



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 Annual General Meeting of the Members of the Company will be held on Wednesday, 10th September, 2014 at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata-700 001 at 11:00 a.m. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2014 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. R. S. Jhavar (holding DIN 0002372) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: “RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Messrs. Lovelock & Lewes, Chartered Accountants, (ICAI Registration No.FRN 301056E),be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2017 on the remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), 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 appointment of Mr. Tuladri Mallick as the Manager of the Company and to the remuneration payable to him as Manager for a period of three years with effect from 1st May, 2014 upon the terms and conditions as set out in the Company’s appointment letter dated 9th May, 2014 addressed to Mr. Tuladri Mallick, 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 financial years ending 31st March, 2015, 31st March, 2016 and 31st March 2017.”
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. T. R. Swaminathan (holding DIN 00469558), a non-executive Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier and shall not be liable to retire by rotation.”
6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. R Srinivasan (holding DIN 0003968), a non-executive Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier and shall not be liable to retire by rotation.”
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. G. Momen (holding DIN 00402662), a non-executive Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier and shall not be liable to retire by rotation.”
8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bharat Bajoria (holding DIN 00109241), a non-executive Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier and shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. H. M. Parekh (holding DIN 00026530), a non-executive Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier and shall not be liable to retire by rotation.”
10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Padam Kumar Khaitan (holding DIN 00019700), a non-executive Director, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier and shall not be liable to retire by rotation.”
11. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution: “RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) pursuant to Section 180(1)(a) of the Companies Act, 2013 (‘the Act’) to the creation by the Board of mortgages and charges in addition to the existing mortgages and charges created by the Company as the Board may decide on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of a any one or more of the financial institutions/banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by any one or more of the financial institutions/banks/any other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments together with 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 the aforesaid parties or any of them under the Agreement/Arrangements entered into/to be entered into by the Company in respect of the said loans/ debentures/bonds or other instruments.”
12. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution : “RESOLVED 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. 300 Crore (Rupees Three Hundred 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”.

Registered Office :
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani
Kolkata - 700 001
Date : 23rd July, 2014

By Order of the Board
WILLIAMSON MAGOR & CO. LIMITED

H.U. SANGHAVI
Company Secretary

NOTES

- a) **A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company’s Registered Office situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001 not less than forty-eight hours before the Meeting.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital

of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such persons shall not act as a proxy for any other person or shareholder.

- b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Items of Special Business is annexed hereto.
- c) 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.
- d) The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2014 to 10th September, 2014 (both days inclusive).
- e) Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialised form, should intimate change of their address, if any, to their Depository Participant.
- f) 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.
- g) 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.
- h) 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.

i) Instructions for e-voting:

The business of this Meeting may be transacted through electronic system and the Company is providing facility for voting by electronic means.

The process and manner of voting by electronic means, the time schedule including the time period during which the votes may be cast and all other necessary instructions and information in this respect have been given in a separate sheet attached hereto forming part of the Notice.

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

ITEM NO. 4

Section 203 of the Companies Act, 2013 ('the Act') read with its relevant rules provides that every Listed Company shall have a Managing Director or Chief Executive Officer or Manager and a Chief Financial Officer (CFO). Accordingly, Mr. Tuladri Mallick, who is a qualified Chartered Accountant and Master of Commerce has been appointed as the Manager and CFO of the Company by the Board of Directors of the Company ('the Board') at its Meeting held on 8th May, 2014 for a period of three years with effect from 1st May, 2014 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 the Company's appointment letter dated 9th May, 2014 addressed to Mr. Tuladri Mallick, the material terms of which are as follows :-

Period:

Three years with effect from 1st May, 2014.

Remuneration:

- (i) Salary and Other Allowances:** Basic Salary: Rs. 23,750/- per month. Special Allowance: Rs. 9,000/- per month. Housing Arrangements: House Rent Allowance – Rs. 9,000/- per month. House Maintenance Allowance: Rs.5,000/- per month.
- (ii) Conveyance:** Rs. 4,500/- per month.
- (iii) Incentive/s:** Not exceeding Rs. 2,00,000/- per annum in the aggregate.
- (iv) Leave Travel:** Rs. 75,000/- 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 8th May, 2014 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 2013-14 :

