



WILLIAMSON MAGOR & CO. LIMITED

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

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Company will be held on Friday, 2nd August, 2013 at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, Netaji Subhas Road, Kolkata 700 001, at 11.00 a.m. to transact the following business :

1. To receive and adopt the Audited Accounts of the Company for the Financial Year ended 31st March, 2013 and the Reports of the Directors and the Auditors thereon.
2. To appoint Directors in place of Messrs. B. M. Khaitan, A. Khaitan and Padam Kumar Khaitan who retire by rotation and being eligible offer themselves for re-appointment.
3. To appoint Auditors and fix their remuneration.

AS SPECIAL BUSINESS

To consider and if thought fit to pass with or without modification the following resolution :

AS AN ORDINARY RESOLUTION

4. "RESOLVED that pursuant to the provisions of Sections 198, 269 and 309 read with Sections 387 and 388 of the Companies Act, 1956 ('the Act') and Schedule XIII thereto, approval of the Members be and is hereby accorded to the reappointment of Mr. D. Pal Choudhury as the Manager and to the remuneration payable to him as Manager for a period of one year with effect from 1st April, 2013 upon the terms and conditions as set out in the Company's letter dated 22nd April 2013 addressed to Mr. D. Pal Choudhury, a copy whereof duly initialed by the Chairman for the purpose of identification is placed before the Meeting.

RESOLVED further that pursuant to the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956 approval of the Members be and is hereby accorded to the payment of the same remuneration as per terms as set out in the aforesaid letter dated 22nd April 2013 to Mr. D. Pal Choudhury as minimum remuneration in the event of the Company having no profits or inadequate profits during the financial year ending 31st March, 2014."

Registered Office :
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata - 700 001
Date : 24th May, 2013

By Order of the Board
WILLIAMSON MAGOR & CO. LIMITED

H. U. SANGHAVI
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote in his stead. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700 001 not less than forty-eight hours before the Meeting.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2013 to 2nd August, 2013 (both days inclusive).
3. The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be reappointed is annexed hereto.
4. The Securities and Exchange Board of India (SEBI) vide Circular Ref. No.MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions. Thereafter, vide Circular No.MRD/DoP/Cir-05/2009 dated

May 20, 2009 it was clarified that for securities market transactions and off market/private transactions involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
5. Members who are holding shares in physical form are requested to notify change in address if any, to the Company's Share Transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.
 6. A Member desirous of getting any information on the accounts of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
 7. The Ministry of Corporate Affairs vide its Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agent of the Company in case they have not done so far. However, Members who are desirous of obtaining hard copy of the Notice, Annual Report and/or other documents may forward their written request to the Company/RTA for the same.
 8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 with respect to the item of Special Business is annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956.**

ITEM NO. 4

Section 269 of the Companies Act, 1956 ('the Act') provides that every public limited company having a paid up share capital of Rs.5 crore or more shall have a Managing or Wholtime Director or Manager. Accordingly, Mr. D. Pal Choudhury has been reappointed as the Manager of the Company by the Board of Directors of the Company ('the Board') for a period of one year with effect from 1st April 2013 at a remuneration and upon the terms and conditions set out in the Company's letter dated 22nd April 2013 addressed to Mr. D. Pal Choudhury, the material terms of which are as follows :

Period : 1 (one) year with effect from 1st April 2013.

Remuneration : Salary Rs.54,000/- per month, reimbursement of Conveyance Expenses upto a maximum of Rs.10,000/- per month. Incentives not exceeding Rs.100,000/- per annum in the aggregate as may be granted by the Board of Directors at its sole discretion.

Minimum Remuneration : In the event of loss or inadequacy of profits of the Company in the Financial Year ending 31st March 2014 the aforesaid remuneration will be treated and paid as the Minimum Remuneration subject to the provisions of Section II of Part II of Schedule XIII to the Act.

Nature of duties : He shall subject to the superintendence, control and direction of the Board have the power of management of the whole, or substantially the whole, of the affairs of the Company.

Other Conditions : The appointment is terminable by one month's Notice from either side.

The reappointment of Mr. D. Pal Choudhury and his above remuneration requires the approval of the Members of the Company in General Meeting pursuant to Part III of Schedule XIII to the Act. The above terms as to remuneration including Minimum Remuneration have been approved by the Remuneration Committee of the Board at its Meeting held on 22nd April, 2013. The Resolution set out in item No.4 of the convening Notice has to be considered accordingly and taking into account Mr. Pal Choudhury's qualification and past experience, the Board feels it would be in the interest of the Company to reappoint him and accordingly recommends its adoption.

A copy of the letter referred to in the said Resolution will be available for inspection by the Members of the Company at its Registered Office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata 700001 on any working day prior to the date of the Meeting between 10.00 a.m. and 12.00 noon and will also be available at the Meeting.

No Director of the Company is concerned or interested in the said resolution.

