



WILLIAMSON MAGOR & CO. LIMITED

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

CIN: L01132WB1949PLC017715, Email: administrator@mcleodrussel.com

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

NOTICE OF POSTAL BALLOT **(ONLY THROUGH E-VOTING)**

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of Williamson Magor & Co. Limited ('the Company') that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) ,Secretarial Standard on General Meetings (SS 2) and General Circulars No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, , No. 22/2020 dated 15June 2020, No. 33/2020 dated 28 September 2020 No.39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021 and No. 20/2021 dated 08 December 2021 issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law, if any, that the resolutions as set out hereunder are proposed to be passed by the members by way of postal ballot through remote e-voting system only. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act setting out the material facts and reasons thereof relating to the resolutions are annexed hereto for your consideration.

The Board of Directors of your Company propose to obtain your consent by way of Postal Ballot through remote e-voting system for the appended Resolutions. In compliance with the MCA Circulars, the Company will send the Postal Ballot Notice by electronic mail only to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system. However, those shareholders who have not registered their e-mail-ids so far may follow the process of registration of their e-mail-ids stated elsewhere in this notice and may request for Postal Ballot Notice post successful registration of their e-mail-ids.

Member(s) are requested to read carefully the instructions given in the Notes forming part of the Notice.

Special Business

Item No. 1: Appointment of Mr. Lakshman Singh (DIN: 00027522) 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. Lakshman Singh (DIN: 00027522) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 17th December 2021 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 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.”

Item No. 2: Appointment of Mr. Debasish Lahiri (DIN: 09451354) 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. Debasish Lahiri (DIN: 09451354) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 31st December 2021 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 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.”

Item No. 3: Appointment of Ms. Lyla Cherian (DIN: 09452847) 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 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules related thereto read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, Ms. Lyla Cherian (DIN: 09452847) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 31st December 2021 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 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 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years w.e.f. 31st December 2021.”

RESOLVED FURTHER THAT 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.”

Item No. 4: Appointment of Mrs. Jacqueline Audrey Monnier (DIN: 09497868) 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. Jacqueline Audrey Monnier (DIN: 09497868) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 9th February 2022 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 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.”

By order of the Board
For Williamson Magor & Co. Ltd

Place: Kolkata
Dated: 10.02.2022

Aditi Daga
Company Secretary
M. No. : A34659

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

Notes:

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 1 to 4 is annexed herewith.
- (2) The Postal Ballot Notice is being sent by electronic means to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, February 18, 2022** (“Cut-off Date”) as received from the Depositories.
- (3) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.
- (4) Members may please note that the Postal Ballot Notice will also be available on the Company’s website at: www.wmtea.com, websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at: www.bseindia.com, www.nseindia.com and www.cse-india.com and on the website of Maheshwari Datamatics Private Ltd. (“Registrar and Transfer Agents”) at: <http://www.mdpl.in>.
- (5) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agents, Maheshwari Datamatics Private Ltd., 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001; Tel. No.: 033 22435029 / 22482248; Fax No.: 033 22484787; E-Mail: mdpldc@yahoo.com.
- (6) Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
- (7) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- (8) The voting rights are one vote per Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of the Shares registered in the

name of the Shareholders as on **Friday, February 18, 2022**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

- (9) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (10) Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General Information and Instructions relating to E-voting" in this Postal Ballot Notice.
- (11) E-voting period commences at 9:00 AM IST on **Tuesday, February 22, 2022** and ends at 5:00 PM IST on **Wednesday, March 23, 2022**. Shareholders are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 PM IST on Wednesday, March 23, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
- (12) The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practising Company Secretary (Membership No. FCS 4848), of M/s. A.K. Labh & Co., Company Secretaries as the Scrutinizer, for conducting the Postal Ballot voting process including e-voting in a fair and transparent manner.
- (13) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of voting by postal ballot through the e-voting process will be announced by the Chairman or any such person authorized by him on or before **Friday, March 25, 2022**. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, March 23, 2022 i.e. the last date specified for receipt of votes through the e-voting process.
- (14) The declared results along with the Scrutiniser Report shall be displayed on the website of the Company (www.wmtea.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
- (15) All the material documents referred to in the explanatory statement will be available for inspection electronically from **Tuesday, 22nd February 2022 to Wednesday, 23rd March 2022** basis the request being sent on aditi.dhanuka@mcleodrussel.com.

[General Information and Instructions relating to remote e-voting is provided below:-](#)

[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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method 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.co.in 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 on NSDL e-Voting system.](#)

[How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

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 administrator@mcleodrussel.com
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 administrator@mcleodrussel.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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.

