity will be payable in accordance with the Rules of the Company and such gratuity shall not exceed half a month's salary for each completed year of service.

Minimum Remuneration:

In the event of loss or inadequacy of profit of the Company in terms of Section 197 of the Act in any financial year during his term as Manager the aforesaid remuneration shall be paid to him subject to Section II of Part II of Schedule V to the Act.

Leave:

As per the Rules of the Company.

Nature of Duties:

He is entrusted with the power of management of the whole or substantially the whole of the affairs of the Company subject to the superintendence, control and direction of the Board.

Other Conditions:

The Appointment is terminable by three months' Notice from either side.

The aforesaid appointment of Mr. Sudipta Chakraborty and his above remuneration requires the approval of the Members of the Company in General Meeting pursuant to Part III of Schedule V to the Act. The above terms as to remuneration have been approved by the Board of Directors of the Company at its Meeting held on 29th May, 2023 and is in accordance with the Remuneration Policy formulated by the Nomination and Remuneration Committee of the Board of Directors of the Company in terms of Section 178(3) of the Act.

The resolution set out in item No.3 of the convening Notice has to be considered accordingly and taking into account. Considering, Mr. Sudipta Chakraborty's qualification and past experience, the Board feels that it would be in the interest of the Company to appoint him and accordingly recommends its adoption.

The Statement to be provided to the Members of the Company in terms of Section II of Part II of Schedule V to the Act is given below:-

I. General Information:

(1) Nature of Industry: NBFC

(2) Date or expected date of commencement of commercial production: The Company is an existing Company engaged mainly in the business of lending and investment in its group companies.

(3) Financial performance based on given indicators: Financial year 2022-23:

Total Revenue: Rs. 305.69 lakhs

Profit/(Loss) Before Taxation: Rs. 1320.11 lakhs

Profit/(Loss) After Taxation: Rs. 1711.87 lakhs

Earnings per Equity Share: Rs 15.62

(4) Export performance and net foreign exchange collaborations: N.A.

(5) Foreign Investment or collaborators, if any: N.A.

II. Information about the appointee:

(1) Background details: Mr. Sudipta Chakraborty is a Graduate in Economics & Statistic from Calcutta University and has experience of over 20 years in Accounting, Audit and Financial matters.

(2) Past Remuneration: Not applicable.

(3) Recognition or awards: None.

(4) Job profile and his suitability: Considering Mr. Sudipta Chakraborty's qualification and taking into account his past working experience, he is a fit person to be appointed as the Manager of the Company. He shall be entrusted with the power of management of the whole

or substantially the whole of the affairs of the Company subject to the superintendence, control and direction of the Board.

(5) Remuneration proposed: As per the aforesaid appointment letter issued to him.

(6) Comparative remuneration: Taking into consideration the size of the Company and the responsibilities shouldered by Mr. Sudipta Chakraborty, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial persons in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any: Receiving remuneration from the Company as Manager & CFO as mentioned herein above.

III. Other Information:

(1) Reasons of loss or inadequate profit: Since the Company's financial performance depends upon the performance of mainly its group companies where it has invested in equities and given loans and also on the monetary policy of the Reserve Bank of India, adverse scenario in such circumstances could affect its profitability.

(2) Steps taken or proposed to be taken for improvement: Steps are being taken for increase of income from investments.

(3) Expected increase in productivity and profits in measurable terms: The Company is taking necessary steps to increase its turnover and profits in the long term.

A copy of the letter referred to in the said resolution will be available for inspection by the Members of the Company at its Registered Office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001 on any working day between 20th June, 2023 to 19th July, 2023 between 10.00 a.m. to 12 noon.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Sudipta Chakraborty, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Special Resolution as set out in Item No. 3 for approval of the Members.

**By order of the Board
For Williamson Magor & Co. Ltd.**

**Place: Kolkata
Dated: 29.05.2023**

**Sk Javed Akhtar
Company Secretary
M. No. : A24637**

Registered Office:
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700001

ANNEXURE -A

Information of Directors relating to appointment for item nos. 1 and 2 of the Notice.

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name	:	Madhumita Singh Bhasin (DIN: 10078878)
Date of Birth	:	1 st June, 1971
Age	:	51 years
Qualification	:	Mrs. Madhumita Singh Bhasin holds Bachelor's Degree in Economics from State University of New York, Buffalo, NY and MBA degree in Finance & Marketing from State University of New York, Buffalo, NY.
Expertise	:	She has more than twenty years` experience in Finance, Accounts and Audit and worked in reputed organisation viz. Rich Products Pvt. Ltd. Buffalo NY, Assam Company India Ltd. and McLeod Russel India Ltd.
Date of first appointment on the Board	:	25 th April, 2023
Number of Board Meetings attended:	:	1
Relationship with other Directors /KMP of the Company	:	Mrs. Madhumita Singh Bhasin is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013
List of Other Companies in which Directorship held	:	Babcock Borsig Limited
*Committee Memberships, if any, with position.	:	<u>Babcock Borsig Limited</u> Audit Committee – Member Nomination and Remuneration Committee - Member
Resignation from the directorship of the listed companies in the past three years	:	NIL
Shareholding in the Company	:	Nil
Remuneration	:	Entitled for only sitting fee
Name	:	NEVILLE ALLEN BETREEN (DIN: 09774939)
Date of Birth	:	20 th October, 1957
Age	:	65 years
Qualification	:	Mr. Neville Allen Betreen holds Bachelor's Degree of Commerce from St. Xaviers College.
Expertise	:	He has more than forty years` experience in Finance, Accounts, Audit and Admin and worked in reputed organisation viz. Array Solutions India Ltd, McLeod Russel India Limited, Machinery Manufacturers Corporation etc.

The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Skills and capabilities of Mr. Between were identified by the Nomination and Remuneration Committee of the Company for the said role. Considering his education background and his Corporate experience of more than 40 years will help in Finance, Accounts, Audit, Administration and Management of the Company. He strives to devote adequate time to the meetings of the Board and the Committees.
Date of first appointment on the Board	: 15 th May, 2023
Number of Board Meetings attended:	: 1
Relationship with other Directors /KMP of the Company	: Mr. Neville Allen Between is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013
List of Other Companies in which Directorship held	: Seajuli Developers & Finance Limited Woodside Parks Limited
*Committee Memberships, if any, with position.	<u>Seajuli Developers & Finance Limited:</u> Audit Committee and Nomination and Remuneration Committee – Chairman <u>Woodside Parks Limited:</u> Audit Committee and Nomination and Remuneration Committee - Member
Resignation from the directorship of the listed companies in the past three years	Nil
Shareholding in the Company	: Nil
Remuneration	: Entitled for only sitting fee

*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.