



# WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715

REGISTERED OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001

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E-mail : administrator@wmg.co.in, Website : www.wmtea.com

31<sup>st</sup> July, 2020

The Secretary,  
BSE Ltd.,  
P.J. Towers, Dalal Street,  
**MUMBAI-400 001.**  
**Scrip: 519224**

The Secretary,  
National Stock Exchange  
of India Ltd.,  
Exchange Plaza,  
5<sup>th</sup> Floor,  
Plot No.C/1,G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
**MUMBAI-400051.**  
**Scrip: WILLAMAGOR**

The Secretary,  
The Calcutta Stock  
Exchange Ltd.,  
7, Lyons Range,  
**KOLKATA-700 001.**  
**Scrip: 33013**

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the financial year 2019-20.**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 enclosing herewith Annual Secretarial Compliance Report dated 28th July, 2020 for the financial year ended 31<sup>st</sup> March, 2020 issued by M/s MKB & Associates, Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

**For WILLIAMSON MAGOR & CO. LIMITED**

**ADITI DAGA**  
**COMPANY SECRETARY**

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF WILLIAMSON MAGOR & CO.  
LIMITED FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2020**

I, Raj Kumar Banthia, Partner, M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **Williamson Magor & Co. Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:



| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause)          | Deviations  | Observations/ Remarks of the Practicing Company Secretary   |
|---------|---|---|---|
| 1       | Regulation 23(4) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015    | All the related parties voted in favour of two resolutions relating to Material Related Party transactions passed at the Annual General Meeting of the Company held on 26 <sup>th</sup> September, 2019 | If the votes cast by related parties in favour of two resolutions relating to Material Related Party transactions is not counted, still both the resolutions get approved by majority |
| 2.      | Regulation 33(2)(a) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 | CEO/ CFO certificate for quarterly results for the quarter ended 30th September, 2019 and 31st December, 2019 was not obtained nor placed before the meeting of Board of Directors                      | Mr. Tuladri Mullick, Manager & CFO of the Company resigned with effect from 26th September, 2019. Pursuant to his resignation the Company did not have Manager/ CFO                   |
| 3.      | Regulation 23(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015      | No approval of shareholders was obtained for material related party transactions during the year ended 31st March, 2020   | Approval of shareholders for transactions with related party, being material in nature, will be obtained at the ensuing general meeting   |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| -None-  |                 |                      |   |  |



- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31.03.2019   | Actions taken by the listed entity, if any   | Comments of the Practicing Company Secretary on the actions taken by the listed entity  |
|---------|--|--|--|---|
| 1       |  | No approval of shareholders was obtained for material related party transactions during the year ended 31 <sup>st</sup> March, 2019 as required under Regulation 23(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 | Approval of shareholders for transactions with two related parties, being material in nature was taken at the Annual General Meeting of the Company held on 26 <sup>th</sup> September, 2019 | By taking the approval at the Annual General Meeting the company has complied with Regulation 23(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 |

- (e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. Further the terms of appointment of its existing statutory auditor has been modified in accordance with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019. In this regard, we report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For **MKB & Associates**  
Company Secretaries

Digitally signed by  
RAJ KUMAR  
BANTHIA  
Date: 2020.07.28  
19:20:16 +05'30'

Raj Kumar Banthia  
[Partner]

ACS no. 17190  
COP no. 18428

FRN: P2010WB042700

Date: 28.07.2020  
Place: Kolkata  
UDIN: A017190B000518482