Total Revenue	Rs. 2748.99 lakhs
Profit/(Loss) Before Taxation	Rs. (634.69) lakhs
Profit/(Loss) After Taxation	Rs. (844.92) lakhs
Earnings per Equity Share	Rs. (7.71)
- (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 : Not applicable.
- (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 appointment letter issued to him.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : As per published report of 2012-13

Company	Size	Person and Profile	Designation	Total Remuneration
TCI Finance Limited	Total Revenue Rs. 1001.31 Lakhs	Mr. R. Sivaraman, C A, managing the affairs of an NBFC for a number of years.	Manager	Rs. 23,32,453/-

- (7) Percuniary 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 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 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 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 NOS. 5 TO 10

The Company appointed Mr. T.R. Swaminathan, Dr. R. Srinivasan, Mr. G. Momen, Mr. Bharat Bajoria and Mr. H.M. Parekh who have been discharging the role and functions of Independent Directors in terms of Clause 49 of the Listing Agreement with the Stock Exchanges. The term of office of the aforesaid Directors was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 of the Companies Act, 2013 ('the Act'), the Company is required to appoint at least one-third of its total number of Directors as Independent Directors for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act each of Mr. T.R. Swaminathan, Dr. R. Srinivasan, Mr. G. Momen, Mr. Bharat Bajoria and Mr. H.M. Parekh is proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier. Mr. Padam Kumar Khaitan, a Director of the Company is also proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the Annual General Meeting to be held in the year 2019, whichever is earlier.

The aforesaid persons have the desired qualifications and in depth experience in their respective field and have held very high positions in different renowned organizations. The particulars of the aforesaid Directors namely, age, qualification, expertise and other details are given separately in this Notice.

In the opinion of the Board, each of Mr. T.R. Swaminathan, Dr. R. Srinivasan, Mr. G. Momen, Mr. Bharat Bajoria, Mr. H.M. Parekh and Mr. Padam Kumar Khaitan fulfills the conditions specified in the Act and meets the criteria of independence specified in Section 149(6) of the Act and Rules made thereunder for appointment as an Independent Director under the Act. Separate proposals have been received from a few Members proposing each of them respectively for appointment as an Independent Director under the Act at the ensuing Annual General Meeting of the Company. The Board considers that the continued association of the aforesaid persons would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolutions set out at Item Nos. 5 to 10 of the convening Notice for approval by the Members of the Company.

Mr. T.R. Swaminathan, Dr. R. Srinivasan, Mr. G. Momen, Mr. Bharat Bajoria, Mr. H.M. Parekh and Mr. Padam Kumar Khaitan and their relatives may be considered to be interested in the respective Resolution in so far as they relate to them individually. No other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in respect of the said resolutions.

ITEM NOS. 11 to 12

In the normal course of business, the Company is required, from time to time, to borrow funds by way of rupee/foreign currency loans, issue of debentures, bonds or other instruments from Banks, Financial Institutions and/or other persons/bodies corporate etc. To secure such lendings the lenders usually call for adequate securities which are normally provided in the form of mortgage and charge on certain properties of the Company. In terms of Section 180(1)(a) of the Companies Act, 2013 ('the Act') besides sale, to lease or otherwise for disposal of any 'undertaking' or 'substantially the whole of any undertaking' of a company, a consent of its Members by way of a Special Resolution is necessary.

The assets on which the security may be required to be created may come under the ambit of the definition of 'undertaking' or 'substantially the whole of any undertaking' as explained under Section 180(1)(a) of the Act, necessitating the Members' Consent by way of a Special Resolution.

In the normal course of business, the Company may also be required to borrow money from any financial institutions / banks/bodies corporate / any other lending agencies which borrowing may exceed the limits prescribed under Section 180(1)(c) of the Act necessitating a consent of its Members by way of a Special Resolution.

The Resolutions set out in Item Nos. 11 and 12 of the convening Notice are 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 Resolutions.

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

1. Name of Director : **MR. RAMA SHANKAR JHAWAR**
 Age : 75 years
 Qualification : B.Com., LLB; FCA; ACMA
 Expertise : Mr. R. S. Jhawar has been associated with Williamson Magor Group in various capacities for about 5 decades. During his tenure of employment with Williamson Magor & Co. Limited, he has held senior positions in Finance and General Management and gained valuable experience in corporate finance, lending, investment and other aspects of corporate management. Mr. Jhawar was a Wholtime Director of Williamson Magor & Co. Limited till 31st March, 2008. He possesses considerable experience in Tea Industry. He was the Chairman of Indian Tea Association for two consecutive terms and was also the Vice Chairman of the Tea Board.

