



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

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 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, amendments or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution appended below for authority to the Board of Directors of the Company to borrow monies upto an aggregate limit of Rs. 750 Crores only in terms of Section 180(1)(c) of the Companies Act, 2013, is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The Statement of Reasons pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration ("**Postal Ballot Form**"). The postal ballot notice along with the Postal Ballot Form is also available on the website of the Company: www.wmtea.com

The Board of Directors of the Company have appointed Mr. A. K. Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner and Central Depository Services (India) Limited ("CDSL") as agency in respect of e-voting for the postal ballot.

Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. IST on Saturday, 13th May, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section '**Voting through electronic means**'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any one Director of the Company or such other person as may be authorised by the Chairman after the completion of the scrutiny of the postal ballots (including remote e-voting). The result of the postal ballot would be announced by the Chairman or any other Director/ Authorised Persons of the Company not later than Friday, 19th May, 2017 and displayed on the Notice Board of the Company at its Registered Office in Kolkata besides being communicated to the Stock Exchanges on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.wmtea.com for the information of the Members. The date of declaration of the results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTION No. 1:

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

"RESOLVED in supersession of the Special Resolution passed by the Members of the Company at their Annual General Meeting held on 18th August, 2015 that consent of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 ('the Act') to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company from any financial institutions/banks/bodies corporate/any other lending agencies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) provided that the total amount upto which monies may be borrowed by the Company together with the monies already borrowed by the Company in this regard and which shall remain outstanding at any point of time shall not exceed the sum of Rs. 750 Crore

(Rupees Seven Hundred Fifty Crore) only, exclusive of interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment, or on redemption, costs, charges, expenses and all other monies payable by the Company to any of the aforesaid lenders of the Company or any of them under the Agreement/Arrangements entered into / to be entered into by the Company in respect of the amounts borrowed from such lenders.”

By Order of the Board
For Williamson Magor & Co. Limited

Place: Kolkata
Date: 12th April, 2017

H. U. Sanghavi
Company Secretary

Regd. Office:

Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata 700001.
CIN: L01132WB1949PLC017715
Website: www.wmtea.com

Notes:

- 1) The Statement of Reasons pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 is annexed hereto.
- 2) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 7th April, 2017 i.e. the cut-off date for despatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by courier/registered post alongwith a postage-prepaid self-addressed Business Reply envelope.
- 3) Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 7th April, 2017 will be considered for the purpose of voting. A person who is not a Member as on Friday, 7th April, 2017 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
- 4) The e-voting period begins on Friday, 14th April, 2017, 09:00 a.m. and ends on Saturday, 13th May, 2017 at 5.00 p.m.
- 5) The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
- 6) A Member cannot exercise his vote by proxy on postal ballot.
- 7) A Member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Notice, as applicable, and return the duly completed form in the enclosed self-addressed business reply envelope, so as to reach the Scrutinizer, Mr. A. K. Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata, (unit Williamson Magor & Co. Limited), at 40, Weston Street, Kolkata 700 013, on or before 5:00 p.m. on Saturday, 13th May, 2017. The Postal Ballot Forms received after 5.00 p.m. on , Saturday, 13th May, 2017, will be treated as if the reply from the member has not been received.
- 8) Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Mr. H. U. Sanghavi, Company Secretary of the Company, at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700 001 or to Registrar & Share Transfer Agents of the Company, M/s Maheshwari Datamatics Pvt Ltd, 23 R. N. Mukherjee Road, Kolkata-700001.
- 9) **Voting through electronic mean (E-voting).**
 - a. In accordance with the requirements of regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and section 110 and other applicable provisions of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide facility to its Members, to cast their vote electronically for the resolution proposed to be passed through postal ballot. The Board of Directors has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its Members.

- b. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, 7th April, 2017.
- c. Mr. A. K. Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata, has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The e-voting period begins on Friday, 14th April, 2017 at 09.00 a.m. and ends on Saturday, 13th May, 2017 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 7th April, 2017, may cast their vote electronically.
- e. **The Procedure and instructions for e-voting are as under:**

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on 'SHAREHOLDERS'.
- c) Now Enter your User ID
 – For CDSL: 16 digits beneficiary ID,
 – For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 – Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both dematshareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folionumber in the Dividend Bank details field as mentioned in instruction (iv).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- j) Click on the EVSN for Williamson Magor & Co. Limited to vote.
- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for Android, iOS and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store or App Store on your Apple or Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT OF REASONS PURSUANT TO RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The Members of the Company, at the Annual General Meeting held on 18th August 2015, had accorded their consent to the Board of Directors to borrow money upto an aggregate limit of Rs. 500 crores (Rupees Five Hundred crores) only. The Company is a Non-Banking Financial Company engaged inter alia in the business of lending and investing and in order to meet the need for the funds required to maintain the said business, the Board is of the opinion that the said borrowing limit as accorded by the Members in terms of Section 180(1)(c) of the Companies Act, 2013 be increased to Rs. 750 crores (Rupees Seven Hundred Fifty crores) only. Thus, the consent of the Members is sought by way of a Special Resolution since the Company may be required to borrow money from one or more financial institutions/banks/bodies corporate/any other lending agencies, in the normal course of business, in excess of the aggregate paid up capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013, subject to an aggregate limit of Rs. 750 crores (Rupees Seven Hundred Fifty crores) only remaining outstanding at any point of time.

The Resolution set out in the convening Notice is to be considered accordingly and the Board recommends the same.

No Director or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in respect of the said Resolution.

By Order of the Board
For Williamson Magor & Co. Limited

Place: Kolkata
Date: 12th April, 2017

H. U. Sanghavi
Company Secretary

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