



WILLIAMSON MAGOR & CO. LIMITED

Registered Office : Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700 001
CIN: L01132WB1949PLC017715, Email: administrator@wmg.com
Web : www.wmtea.com, Telephone : 033-2210-1221, 2248-9434/35

NOTICE

Notice is hereby given that the Sixty Sixth Annual General Meeting of the Members of the Company will be held on Friday, 22nd September, 2017 at 11.00 a.m. at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata - 700 001, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:-
 - a. Audited Financial Statements of the Company for the financial year ended 31st March 2017 and the Reports of the Board of Directors and the Auditors thereon; and
 - b. Audited Consolidated Financial Statements for the said financial year and the Report of the Auditors thereon.
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.
3. To consider and if thought fit to pass 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), Messrs. V. Singhi & Associates, Chartered Accountants (Firm Registration No. 311017E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Seventy First Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Sections 196 and 203 read with Sections 178(3), 197 and 198 of the Companies Act, 2013 (‘Act’) and Schedule V thereto, approval of the Members be and is hereby accorded to the re-appointment of Mr. Tuladri Mallick as the Manager of the Company, also designated as the Chief Financial Officer of the Company, and to the remuneration payable to him as Manager for a period of three years with effect from 1st May, 2017 upon the terms and conditions as set out in the Agreement with Mr. Tuladri Mallick and the Company dated 28th April, 2017, a copy whereof is placed before the Meeting.

RESOLVED FURTHER THAT subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 approval of the Members be and is hereby accorded to the payment of the same remuneration to Mr. Tuladri Mallick in the event of the Company having no profit or inadequate profit during the tenure of his appointment.”

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

“RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the intercorporate loan(s) given by the Company to McNally Bharat Engineering Co. Limited, an Associate of the Company (Related Party) from time to time during the financial year ended 31st March, 2017 with the maximum balance of Rs. 59 Crore remaining outstanding at the close of the said financial year be and are hereby ratified and the Members also approve the granting of further intercorporate loan(s) to be given by the Company from time to time to the said Associate of the Company so that the aggregate of the intercorporate loans to be so granted shall not exceed a sum of Rs. 300 Crore remaining outstanding at any point of time during any financial year of the Company.”

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

“RESOLVED THAT in supersession to the earlier Resolution passed by the Members in this regard and pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to keep the Register of Members and Index of Members at the Office of the Company’s Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, 5th floor, Kolkata -700 001 or at such other place within Kolkata to which the said Office is shifted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

By Order of the Board
Williamson Magor & Co. LIMITED

H.U. Sanghavi
Company Secretary

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

Date: 8th August, 2017.

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 persons 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 15th September, 2017 to 22nd September, 2017 (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 Agents 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 15th September, 2017. 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. 15th September, 2017, may obtain the login ID and password by sending a request at mdpldc@yahoo.com or 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 2016-17 will be available on the Company's website, www.wmtea.com

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

ITEM NO. 4

Section 196 of the Companies Act, 2013 (the Act) read with its relevant rules provides that every Listed Company shall have a Manager. Accordingly, Mr. Tuladri Mallick, who is a qualified Chartered Accountant and Master of Commerce has been appointed as the Manager of the Company by the Board of Directors of the Company ('the Board'), also designated as the Chief Financial Officer of the Company, at its Meeting held on 3rd February 2017 for a period of three years with effect from 1st May, 2017 on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company at a remuneration and upon the terms and conditions as set out in in the Agreement with Mr. Tuladri Mallick and the Company dated 28th April, 2017, the material terms of which are as follows :-

Period : Three years with effect from 1st May, 2017.

Remuneration :

- (i) Salary and Other Allowances : Basic Salary: Rs. 35,000/- per month. Special Allowance: Rs. 13,200/- per month. Housing Arrangements: House Rent Allowance Rs. 12000/- per month. House Maintenance Allowance: Rs.7,000/- per month.
- (ii) Conveyance : Rs. 6000/- per month.
- (iii) Incentive/s : As may be approved by the Board
- (iv) Leave Travel Assistance : Rs. 110000/- per annum.
- (v) Increment : The quantum of increase in the amount of Remuneration as mentioned in (i), (ii), (iii) and (iv) above in any Financial year shall be as may be approved by the Board from time to time.