Other Directorships :

Name of Company : **Committee Memberships, if any, with position**

Williamson Financial Services Ltd. Shareholders' Grievance Committee, Chairman
 Remuneration Committee and Audit Committee, Member

The Standard Batteries Ltd. Remuneration Committee, Member

Bishnauth Investments Limited

Dufflaghur Investments Ltd.

Queens Park Property Co. Ltd.

Cosepa Fiscal Industries Ltd.

Asian Hotels (East) Ltd. Audit Committee, Chairman and Shareholders' Grievance Committee, Member

Shareholding in the Company : **Nil**

2. Name of Director : **MR. T. R. SWAMINATHAN**
 Age : 89 years
 Qualification : B.Com., FCA, FCMA, J.Dip, MA & FCS, FICWA
 Expertise : Mr. Swaminathan during his long career with the Williamson Magor Group has gathered considerable experience in Finance, Taxation and Secretarial Functions as well as overall Business Management.

Other Directorships :

Name of Company : **Committee Memberships, if any, with position**

Williamson Financial Services Limited Audit Committee, Chairman
 Remuneration Committee, Chairman
 Shareholders' Grievance Committee, Member

The Standard Batteries Limited Audit Committee, Chairman
 Remuneration Committee, Chairman
 Shareholders' Grievance Committee, Chairman

Calcutta Teachest & Fibre Limited

Shareholding in the Company : **2340 Equity Shares of Rs. 10/- each**

3. Name of Director : **DR. RAGHAVACHARI SRINIVASAN**
 Age : 83 years
 Qualification : Ph.D (in Banking & Finance from Bombay University), CAIIB, FIB.
 Expertise : A renowned expert in Banking and Finance, Dr. Srinivasan has held very senior positions in this field including the Chairmanship of three large nationalized Banks; viz. Bank of India, Allahabad Bank and New Bank of India (which got merged with Punjab National Bank) and of the Indian Bank's Association, the apex Body of the Banking Industry. He advises various Corporates in the areas of Banking, Finance and Capital Market. He has to his credit several publications in National and International media as well as prestigious awards in the area of Banking.

Other Directorships :

Name of Company : **Committee Memberships, if any, with position**

Nayamode Solutions Pvt. Ltd.

Snowcem Paints Pvt Ltd.

J. M. Financial Trustee Company Pvt. Limited		
New Turn Consulting Pvt. Ltd.		
J. Kumar Infraprojects Limited	Audit Committee, Chairman	Remuneration Committee, Chairman
McLeod Russel India Limited	Audit Committee, Chairman	Remuneration Committee, Member
Graphite India Limited	Audit Committee, Member	Remuneration Committee, Member
Goldiam International Limited	Audit Committee, Member	
Shalimar Paints Limited	Audit Committee, Chairman	
Shareholding in the Company	Nil	

4. Name of Director : **MR. GOLAM MOMEN**
Age : 81 years
Qualification : B.A.
Expertise : Well known in business circle, especially in the Tea Industry. Mr. Momeu served Carritt Moran & Co. (P) Ltd., as Chairman-cum-Managing Director from 01.06.1971 to 31.05.1992. He has also served as a committee member in various Associations of the Tea Board of India and is presently Chairman of White Cliff Group of Companies.

Other Directorships :

Name of Company

Committee Memberships, if any, with position

White Cliff Tea (P) Ltd.	
White Cliff Properties (P) Ltd.	
White Cliff Holdings Pvt. Ltd.	
Dover Tea (P) Ltd.	
Harrisons Malayalam Limited	Remuneration Committee, Chairman
Kanco Tea & Industries Limited	Remuneration Committee, Member
Apeejay Surendra Corporate Services Limited	Remuneration Committee, Member
Scottish Assam (I)Limited	Audit Committee, Member
Bengal Tea & Fabrics Limited	Shareholders/Investors' Grievance Committee, Chairman Audit Committee, Member Remuneration Committee, Member Share Transfer Committee, Member
Baghmari Tea Company Limited	Remuneration Committee, Member
Digjam Limited	Audit Committee, Member Remuneration Committee, Member

Shareholding in the Company

Nil

5. Name of Director : **MR. BHARAT BAJORIA**
Age : 61 years
Qualification : B.Sc. (Hons.)
Expertise : Mr. Bajoria is associated with the Tea Industry since 1975 and during his long career for about 4 decades has gathered considerable experience in all aspects of tea plantation business. Mr. Bajoria is the Managing Director of Teesta Valley Tea Co Limited and The Bormah Jan Tea Co. (1936) Limited and he is having directorships in other companies. As a leader of the Indian Tea Industry, Mr. Bajoria held in the past, the position of Chairman of Indian Tea Association and Consultative Committee of Plantation Association. Mr. Bajoria was also the Chairman of Darjeeling Planters Association and Special Committee for Generic Tea Promotion in India.