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

1. Name of Director : **MR. BRIJ MOHAN KHAITAN**
 Age : 85 years
 Qualification : B. Com.
 Expertise : Mr. B. M. Khaitan is a renowned Industrialist having interest in Tea, Batteries and Engineering. Mr. Khaitan has great contributions to the Tea Industry with which he has been associated around six decades. He is on the Boards of certain other renowned Companies having diversified business interests.

Other Directorships :

| Name of Company | Committee Memberships, if any, with position |
|------------------------------------|---|
| McLeod Russel India Limited | |
| Eveready Industries India Limited | |
| Babcock Borsig Limited | |
| CESC Limited | Audit Committee, Member |
| Jayshree Tea & Industries Limited | Remuneration Committee, Chairman |
| Shareholding in the Company | 12840 Equity Shares of Rs.10/- each. |

2. Name of Director : **MR. A. KHAITAN**
 Age : 45 years
 Qualification : B. Com.(Hons)
 Expertise : Hailing from a renowned family of Industrialists, Mr. Khaitan has had in-depth exposure to and involvement in steering diverse business and has gained considerable experience and expertise in corporate finance and management of tea and engineering industries. He is presently holding the position of Managing Director of McLeod Russel India Limited.

Other Directorships :

| Name of Company | Committee Memberships, if any, with position |
|--|---|
| McLeod Russel India Limited | |
| Eveready Industries India Limited | |
| Williamson Financial Services Limited | |
| Babcock Borsig Limited | Audit Committee, Member Remuneration Committee, Member |
| Woodside Parks Limited | |
| D1 Williamson Magor Bio Fuel Limited | Audit Committee, Chairman Remuneration Committee, Chairman |
| McNally Bharat Engineering Company Limited | |
| Prana Lifestyle Private Limited | |
| Borelli Tea Holdings Limited, U.K. | |

Phu Ben Tea Company Limited, Vietnam
 Rwenzori Tea Investments Limited, Uganda
 McLeod Russel Uganda Limited
 McLeod Russel Middle East DMCC, Dubai

Shareholding in the Company Nil

3. Name of Director : **MR. PADAM KUMAR KHAITAN**
 Age : 60 years
 Qualification : Attorney-at-law
 Expertise : Mr. Padam Kumar Khaitan hails from a renowned family of Lawyers. Mr. Khaitan is one of the Partners of Messrs. Khaitan & Co., Advocates, Notaries, Patent & Trade Mark Attorneys. During his long career of 36 years with Messrs. Khaitan & Co., as a Lawyer, he has had in-depth exposure to and achieved considerable experience and expertise in law and legal matters in Corporate, Commercial, Financial, Banking, Taxation, Foreign Collaboration, Foreign Investment, Litigation, Arbitration, Real Property, Ecology & Environment, Labour, Projects, Estates & Trusts and Personal Clientele matters.

Other Directorships :

| Name of Company | Committee Memberships, if any, with position |
|------------------------|---|
|------------------------|---|

Rungamattee Tea & Industries Ltd.
 Cheviot Company Ltd.
 Manjushree Plantations Ltd.

Shareholders' Grievance Committee, Chairman

R.V. Investment & Dealers Ltd.
 Khaitan Consultants Ltd.
 Asian Hotels (East) Ltd.

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

GJS Hotels Ltd.
 McNally Sayaji Engineering Ltd.

Shareholders' Grievance Committee, Member

Kilburn Engineering Ltd.
 Upper Ganges & Sugar Industries Ltd.
 Time Leverage Instruments (P) Ltd.
 Auro Holdings Pvt. Ltd.
 Auro Investments Pvt. Ltd.
 ITSA Warehouse Pvt. Ltd.
 NOTT Investments Pvt. Ltd.
 Trans Global Plc, U.K.
 Novener SAS, France
 Uniross SA, France

Shareholding in the Company Nil



WILLIAMSON MAGOR & CO. LIMITED

Registered Office :
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001

PROXY

I/We
of being a member/members
of WILLIAMSON MAGOR & CO. LIMITED, hereby appoint
..... of
or failing him of
or failing him of
as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting to be held at the
Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, N. S. Road, Kolkata 700 001 on Friday, the
2nd August, 2013 and at any adjournment thereof.

Dated this..... day of2013.

Affix
Revenue
Stamp

R.F.No./Client ID No. _____

Signature

Note : A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his stead. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the time for holding the Meeting.



WILLIAMSON MAGOR & CO. LIMITED

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

| | |
|----------------|---------------|
| Name & Address | R.F. No. |
| | Client ID No. |
| | D.P. ID No. |

I hereby record my presence at the Annual General Meeting held at the Williamson Magor Hall of The Bengal Chamber of Commerce and Industry, 6, N. S. Road, Kolkata 700 001 on Friday, the 2nd August, 2013 at 11.00 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY

Note : Shareholder/Proxy holder desiring to attend the Meeting are requested to bring their copy of the Annual Report for reference at the Meeting.