

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 67th Annual General Meeting of
Williamson Magor & Co. Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata-700001**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 67th Annual General Meeting of the members of “Williamson Magor & Co. Limited” (“Company”) held on Tuesday, 18th September, 2018 at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata - 700001 at 11.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 10th August, 2018. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Friday, the 14th September, 2018 up to 5.00 P.M. IST on Monday, the 17th September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 11th September, 2018 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice dated 10th August, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Tuesday, the 18th September, 2018 around 12:35 p.m. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180820039] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2018, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	5



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b) Resolution 2

**Appointment of a Director in place of Mr. R. S. Jhawar (holding DIN: 00023792),
who retires by rotation and being eligible, offers himself for re-appointment**

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	5



** SPECIAL BUSINESS:****c) Resolution 3 : Special Resolution**

Approval to Mr. B. M. Khaitan (holding DIN: 00023771) to continue as a Non - Executive Director and Chairman of the Company after 31st March, 2019

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5



**d) Resolution 4 : Special Resolution**

Approval to Mr. R. S. Jhawar (holding DIN: 00023792) to continue as a Non - Executive Director of the Company after 31st March, 2019

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5



**e) Resolution 5 : Special Resolution**

Approval to Mr. T. R. Swaminathan (holding DIN: 00469558) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5



**f) Resolution 6 : Special Resolution**

Approval to Dr. R. Srinivasan (holding DIN: 00003968) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5



**g) Resolution 7 : Special Resolution**

Approval to Mr. G. Momen (holding DIN: 00402662) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	5



**h) Resolution 8 : Special Resolution**

Approval to Mr. H. M. Parekh (holding DIN: 00026530) to continue as a Non - Executive Independent Director of the Company after 31st March, 2019

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6796888	
Voting by ballot	6	45	
Total	18	6796933	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5



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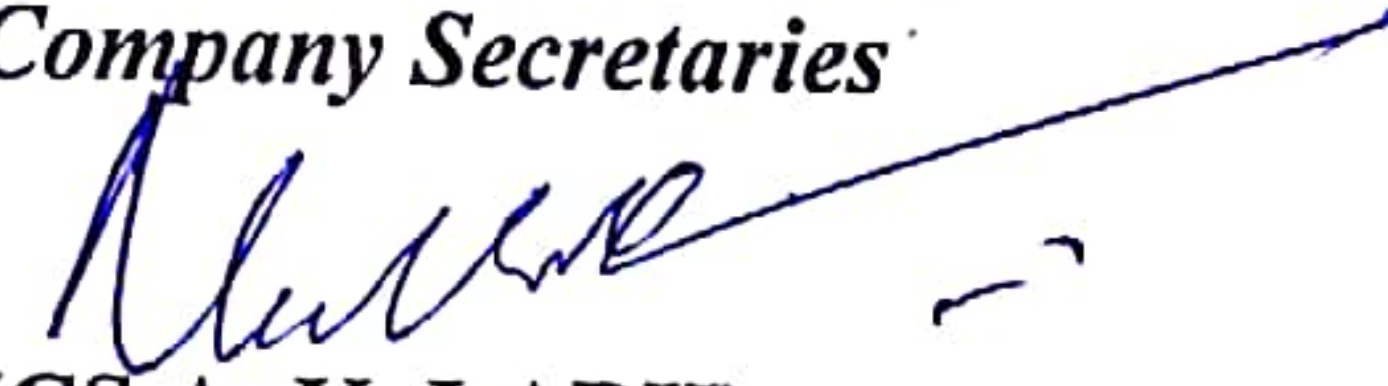
8. All the resolutions proposed hereinabove have been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 18.05.2018

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Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

2. *Priti Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane
Kolkata – 700007



Received the Report of the Scrutinizer

For Williamson Magor & Co. Limited

H. U. Sanghavi

(H. U. Sanghavi)

Company Secretary