Other Directorships :

Name of Company

Committee Memberships, if any, with position

Banarhat Investment Co. Private Limited	
Teesta Valley Tea Co. Limited	
Speedways International Private Limited	
Trishul Co. Private Limited	
The Budge Budge Investment Co. Pvt. Limited	
The Bormah Jan Tea Co, (1936) Limited	
Birdie Trading Private Limited	
Teesta Valley Exports Limited	
McLeod & Co. Limited	

Globe (India) Limited
McLeod Russel India Limited

Remuneration Committee, Chairman

Shareholding in the Company Nil

6. Name of Director : **MR. H. M. PAREKH**
Age : 77 years
Qualification : B.Com (Hons.)
Expertise : Mr. H. M. Parekh has over 54 years of experience in the Tea Industry. Retired as Chairman of J. Thomas & Co. Pvt. Ltd., world's largest tea broking Company. He was the Chief Executive Officer of Project India Blend Ltd., and is currently a Marketing Consultant in some top tea producing Companies.

Other Directorships :

Name of Company

Committee Memberships, if any, with position

The Methoni Tea Co. Ltd.
Quality Tea Plantations Pvt. Ltd.
The Grob Tea Co. Ltd.
BMG Enterprises Ltd.
Rossel Tea Limited

Audit Committee, Member
Shareholders Grievance & Share Transfer Committee, Chairman
Remuneration Committee, Member
Audit Committee, Chairman
Remuneration Committee, Member
Remuneration Committee, Member
Audit Committee, Chairman
Shareholders Grievance & Share Transfer Committee, Chairman
Audit Committee, Member
Remuneration Committee, Chairman
Audit Committee, Chairman
Remuneration Committee, Member
Shareholders/Investors Grievance Committee, Member

Diana Tea Co. Ltd.,

Gillanders Arbuthnot & Co. Ltd.,

Peria Karamalai Tea & Produce Co. Ltd.,

Rasoi Limited

Shareholding in the Company Nil

7. Name of Director : **MR. PADAM KUMAR KHAITAN**
Age : 61 years
Qualification : Attorney-at-Law
Expertise : Mr. Padam Kumar Khaitan hails from a renowned family of Lawyers. Mr. Khaitan is one of the Partners of Messrs. Khaitan & Co., Advocates, Notaries, Patent & Trade Mark Attorneys. During his long career of 36 years with Messrs. Khaitan & Co., as a Lawyer, he has had in-depth exposure to and achieved considerable experience and expertise in law and legal matters in Corporate, Commercial, Financial, Banking, Taxation, Foreign Collaboration, Foreign Investment, Litigation, Arbitration, Real Property, Ecology & Environment, Labour, Projects, Estates & Trusts and Personal Clientele matters.

Other Directorships :

Name of Company

Committee Memberships, if any, with position

Ramkrishna Forgings Limited
Rungamatttee Tea & Industries Limited
R. V. Investments & Dealers Limited
Khaitan Consultants Limited
GJS Hotels Limited
Kilburn Engineering Limited
Upper Ganges & Sugar Industries Limited
Time Leverage Instruments Pvt. Limited
Auro Holdings Pvt. Limited
Cheviot Company Limited
Auro Investments Pvt. Limited
ISTA Warehouse Pvt. Limited
Nott Investments Pvt. Limited
Manjushree Plantations Limited
Asian Hotels (East) Limited

Nomination & Remuneration Committee, Member
Stakeholders Relationship Committee, Chairman
Nomination and Remuneration Committee, Member
Stakeholders Relationship Committee, Chairman
Stakeholders Relationship Committee, Chairman,
Nomination and Remuneration Committee, Member
Nomination and Remuneration Committee, Chairman
Stakeholders Relationship Committee, Member

McNally Sayaji Engineering Ltd.

