

**WILLIAMSON MAGOR & CO. LIMITED****Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001****CIN: L01132WB1949PLC017715, Email: administrator@williamsonmagor.in****Web: www.wmtea.com Telephone: 033-2210-1221, 2248-9434/35****Fax: 033 2248-6265****NOTICE**

Notice is hereby given that the 74th (Seventy Fourth) Annual General Meeting of the Members of the Company will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') on Wednesday, 24th September, 2025 at 03.00 p.m. to transact the following business(es). The venue of the meeting shall be deemed to be the Registered Office of the Company at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700001:

ORDINARY BUSINESS:

1. To consider and adopt the:-
 - a. Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors and the Auditors thereon and;
 - b. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Lopamudra Chatterjee holding DIN: (10818895), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**3: Appointment of Mr Amit Dey (DIN: 10711536) as a Director of the Company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules related thereto (including any statutory modification(s) or re-enactment thereof), Mr Amit Dey (DIN: 10711536) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29th July, 2025 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as may be necessary, proper and expedient to give effect to this resolution."

4. Appointment of Mrs Sonali Datta Sarkar (DIN: 10078851) as a Director of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules related thereto (including any statutory modification(s) or re-enactment thereof), Mrs Sonali Datta Sarkar (DIN: 10078851) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 13th August, 2025 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as may be necessary, proper and expedient to give effect to this resolution."



5. Appointment of Mr. Tabrez Ahmed (DIN: 10570558) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Tabrez Ahmed (DIN: 10570558), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 13th August, 2025, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 13th August, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things as may be necessary to give effect to this resolution.”

6. To appoint M/s MKB & Associates, Company Secretaries, to conduct Secretarial Audit for a term of 5 (five) consecutive years and authorise the Board of Directors to fix remuneration

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on 13th August, 2025, M/s MKB & Associates, (FRN: P2010WB042700), Company Secretaries, be and are hereby appointed to conduct the Secretarial Audit of the Company, for a term of 5 (five) consecutive years commencing from April 1, 2025, at such remuneration as set out in the Statement annexed hereto.

FURTHER RESOLVED THAT the Board be and is hereby authorized to vary, alter, enhance or widen the remuneration payable to M/s MKB & Associates, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

FURTHER RESOLVED THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

Registered Office:
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata – 700001
Date: 13th August, 2025

By Order of the Board
Williamson Magor & Co. Limited

Sk Javed Akhtar
Company Secretary
Membership No. : A24637



NOTES

a) The Ministry of Corporate Affairs (MCA) pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, No. 09/2023 dated 25th September 2023 and No. 09/2024 dated 19th September 2024 (MCA Circulars), permitted holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue in accordance with the requirements as provided. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 and 'SEBI' Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (SEBI Circulars), granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

b) pursuant to the circulars of Ministry of Corporate Affairs('MCA') and the Securities and Exchange Board of India ('SEBI'), the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the Listing Regulations, has been dispensed with. Therefore, the facility to appoint proxy by the members will not be available and consequently, the proxy form and attendance slip are not annexed to this notice convening the 74th AGM of the company (the "notice").

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at r.vidhya9@gmail.com with a copy marked to evoting@nsdl.com

c) Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

d) The Members can join the AGM through the VC or OAVM mode 15 minutes before the scheduled time of commencement of the Meeting by following the procedure mentioned later in the Notice. The facility of participation at the AGM through VC or OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, Scrutinizer and others who are allowed to attend the AGM without restriction on account of first come first serve basis.

e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 74th AGM and facility for those members participating in the AGM to cast vote through e-voting system during AGM. The Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.

f) Pursuant to the MCA Circulars and SEBI Circular, the Notice alongwith the Annual Report will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Maheswari Datamatics Private Limited or the Depository Participant(s). The Notice of the AGM along with the Annual Report for the financial year 2024-25 shall be available on the websites of the Company viz., www.wmtea.com and of the Stock Exchange where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com. Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.



- g) The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') regarding the Directors who are proposed to be appointed / re-appointed is annexed.
- h) Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM. Further details in this regard are annexed separately and form part of this Notice.
- i) **The remote e-Voting period will commence on Saturday, September 20, 2025 (9:00 A.M. IST) and will end on Tuesday, September 23, 2025 (5.00 P.M. IST).**

During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, **i.e., Wednesday, September 17, 2025**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act.