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

Item No. 1

Appointment of Mr. Lakshman Singh (DIN: 00027522) as a Director of the Company

The Board on the recommendation of Nomination and Remuneration Committee and in accordance with the provision of section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, had approved the appointment of Mr. Lakshman Singh (DIN: 00027522) as an Additional Director of the Company w.e.f. 17th December, 2021 and will be liable to retire by rotation.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective from January 1, 2022, 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, the appointment of Mr. Lakshman Singh would require the approval of the members of the Company.

The Board is of view that Mr. Lakshman Singh possesses the requisite Knowledge, experience and skill for the position of Director and that he is not disqualified from being appointed as a 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. Lakshman Singh for the office of a Director of the Company. Additional information in respect of Mr. Lakshman Singh, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given in Annexure A to this Notice.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Lakshman Singh, 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. 1 for approval of the Members.

Item No. 2

Appointment of Mr. Debasish Lahiri (DIN: 09451354) as a Director of the Company

The Board on the recommendation of Nomination and Remuneration Committee and in accordance with the provision of section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, had approved the appointment of Mr. Debasish

Lahiri (DIN: 09451354) as an Additional Director of the Company w.e.f. 31st December, 2021 and will be liable to retire by rotation.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective from January 1, 2022, 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, the appointment of Mr. Debasish Lahiri would require the approval of the members of the Company.

The Board is of view that Mr. Debasish Lahiri possesses the requisite Knowledge, experience and skill for the position of Director and that he is not disqualified from being appointed as a 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.

Mr. Debasish Lahiri is a member of Stakeholder Relationship Committee of the Company

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

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Debasish Lahiri, 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. 2 for approval of the Members.

Item No. 3

Appointment of Ms. Lyla Cherian (DIN: 09452847) as an Independent Director of the Company

The Board on the recommendation of Nomination and Remuneration Committee and in accordance with the provision of section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, had approved the appointment of Ms. Lyla Cherian (DIN: 09452847) as an Additional Director (Independent Director) of the Company under Section 149, 150 and 152 of the Companies Act, 2013 for a period of five consecutive years w.e.f. 31st December, 2021

Further, in terms of the amendment to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective from January 1, 2022, 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, the appointment of Ms. Lyla Cherian would require the approval of the members of the Company.

The Board is of view that Ms. Lyla Cherian possess the requisite Knowledge, experience and skill for the position of Director and that she is not disqualified from being appointed as a 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 declaration from Ms. Lyla Cherian that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations.

Ms. Lyla Cherian is a member of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee of the Company

The Company has also received a Notice under Section 160 of the Act from a Shareholder proposing the candidature of Ms. Lyla Cherian for the office of a Director of the Company.

Ms. Cherian had pursued Secretarial Course from Auxilium Convent, Park Circus. She has done her higher studies from Mysore University under IGNOU in 1980. Ms. Lyla Cherian is a social activist and is presently engaged in social services and cultural organisations. She works for social upliftment, addressing gender Inequality, empowerment of underprivileged through organisational efforts. In the opinion of Board Ms. Cherian fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. Additional information in respect of Mrs. Lyla Cherian, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given in Annexure A to this Notice.

None of the Directors, Key Managerial Personnel and relatives of such persons except Ms. Lyla Cherian, 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. 3 for approval of the Members.

Item No. 4

Appointment of Mrs. Jacqueline Audrey Monnier (DIN: 09497868) as a Director of the Company

The Board on the recommendation of Nomination and Remuneration Committee and in accordance with the provision of section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, had approved the appointment of Mrs. Jacqueline Audrey Monnier (DIN: 09497868) as an Additional Director of the Company w.e.f. 9th February, 2022 and will be liable to retire by rotation.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective from January 1, 2022, 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, the appointment of Mrs. Jacqueline Audrey Monnier would require the approval of the members of the Company.

The Board is of view that Mrs. Jacqueline Audrey Monnier possess the requisite Knowledge, experience and skill for the position of Director and that she is not disqualified from being appointed as a 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. Jacqueline Audrey Monnier for the office of a Director of the Company. Additional information in respect of Mrs. Jacqueline Audrey Monnier, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given in Annexure A to this Notice.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mrs. Jacqueline Audrey Monnier, 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.

By order of the Board
For Williamson Magor & Co. Ltd.

Place: Kolkata
Dated: 10.02.2022

Aditi Daga
Company Secretary
M. No. : A34659

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

ANNEXURE -A

Information of Directors relating to appointment for item nos. 1, 2, 3 and 4 of the Notice.