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. Tuladri Mallick 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 3rd February, 2017 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.4 of the convening Notice has to be considered accordingly and taking into account Mr. Tuladri Mallick'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 2016-17 :
 Total Revenue Rs. 669.30 lakhs
 Profit/(Loss) Before Taxation Rs. (148.95) lakhs
 Profit/(Loss) After Taxation Rs. (148.95) lakhs
 Earnings per Equity Share Rs. (13.59)
- (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. Tuladri Mallick is a qualified Chartered Accountant and Master of Commerce having requisite experience in accounting and financial fields of a non-banking financial company.
- (2) Past Remuneration (Rs. In lakhs)

Particulars	F.Y. 2014-15	F.Y. 2015-16	F.Y. 2016-17
Total Remuneration	6.17	9.08	9.99

- (3) Recognition or awards: None.
- (4) Job profile and his suitability: Considering Mr. Tuladri Mallick'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 Agreement with Mr. Tuladri Mallick and the Company dated 28th April, 2017.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : As per published report of 2016-17

Company	Size	Person and Profile	Designation	Total Remuneration
TCI Finance Limited	Total Revenue Rs. 1409.54 Lakhs	Mr. Ramesh Sivaraman, CA, Managing the affairs of an NBFC for a number of years	Manager	Rs.33.66 Lakhs

- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any : Receiving remuneration from the Company as Manager & Chief Financial Officer as mentioned hereinabove.

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 in rental income and 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 Agreement with Mr. Tuladri Mallick and the Company dated 28th April, 2017 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 prior to the date of the Meeting between 10.00 a.m. and 12 noon and will also be available at the Meeting

No Director or any other Key Managerial Person of the Company is concerned or interested in the said resolution.

ITEM NO. 5

In the normal course of its business, the Company grants intercorporate loan(s) to its group and associate companies to generate interest income which forms part of its revenue from operations.

During the year ended 31st March, 2017 the Company had granted intercorporate loan(s) from time to time to McNally Bharat Engineering Co. Limited, an Associate of the Company (Related Party) to enable the Associate Company to meet its urgent business requirements from time to time during the said financial year.

The intercorporate loan(s) so granted by the Company are material in nature in terms of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and approval of the Shareholders is required to be obtained by a Special Resolution in this regard as per the said Regulation.

The Resolution set out in Item no. 5 of the convening Notice is to be considered accordingly and the Board recommends the same for approval of the Members.

The following particulars are also furnished pursuant to Section 188 of the Companies Act, 2013 read with Explanation to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 for the information of the Members in this connection:

- a) Name of the related party: McNally Bharat Engineering Co. Limited
- b) Name of the director or key managerial personnel who is related, if any: Not Applicable
- c) Nature of relationship: McNally Bharat Engineering Co. Limited is a Related Party, being an Associate of the Company.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement: Intercorporate loan(s) given on demand & call basis at an interest rate of 15% p.a.
- e) Any other information relevant or important for the members to take a decision on the proposed resolution. The resolution relates to the transactions entered into and to be entered into by the Company with the Associate Company (Related Party) which are at arm's length basis and also form part of the normal business activity of the Company.

ITEM NO. 6

In the past, the Members had approved that the Register and Index of Members and Annual Returns of the Company be kept at the office of Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, at 6 Mangoe Lane, Kolkata – 700 001, instead of at the Registered Office of the Company.

The RTA has shifted its Office to 23 R. N. Mukhejee Road, 5th floor, Kolkata – 700 001. In order to improve the efficiency in the discharge of investor services, it is proposed to keep the Register and Index of Members and Annual Returns at the Office of the RTA located at 23 R. N. Mukherjee Road, 5th floor, Kolkata – 700 001, in place of 6 Mangoe Lane, Kolkata - 700 001 or at such other place within Kolkata to which the said Office may be shifted.

The aforesaid change requires the approval of the members by way of a Special Resolution. Accordingly, the Board recommends the resolution set out at Item No. 6 for the approval of the Members of the Company. As required, the Register of Companies, West Bengal, shall be given in advance, a copy of this proposed Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

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

1. Name of Director	:	MR. AMRITANSHU KHAITAN
Age	:	34 years
Qualifications	:	MBA (London Business School)
Expertise	:	Mr. Amritanshu Khaitan hails from a renowned family of Industrialists and was Wholetime Director of Eveready industries India Ltd.'s subsidiary since amalgamated. He was also the Wholetime Director of Eveready Industries India Ltd., responsible for marketing and other activities of the Company and presently is the Managing Director of the Company.
Other Directorships	:	
Name of the Company		Committee Memberships, if any, with position.
Ichamati Investments Limited	:	
United Machine Co. Limited	:	
Queens Park Property Co. Limited	:	
Kilburn Engineering Limited	:	
Prana Lifestyle Private Limited	:	
McNally Bharat Engineering Co. Limited	:	
Eveready Industries India Limited	:	
Indian Chamber of Commerce, Calcutta	:	
Williamson Financial Services Limited	:	
McLeod Russel India limited	:	
Shareholding in the Company	:	NIL