- (j) The Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 3 to 6 is annexed herewith.
- (k) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 17, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e. Wednesday, September 24, 2025. Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at javed.akhtar@williamsonmagor.in or to the RTA at mdpldc@yahoo.com

- (i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

PROCESS AND MANNER FOR REMOTE E-VOTING

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| | <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| | <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> |
| | <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| | <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="795 1617 1299 1932"> <p>NSDL Mobile App is available on</p> <div>  App Store </div> <div>  Google Play </div> <div>   </div> </div> |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. |
| | 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |
| | 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |
| | 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to r.vidhya9@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 17, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800-21-09911. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 17, 2025 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 4886 7000 or send a request to or contact Ms. Pallavi Mhatre, Senior Manager or at E-mail id evoting@nsdl.com



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to javed.akhtar@williamsonmagor.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to javed.akhtar@williamsonmagor.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at javed.akhtar@williamsonmagor.in latest by 05.00 p.m. (IST) on Wednesday, 17th day of September, 2025.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at javed.akhtar@williamsonmagor.in latest by 05.00 p.m. (IST) Wednesday, 17th day of September, 2025. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask



questions during the meeting.

8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 022 4886 7000.

11. Procedure for inspection of documents

All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at javed.akhtar@williamsonmagor.in from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>

12. KYC and Nomination Facility

In order to enhance the ease of doing business for investors in the securities market and considering difficulties faced by investors with regard to certain procedural aspects, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (the "SEBI KYC Circular") revised the norms for furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the said SEBI KYC Circular. A copy of the said intimation can be downloaded from the Company's website, i.e. www.wmtea.com under the tab "Shareholders KYC Updation".

As per the manner and timelines prescribed under the SEBI KYC Circular, the folios wherein the above details are not available shall be frozen and payment including dividend shall be made only through electronic mode.

Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circular.

13. Members holding shares in physical form are, requested to consider converting their holding to dematerialized form.
14. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://wmtea.com/financials.html>

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

Item No. 3

Appointment of Mr Amit Dey (DIN: 10711536) as a Director of the Company

Based on the recommendation of Nomination and Remuneration Committee vide resolution passed by Circulation on 28th July, 2025, the Board of Directors of the Company had approved the appointment of Mr Amit Dey (DIN: 10711536) as an Additional Director of the Company w.e.f. 29th July, 2025 in accordance with the provision of section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company subject to approval of Members of the Company. Mr Amit Dey will be liable to retire by rotation.

In terms of the Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members of the Company is being sought for the appointment of Mr Amit Dey.



The Board is of the view that Mr Amit Dey possesses the requisite Knowledge, experience and skill for the position of Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. He shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, in accordance with the provisions of the Act.

The Company has also received a Notice under Section 160 of the Act from a Shareholder proposing the candidature of Mr Amit Dey for the office of a Director of the Company. Additional information in respect of Mr Amit Dey, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr Amit Dey, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 for approval of the Members.

Item No. 4

Appointment of Mrs Sonali Datta Sarkar (DIN: 10078851) as a Director of the Company

Based on the recommendation of Nomination and Remuneration Committee at its meeting held on 13th August, 2025, the Board of Directors of the Company had approved the appointment of Mrs Sonali Datta Sarkar (DIN: 10078851) as an Additional Director of the Company w.e.f. 13th August, 2025 in accordance with the provision of section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company subject to approval of Members of the Company. Mrs Sonali Datta Sarkar will be liable to retire by rotation.

In terms of the Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members of the Company is being sought for the appointment of Mrs Sonali Datta Sarkar.

The Board is of the view that Mrs Sonali Datta Sarkar possesses the requisite Knowledge, experience and skill for the position of Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company. She shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, in accordance with the provisions of the Act.

The Company has also received a Notice under Section 160 of the Act from a Shareholder proposing the candidature of Mrs Sonali Datta Sarkar for the office of a Director of the Company. Additional information in respect of Mrs Sonali Datta Sarkar, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mrs Sonali Datta Sarkar, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 for approval of the Members.

Item No. 5

Appointment of Mr. Tabrez Ahmed (DIN: 10570558) as an Independent Director of the Company

Based on the recommendation of Nomination and Remuneration Committee at its meeting held on 13th August, 2025, the Board of Directors of the Company had approved the appointment of Mr. Tabrez Ahmed (DIN: 10570558) as an Additional Director (Non – Executive Independent) of the Company in accordance with the provision of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company for a period of five consecutive years w.e.f. 13th August, 2025.

Further, in terms of Sections 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulations 17(1C) and 25(2A) of the Listing Regulations, Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members of the Company is being sought for the appointment of Mr. Tabrez Ahmed.