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name	:	Lakshman Singh (DIN: 00027522)
Date of Birth	:	16 th October 1951
Age	:	70 years
Qualification	:	B.A.(Hons)
Expertise	:	<p>Mr. Lakshman Singh did his Schooling from the Doon School, Dehra Dun and passed the Indian School Certificate (ISC) Examination. His College was from St. Xavier's College, Bombay majoring in BA Honours in History and Political Science.</p> <p>Mr Singh worked with Mahindra & Mahindra for three years before joining the Williamson Magor Group in 1976. He has over forty years of experience with the Company in various capacities in the administrative position including Human Resource Division with McLeod Russel India Limited (Tea division) in India. Mr Singh also assisted with education activities and setting up the Assam Valley School in Balipara district in Assam.</p>
Date of first appointment on the Board	:	17 th December 2021
Number of Board Meetings attended:	:	1
Relationship with other Directors /KMP of the Company	:	Mr. Lakshman Singh is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013
List of Other Companies in which Directorship held	:	<ul style="list-style-type: none">• Seajuli Developers & Finance Limited• Woodside Parks Limited• Babcock Borsig Limited
*Committee Memberships, if any, with position.	:	<p>Seajuli Developers & Finance Limited Audit Committee – Chairman Nomination and Remuneration Committee – Chairman</p> <p>Woodside Parks Limited Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member</p> <p>Babcock Borsig Limited Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member</p>
Resignation from the directorship of the listed companies in the past three years	:	NIL
Shareholding in the Company	:	Nil
Remuneration	:	Entitled for only sitting fee

Name	:	Debasish Lahiri (DIN: 09451354)
Date of Birth	:	16 th December 1963
Age	:	58 years
Qualification	:	CFA, BSc(Eco)
Expertise	:	Mr. Lahiri has over 36 years of experience in the Information Technology Department in various companies viz Management Service Bureau; McLeod Russel India Limited; Carritt Moran Pvt. Ltd and Luxmi Tea Co. Ltd.
Date of first appointment on the Board	:	31 st December 2021
Number of Board Meetings attended:	:	1
Relationship with other Directors /KMP of the Company	:	Mr. Debasish Lahiri is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013
List of Other Companies in which Directorship held	:	Babcock Borsig Limited
*Committee Memberships, if any, with position.	:	Babcock Borsig Limited Audit Committee – Member Nomination and Remuneration Committee – Member
Resignation from the directorship of the listed companies in the past three years	:	Nil
Shareholding in the Company	:	Nil
Remuneration	:	Entitled for only sitting fee

Name	:	Lyla Cherian (DIN: 09452847)
Date of Birth	:	14 th December 1952
Age	:	69 years
Qualification	:	<ul style="list-style-type: none"> • Passed Secondary School leaving Certificate Examination in 1970 • Passed Typewriting and Short Hand under Kerala Government Technical Examination in 1973. • Passed Secretarial Course from Auxilium Convent, Park Circus. • First year BCOM from Mysore University. • Basic Diploma Course from Donboso Computer Centre, Park Circus.
Expertise	:	Ms. Lyla Cherian aged about 69 years. Ms. Lyla is presently engaged in social service and cultural organizations for social upliftment, empowerment of underprivileged etc. Ms. Lyla is associated with organizations namely, All India Malayalee Association, Kerala Catholic Social Service Centre, Malayalam Amateur Nataka Samith, Keraleeya Mahila Samaj.

the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Skills and capabilities were identified by the Nomination and Remuneration Committee of the Company for the said role. Considering her education background and Corporate experience of more than 36 years will help in Administration and Management of the Company. Further being actively associated with social organisation she has an effective communicator with capabilities of leadership. She strives to devote adequate time to the meetings of the Board and the Committees.
Date of first appointment on the Board	: 31 st December 2021
Number of Board Meetings attended:	: 1
Relationship with other Directors /KMP of the Company	: Ms. Lyla Cherian is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013.
List of Other Companies in which Directorship held	: Babcock Borsig Limited
*Committee Memberships, if any, with position.	Babcock Borsig Limited Audit Committee – Chairman Nomination and Remuneration Committee – Chairman
Resignation from the directorship of the listed companies in the past three years	Nil
Shareholding in the Company	: Nil
Remuneration	: Entitled for only sitting fee

Name	: Jacqueline Audrey Monnier (DIN: 09497868)
Date of Birth	: 30 th March, 1962
Age	: 60 years
Qualification	: She has done her schooling from Loreto Convent Entally, passed the Modern School Final Examination. Completed and Passed the Pitman's Commercial Course (London) also from Loreto Convent Entally.
Expertise	: She has worked with the Oberoi Grand in the Accounts Department for the Financial Controller for before joining the Williamson Magor Group in May 1990, she has handled the Assam Valley School Project. She is having 32 years' experience in various capacities in the Company including the Tea Division.
Date of first appointment on the Board	: 9 th February 2022
Number of Board Meetings attended:	: 1
Relationship with other Directors /KMP of the Company	: Ms. Monnier is not related to any Director or KMP in terms of the definition of 'relative' given in the Companies Act, 2013
List of Other Companies in which	: Nil

Directorship held		
*Committee Memberships, if any, with position	:	Nil
Resignation from the directorship of the listed companies in the past three years	:	Nil
Shareholding in the Company	:	Nil
Remuneration	:	Entitled for only sitting fee

**Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.*