Route Map of the Venue of the AGM



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



WILLIAMSON MAGOR & CO. LIMITED

CIN: L01132WB1949PLC017715

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

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

Email: administrator@wmg.com

Folio No./DP. Id./Client Id:

Name:

Address:

Joint Holder(s):

No. of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Williamson Magor & Co. Limited (“WM” or “the Company”) is offering e-voting facility to its Members in respect of the businesses to be transacted at the Sixty Sixth Annual General Meeting scheduled to be held on Friday, 22nd September 2017 at 11:00 a.m.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account / Folio No. of Members holding shares in physical mode)	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN /as per point no. (viii) of e-voting Instruction)

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 18th September 2017

End of e-voting : Up to 5:00 p.m. (IST) on 21st September 2017

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 8th August 2017 for the Sixty Sixth Annual General Meeting scheduled to be held on 22nd September 2017. A copy of the said Notice is sent herewith. Attention is invited to the statement on the accompanying Notice that the businesses of the Meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Sixty Sixth Annual General Meeting and this Communication are also available on the website of the Company at www.wmtea.com.

Kolkata
8th August 2017

Yours faithfully,
Williamson Magor & Co. Limited
H. U. Sanghavi
Company Secretary

Annexure A

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 18th September 2017 from 10:00 a.m. (IST) and ends on 21st September 2017 up to 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 15th September 2017 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence Number is communicated in the Attendance Slip.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Williamson Magor& Co. Limited> on which you choose to vote.

- xiii) 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.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 15th September 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) Note for Non – Individual Shareholders and Custodians
 - a) 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.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) 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.
- xxi)
 - a) Mr. A. K. Labh, Practicing Company Secretary (FCS:4848 /CP:3238) has been appointed as the Scrutinizer to scrutinize the physical voting at the venue of the Meeting and the remote e-voting process in a fair and transparent manner.
 - b) The Chairman of the Meeting shall allow voting with the assistance of the Scrutinizer, by use of physical ballot paper for all those Members who are present at the Meeting but have not cast their votes by remote e-voting facility. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
 - c) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.wmtea.com and on the website of CDSL immediately after the declaration of results and also be forwarded to the Stock Exchanges.
- (xxii) 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.

WILLIAMSON MAGOR & CO. LIMITED

CIN: L01132WB1949PLC017715

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

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

Email: administrator@wmg.com

Folio No/client ID & DP Id:

ATTENDANCE SLIP
(To be presented at the entrance)
**SIXTY SIXTH ANNUAL
GENERAL MEETING**
on Friday,
22nd Septemeber, 2017
at 11.00 a.m.
**at Williamson Magor Hall
of The Bengal Chamber of
Commerce and Industry,**
6, Netaji Subhas Road,
Kolkata-700001

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company’s Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual report to the Meeting.

I record my presence at the Sixty Sixth
Annual General Meeting

Name of Proxy in BLOCK LETTERS
(If the Proxy attend instead of the Member)

Signature of Member/Proxy



**Form No. MGT-11
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN:L01132WB1949PLC017715

Name of the Company : **Williamson Magor & Co. Limited**

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./DP Id.-Client Id :

I/We, being the Member(s) of.....shares of the above named Company, hereby appoint

1. Name :
Address :
E-mail Id :Signature :,or failing him/her;
2. Name :
Address :
E-mail Id :Signature :,or failing him/her;
3. Name :
Address :
E-mail Id :Signature :,or failing him/her;

.....✂.....✂.....✂.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixty Sixth Annual General Meeting of the Company, to be held on Friday, the 22nd September 2017 at 11:00 a.m. at Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2017, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
2.	Appointment of a Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of Messrs. V. Singhi & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 consecutive years and to authorize the Board of Directors to fix their remuneration.
4.	Special Resolution for approval of re-appointment of Mr. Tuladri Mallick as the Manager of the Company for a period of three years commencing from 1st May, 2017 and for the remuneration payable to him as Manager for the said period.
5.	Special Resolution for approval for intercorporate loan(s) given and to be given by the Company to McNally Bharat Engineering Co. Limited, an Associate of the Company (Related Party), within the overall limit of Rs. 300 Crores remaining outstanding at any point of time during any financial year of the Company.
6.	Special Resolution for approval for keeping the Register of Members and other documents as may be required at the Corporate Office of Maheshwari Datamatics Private Limited, Kolkata and Share Transfer Agents of the Company at 23 R. N. Mukherjee road, 5th floor, Kolkata -700001.

Signed this.....day of.....2017.

Signature of shareholder(s)..... Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata -700001, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions and Notes, please refer to the Notice of the Sixty Sixth Annual General Meeting.

Affix Revenue Stamp