The Board is of view that Mr. Tabrez Ahmed possess the requisite Knowledge, experience and skill for the position of Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. He shall be entitled for remuneration



by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, in accordance with the provisions of the Act.

The Company has also received a declaration from Mr. Tabrez Ahmed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations.

The Company has also received a Notice under Section 160 of the Act from a Shareholder proposing the candidature of Mr. Tabrez Ahmed for the office of a Director of the Company.

Mr. Tabrez Ahmed is about 52 years of age and holds Bachelor's Degree of Commerce from Calcutta University. He has over twenty five years of corporate experience in various capacities, Accounts & Audit Department. In the opinion of Board Mr. Tabrez Ahmed fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. Additional information in respect of Mr. Tabrez Ahmed, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Draft of the letter of appointment to be issued to Mr. Tabrez Ahmed setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to javed.akhtar@williamsonmagor.in

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Tabrez Ahmed, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Special Resolution as set out in Item No. 5 for approval of the Members.

Item No. 6

In terms of Section 204 of the Companies Act, 2013 (as amended) (the "Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a company secretary in practice. The Board of Directors of the Company (the "Board") at its meeting held on February 14, 2025, appointed M/s. MKB & Associates (FRN: P2010WB042700), Company Secretaries, to conduct the Secretarial Audit of the Company, for the financial year ended March 31, 2025 and they have submitted their report which is annexed to the Board's Report which is forming part of this Annual Report.

The amendments introduced by the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, notified on December 12, 2024, now require every listed company to appoint or re-appoint secretarial auditor, with the approval of its shareholders in its annual general meeting.

The Board at its meeting held on 13th August, 2025, based on the recommendations of the Audit Committee, have recommended the appointment of M/s. MKB & Associates, in terms of Section 204 of the Act and the rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to conduct the Secretarial Audit of the Company, for a term of 5 (five) consecutive years commencing from April 1, 2025 and submit their reports after the end of each financial year. M/s. MKB & Associates have consented to the proposed appointment and have confirmed their eligibility and independence for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company Secretaries Act, 1980 (as amended) and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

- A. Proposed fees payable to the Secretarial Auditor(s): For each of the financial years 2025-26 to 2029-30, Rs. 75,000/- plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the Secretarial Audit. The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above. M/s. MKB & Associates shall not render any services that are prohibited under the applicable law or as prescribed by ICSI from time to time.
- B. Terms of appointment: For a term of 5 (five) consecutive years, to carry out Secretarial Audit of the Company for the financial years 2025-26 to 2029-30.
- C. In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: **Not Applicable.**



The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendations of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.

The remuneration payable to M/s. MKB & Associates, may be enhanced by the Board, based on the recommendations of the Audit Committee, as may be mutually agreed with M/s. MKB & Associates, after considering the above factors and change in scope of audit on account of applicable law.

- D. Basis of recommendation for appointment: The Board and the Audit Committee, at their respective meetings held on 13th August, 2025, have considered various parameters like audit experience in listed companies, market standing of the firm, clientele served, competence of the audit team, independence, technical knowledge, etc., and found M/s. MKB & Associates suitable for this appointment and accordingly, recommend the same.
- E. Credentials of the Secretarial Auditor(s) proposed to be appointed: M/s. MKB & Associates is a firm of Company Secretaries, having professional experience spanning over 27+ years, specialising in Secretarial Audit, Due Diligence, Corporate Compliance Management etc. M/s. MKB & Associates holds a valid certificate issued by the Peer Review Board of ICSI. No Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution No. 6 as contained in the Notice.

Keeping in view the experience, expertise and knowledge, the Board considers that their appointment to conduct Secretarial Audit, would be rationale and of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 6 as an Ordinary Resolution, in relation to Secretarial Audit, for the approval of the Members of the Company.