Shareholding in the Company Nil

WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN): L01132WB1949PLC017715

Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700001.

TEL : 033-2210-1221, 2243-5391, 2248-9434, 2248-9435, FAX : 91-33-2248-3683 / 8114 / 6265

E-Mail: administrator@wmg.co.in, Website: www.wmtea.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 ensuing Annual General Meeting scheduled to be held on Wednesday, 10th September, 2014 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. 1 - (vi) of e-voting procedure of Instructions)
140722015		

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

Commencement of e-voting : From 10.00 a.m. (IST) on 4th September, 2014

End of e-voting : Up to 10.00 a.m. (IST) on 7th September, 2014

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 23rd July, 2014 for the Annual General Meeting scheduled to be held on 10th September, 2014. 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 Annual General Meeting and this Communication are also available on the website of the Company at www.wmtea.com

Kolkata
23rd July, 2014

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

Instruction and other information relating to e-voting are as under:**1. In case of Members receiving e-mail:**

- (i) Log on to the e-voting website : www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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 may be used.

P.T.O.

(vi) 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 Demat shareholders 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 first two letters of their name and the 8 digits of the sequence number in the PAN field – excluding special character and space. (viz., if your name is Ramesh Kumar with sequence number 00000001 then enter RA00000001 in the PAN field. – Sequence Number is communicated in the Attendance Slip.)
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Williamson Magor & Co. Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- (b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- (c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) **In case of Members receiving the physical copy:**
- (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (b) The voting period begins on 4th September, 2014 from 10.00 a.m. (IST) and ends on 7th September, 2014 up to 10.00 a.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
2. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at scrutinizeraklabh@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 7th September, 2014 up to 10.00 a.m. without which the vote shall not be treated as valid.
3. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agent or send mail to helpdesk.evoting@cdslindia.com or investors_relation@wmg.co.in or mdpl@cal.vsnl.net.in.
4. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
5. E-voting period will commence from 4th September, 2014 at 10:00 a.m. and will end on 7th September, 2014 at 10.00 a.m.
6. Mr. A. K. Labh, Practicing Company Secretary (FCS 4848) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com.
7. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
8. The Results shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wmtea.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.

WILLIAMSON MAGOR & CO. LIMITED

CIN: L01132WB1949PLC017715

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



ATTENDANCE SLIP
ANNUAL GENERAL MEETING
on Wednesday,
10th September, 2014
at 11.00 a.m.
at the **Williamson Magor Hall**
of The Bengal Chamber of
Commerce & Industry
6, Netaji Subhash Road,
Kolkata - 700001

Folio No./Client ID & DP Id:

- 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
Annual General Meeting

Name of Proxy in BLOCK LETTERS
(If the Proxy attends 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-700001

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

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

- Name:
Address:

E-mail Id:
Signature:..... , or failing him
- Name:
Address:

E-mail Id:
Signature:..... , or failing him
- Name:
Address:

E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, the 10th September, 2014 at 11.00 a.m. at the Williamson Magor Hall of the Bengal Chamber of Commerce & 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 Audited Financial Statements of the Company for the Financial Year ended 31st March 2014 together with the Report of the Board of Directors and Auditors thereon. | 6. Appointment of Dr. R. Srinivasan as an Independent Director of the Company. |
| 2. Appointment of a Director in place of Mr. R. S. Jhwar who retires by rotation and being eligible, offers himself for re-appointment. | 7. Appointment of Mr. G. Momen as an Independent Director of the Company. |
| 3. Appointment of Messrs. Lovelock & Lewes, Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration. | 8. Appointment of Mr. Bharat Bajoria as an Independent Director of the Company. |
| 4. Appointment of Mr. Tuladri Mallick as the Manager and Chief Financial Officer (CFO) of the Company. | 9. Appointment of Mr. H.M. Parekh as an Independent Director of the Company. |
| 5. Appointment of Mr. T. R. Swaminathan as an Independent Director of the Company. | 10. Appointment of Mr. Padam Kumar Khaitan as an Independent Director of the Company. |
| | 11. Authority to the Board of Directors to create securities in terms of Section 180(1)(a) of the Companies Act, 2013. |
| | 12. Authority to the Board of Directors to borrow monies in terms of Section 180(1)(c) of the Companies Act, 2013. |

Signed this.....day of2014.

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, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

Affix
Revenue
Stamp