PARTICULARS OF DIRECTOR/S RETIRING BY ROTATION AND SEEKING APPOINTMENT/RE-APPOINTMENT

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

| | | |
|---|---|--|
| Name | : | Mrs Lopamudra Chatterjee |
| DIN | : | 10818895 |
| Date of Birth | : | 30-12-1982 |
| Age | : | 43 Years |
| Qualification | : | Mrs. Lopamudra Chatterjee holds Bachelor's Degree (Hons.in Business Management) from Visva -Bharti, Shantiniketan, Central University, MBA (Hons in Human Resource & Finance Management) from Kalyani University, West Bengal. |
| Expertise | : | Mrs. Lopamudra Chatterjee has more than twenty years of experience in Human Resource & Purchase department and worked in reputed organisation viz. Mcleod Russel India Ltd., Amarawati Tea Co Ltd (Halmari Tea), Teamlease Seives and Ranstad India. |
| Date of first appointment on the Board | : | Mrs. Lopamudra Chatterjee was appointed as a Director on the Board with effect from 25.03.2025. In terms of Section 152(6) of the Companies Act, 2013, Mrs. Lopamudra Chatterjee retires by rotation as a Director and being eligible, offers herself for re-appointment. She is accordingly proposed to be re-appointed as a Director of the Company. |
| Number of Board Meetings attended: | : | Nil |
| Relationship with other Directors / KMP of the Company | : | Mrs. Lopamudra Chatterjee is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013 |
| Directorships held in other Companies (excluding foreign Companies) | : | Nil |
| Committee Memberships, if any, with position | : | Nil |
| Shareholding in the Company | : | Nil |
| Resignation from the directorship of the listed companies in the past three years | : | Nil |
| Remuneration | : | Entitled for only sitting fees |
| Name | : | Mr Amit Dey |
| DIN | : | 10711536 |
| Date of Birth | : | 01-12-1978 |
| Age | : | 46 Years |
| Qualification | : | Mr. Amit Dey holds Bachelor's Degree of Commerce from Calcutta University. |
| Expertise | : | Mr. Amit Dey has more than twenty years of experience in Accounts Department and Purchase Department and worked in reputed organisation viz. Mcleod Russel India Ltd., Deepsun Industrial Corporation, H. M. Biscuits Industries. |



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| Date of first appointment on the Board | : | Mr. Amit Dey was appointed as an Additional Director on the Board with effect from 29th July, 2025. |
| Number of Board Meetings attended | : | Nil |
| Relationship with other Directors / KMP of the Company | : | Mr. Amit Dey Chatterjee is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013 |
| Directorships held in other Companies (excluding foreign Companies) | : | Nil |
| Committee Memberships, if any, with position | : | Nil |
| Shareholding in the Company | : | Nil |
| Resignation from the directorship of the listed companies in the past three years | : | Nil |
| Remuneration | : | Entitled for only sitting fees |
| Name | : | Mrs Sonali Datta Sarkar |
| DIN | : | 10078851 |
| Date of Birth | : | 01-01-1971 |
| Age | : | 54 Years |
| Qualification | : | Mrs. Sonali Datta Sarkar holds Bachelor's Degree of Arts from Alipur Duar College from North Bengal University, West Bengal. |
| Expertise | : | Mrs. Sonali Datta Sarkar has more than thirty years of experience in Accounts department and is currently working in reputed organisation viz. Mcleod Russel India Ltd. |
| Date of first appointment on the Board | : | Mrs. Sonali Datta Sarkar was appointed as an Additional Director on the Board with effect from 13th August, 2025. |
| Number of Board Meetings attended: | : | Nil |
| Relationship with other Directors / KMP of the Company | : | Mrs. Sonali Datta Sarkar is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013 |
| Directorships held in other Companies (excluding foreign Companies) | : | Nil |
| Committee Memberships, if any, with position | : | Nil |
| Shareholding in the Company | : | Nil |
| Resignation from the directorship of the listed companies in the past three years | : | Nil |
| Remuneration | : | Entitled for only sitting fees |



| | | |
|---|---|--|
| Name | : | Mr Tabrez Ahmed |
| DIN | : | 10570558 |
| Date of Birth | : | 12-08-1972 |
| Age | : | 52 Years |
| Qualification | : | Mr. Tabrez Ahmed holds Bachelor's Degree of Commerce from Calcutta University. |
| Expertise | : | Mr. Tabrez Ahmed has more than twenty five years of experience in Finance, Accounts, Audit and Administration. |
| Date of first appointment on the Board | : | Mr. Tabrez Ahmed was appointed as an Additional Director on the Board with effect from 13th August, 2025. |
| Number of Board Meetings attended: | : | Nil |
| Relationship with other Directors / KMP of the Company | : | Mr. Tabrez Ahmed is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013 |
| Directorships held in other Companies (excluding foreign Companies) | : | Nil |
| Committee Memberships, if any, with position | : | Nil |
| Shareholding in the Company | : | Nil |
| Resignation from the directorship of the listed companies in the past three years | : | Williamson Magor & Co. Limited (Appointed w.e.f. 03.04.2024 & Resigned w.e.f. 02.10.2024) |
| Remuneration | : | Entitled for only sitting fees |